

July 14, 2017

Dr. Raymond Burse
7010 New Bern Court
Prospect, KY 40059

Dear Raymond:

Congratulations on your appointment to the Board of Trustees of the University of Louisville. We look forward to your service to this great institution. UofL has a great history and tradition and our goal is to build on that history and tradition to serve the people of our community and state.

Historically, the leadership of our Board has been invaluable. We'll look forward to your help as we continue to pursue our goals as outlined by the Strategic Plan 2020 and 21st Century University Initiative.

I have asked Jake Beamer, Assistant Secretary to the Board, to provide some preliminary information, e.g., bylaws, roster, and other material.

Normally the full Board and the Board Committees meet at least quarterly, with no meetings in August and December. The next meeting is our annual meeting on July 20 at 1:00 pm.

Again, congratulations. If there is anything we can do for you, please feel free to call me or Jake (852-5795).

Sincerely,



Gregory C. Postel
Interim President

July 14, 2017

Dr. Raymond Burse
7010 New Bern Court
Prospect, KY 40059

Dear Raymond:

At the request of President Postel, I have enclosed the following:

Trustees Membership Roster 2017-18
Bylaws of the Board of Trustees
Articles of Incorporation for the University of Louisville
Conflict of Interest Letter from General Counsel
Institutional Conflict of Interest Policy
Your Duty Under the Law & Managing Government Records
Oath of Office*
Individual Representation Agreement*
Conflict of Interest Statement 2017-18*
Proof of Receipt*

Please sign and date the asterisked documents and bring them with you to the July 20 Board of Trustees meeting. Thank you for your assistance.

Minutes from past meetings can be found at <http://louisville.edu/president/board-of-trustees/minutes>.

The Office of the Attorney General has informed us that HB 330 requires the distribution of information concerning Open Meetings Act and Open Records Act along with information prepared by the State's Department for Libraries and Archives about proper retention and management of records. The goal of this legislation is to assist public officials in complying with the laws related to open meetings, open records and document management/retention. As a part of this law, I am attaching a copy of this material and ask that you provide signatory proof you have received it. A "Proof of Receipt" is provided at the end of the attached document. Please return the signed form on July 20th.

Also enclosed are an Oath of Office, which I would be glad to execute for you on July 20, prior to the Board's Annual meeting, and an Individual Representation Agreement, which allows our legal counsel to represent you in any legal matters affecting the Board.

Please feel free to contact me with any questions you may have regarding any Trustee matter. I congratulate you on your board appointment and look forward to working with you as a Trustee. Please call me at 852-5795 (office) or 502-494-2637 (cell), if there is anything I can do to help you with your service as a Trustee.

Cordially,



Jake Beamer
Assistant Secretary and Boards Liaison

Enclosures

UofL Board of Trustees 2017-18

NAME	APPOINTMENT	ASSISTANT	WORK	CELL	EMAIL	BUSINESS ADDRESS	HOME ADDRESS	TERM EXPIRES
William Armstrong	Staff Senate		502-852-0237	502-436-3754	wwarms01@louisville.edu	UofL Dept. of Surgery, Ambulatory Care Building, 2nd Floor, HSC, Louisville, KY 40202	503 Christopher Place, Louisville, KY 40214	7/11/2017
Bonita K. Black	Gubernatorial		502-423-2040	502-599-4487	bonita.black@steptoe-johnson.com	Steptoe-Johnson, 700 N. Hurstbourne Pkwy., Ste. 115, Louisville, KY 40222	7118 Autumn Bent Way, Crestwood, KY 40014	1/13/2020
		Wanda Webster	502-423-2032		wanda.webster@steptoe-johnson.com			
Raymond M. Burse	Gubernatorial		502-228-0841 (home)	502-552-8201	raybur9299@aol.com		7010 New Bern Court, Prospect, KY 40059	1/13/2019
Brian A. Cromer	Gubernatorial		502-681-0440	502-494-8955	bcromer@stites.com	Stites & Harbison, 400 W Market St., Ste. 1800, Louisville, KY 40202	514 Rolling Ln., Louisville, KY 40207	1/13/2020
Sandra Frazier	Gubernatorial		502-587-7220	502-553-4327 (pref)	sandra@tandemagency.com	Tandem Public Relations, 304 W Liberty St., Ste. 200, Louisville, KY 40202	1293 Cherokee Rd., Louisville, KY 40204	1/13/2021
		Samantha Carroll			samantha@tandemagency.com			
J. David Grissom	Gubernatorial		502-587-8881	502-494-9071	mayfairjdg@aol.com	Glenview Trust, 4969 US Hwy. 42, Ste. 2000, Louisville, KY 40222	6130 Longview Ln., Louisville, KY 40222	1/13/2023
		Kathy Bovinet	502-212-7828					
Diane B. Medley	Gubernatorial		502-882-4303	502-777-8172	diane.medley@mcmcpa.com	MCM CPAs & Advisors, Meidinger Tower, 462 S 4th St., Ste. 2600, Louisville, KY 40203		1/13/2018
		Shelley Shumate			shelley.shumate@mcmcpa.com			
James M. Rogers	Gubernatorial		502-897-0250 (home)	502-592-2693	jmrhx@aol.com		7708 Cedar Ridge Ct., Prospect, KY 40059	1/13/2018
Nitin Sahney	Gubernatorial			502-291-5652	nitinsahney1@gmail.com	6100 Dutchman's Lane, Ste. 601, Louisville, KY 40205	5609 Harrods Glen Dr., Prospect, KY 40059	1/13/2021
		Beth Roberts		502-805-3450	beth@pharmacord.com			
John H. Schnatter	Gubernatorial				john@evgrealestate.com	2002 Papa John's Blvd., Louisville, KY 40223	1900 Stone Gate Rd., Louisville, KY 40223	1/13/2022
		Stacy Hadley		502-592-2634	stacy_hadley@papajohns.com			
Vishnu Tirumala	Student Government			606-304-7313	vishnu.tirumala@louisville.edu	SAC @310S, SGA Suite, University of Louisville, Louisville, KY 40292	1000 Manor Park Dr., Unit 93, Louisville, KY 40208	6/30/2018
Enid Trucios-Haynes	Faculty Senate		502-852-7694	502-594-1040	eftruc01@exchange.louisville.edu	Louis D. Brandeis School of Law, University of Louisville, Louisville, KY 40292		9/7/2017
Ronald L. Wright	Gubernatorial		812-282-6114	502-287-3945	wrightron@hotmail.com	301 Gordon Gutmann Blvd., Ste. 201, Jeffersonville, IN 47130	12904 Ridgemoor Dr., Prospect, KY 40059	1/13/2019

By-Laws of the Board of Trustees
University of Louisville

BY-LAWS OF THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF LOUISVILLE

ARTICLE 1: OFFICES

Section 1.1 REGISTERED OFFICE AND PRINCIPAL OFFICE

Until altered as provided by law, the Registered Office of the University of Louisville (the "University") shall be the address as on file with the Kentucky Secretary of State as amended and its principal office shall be Belknap Campus, Louisville, Jefferson County, Kentucky 40292.

Section 1.2 OTHER OFFICES

The University may maintain other offices at such places, within and without the Commonwealth of Kentucky, as its Board of Trustees may from time to time establish.

ARTICLE 2: THE BOARD OF TRUSTEES

Section 2.1 GENERAL POWERS

The government of the University shall be vested in a Board of Trustees, which shall consist of such number of persons having such voting rights, serving such terms and appointed by such means as provided in the Kentucky Revised Statutes. In exercising its powers as derived from the Kentucky Revised Statutes, and implemented in its By-Laws and the governmental procedures for the University, the Board of Trustees as the governing body of a state agency shall exercise its powers and authorities in a manner consistent with applicable policies set by the Commonwealth of Kentucky. Within the limits set by the Federal and State Constitutions and federal and state law, the Board is actively engaged in policy making, is responsible for aiding the University to perform at a high level of excellence, ensures that the financial resources of the University are sufficient to provide a sound educational program, and periodically evaluates the University's progress in implementing its missions, goals, and objectives.

Section 2.2 MEETINGS

The annual meeting of the Board shall be held in July of each year. At said annual meeting the Board shall elect its officers and the at-large member of the Executive Committee. A regular meeting of the Board of Trustees shall be at least quarterly, subject to modification as directed by the Board. Special meetings of the Board shall be held at the call of the Chair or the President of the University (the "President"), or upon the request of at least three Trustees. In April of each year the Secretary of the Board shall certify the attendance of each Trustee at each of the

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meetings of the Board held since the previous April to the Chair of the Board of Trustees who in turn shall forward said certification to the Governor of the Commonwealth of Kentucky (the "Governor"). An emergency meeting of the Board may be called by the Chair, the President, or a majority of the Trustees.

A Trustee may vote and otherwise participate in board action by video-conference, but not by mere audio participation. A Trustee participating by phone may listen in and offer discussion but cannot vote and will not be counted for purposes of determining a quorum.

At any meeting in person or by video-conference, the Chair shall ensure that the Board complies with all provisions of the Commonwealth's open-meeting laws.

Section 2.3 NOTICE TO TRUSTEES OF MEETINGS

- (a) Reasonable notice, orally or in writing, of each Regular Meeting of the Board of Trustees shall be given by the person calling it or by the Secretary to the Board of Trustees, but such notice may be waived by any person entitled thereto. Attendance of a Trustee at any meeting shall constitute waiver of notice of such meeting, except when such Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Insofar as practicable, an agenda and copies of all reports and other materials to be presented at the meeting may be provided to the Trustees two (2) days prior to a meeting. Discussion and/or action at a regular meeting shall not be limited to items on the agenda. Neither the business to be transacted at nor the purpose of any regular meeting of the Board of Trustees need be specified in the notice, or waiver of notice of such meeting.
- (b)(i) Written notice shall be given of any special or emergency meeting of the Board by the person(s) calling the meeting, the Board Secretary or the Board Secretary's designee, but such notice may be waived by any person entitled thereto.
 - (ii) Notice of a special or an emergency meeting may be delivered (a) personally, (b) by facsimile, (c) by mail, or (d) by email.
 - (iii) Notice of a special meeting must be sent at least 24 hours before the special meeting.
 - (iv) An emergency meeting may be held with less than 24 hours advance notice, but the circumstances requiring the emergency meeting must be explained at the beginning of the meeting by the person chairing the meeting, and the circumstances requiring the emergency meeting must be recorded in the minutes of the meeting. Reasonable efforts must be undertaken, under emergency circumstances, to notify all Trustees of the emergency meeting as soon as reasonably possible.

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- (v) Notice of a special or an emergency meeting shall state the date, time and place of the meeting and the agenda for the meeting.
- (vi) Any discussion at and action taken at a special or an emergency meeting shall be limited to items listed on the agenda in the meeting notice.

Section 2.4 QUORUM

A majority of all the Trustees shall constitute a quorum of the Board of Trustees, which shall act by a majority of those present at a meeting at which a quorum is present; but in the absence of a quorum a meeting may be recessed from time to time by consent of a majority of the Trustees present, without notice other than by announcement at the meeting.

Section 2.5 ORGANIZATION OF MEETINGS OF THE BOARD OF TRUSTEES

The Chair of the Board of Trustees shall preside at all meetings thereof. In the absence of the Chair, the Vice-Chair shall preside, but if both of them be absent, a Chair pro tempore shall be chosen at the meeting from among the Trustees there present. Such Chair shall be vested with all the powers and duties of the Chair. The Secretary of the Board shall act as Secretary of all meetings thereof. In the absence of a Secretary, the Chair shall appoint a Secretary pro tempore.

Section 2.6 EXECUTIVE SESSIONS OF THE BOARD OF TRUSTEES

Executive sessions of the Board and any of its committees shall remain confidential except for reports to be made only by the Chair of the Board of Trustees or a designated spokesperson or the President. The President may be excused from any executive session at which the appointment, discipline, or dismissal of the President is discussed.

Section 2.7 SELECTION AND EVALUATION OF THE PRESIDENT

The Board of Trustees is responsible for the selection and appointment of the President in accordance with the Board's obligations under state law and The Redbook. The Board of Trustees is also solely responsible for conducting a formal evaluation of the performance of the President on at least an annual basis. The Board of Trustees is solely responsible for making decisions on the President's responsibilities and authority, total compensation and continuation in office.

Section 2.8 ROLL CALL VOTE

A roll-call vote of the Board of Trustees shall be required on

all the following motions: (1) amendment of the By-Laws, adoption of a new By-Law, or repeal of an existing By-Law; (2) the annual operating budget, including student tuition and fee proposals for which Board approval is required; (3) funding requests for capital outlay and capital maintenance projects under consideration by the Board in compliance with its Financial Transactions Policy passed March 16, 2017 (the "Spending Policy") as hereinafter amended from time to time; and (4) revenue or institutionally funded capital projects. On any other motion, a roll-call vote shall be taken if required by law or if a Trustee present demands a roll-call vote before the announcement of a vote otherwise taken.

Section 2.9 COMMITTEES OF THE BOARD

A. IN GENERAL

In addition to the executive committee required by statute, the Board shall establish any committees, standing or ad hoc, required for the conduct of its business. The Board will define the membership composition and charge to such committees. The Chair of the Board of Trustees will make appointments to such committees after receiving recommendations from the Trustees. The Chair of the Board of Trustees will designate the Chair of each committee. The President shall be an ex-officio, non-voting member of all committees except the Audit, Compliance and Risk Committee. The President shall not be a member of the Audit, Compliance and Risk Committee.

B. STANDING COMMITTEES

Each committee shall consist of no less than three Trustees. Members of committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Chair of the Board of Trustees unless otherwise provided by statute or these By-Laws. Authority to act on all matters is reserved to the Board unless expressly delegated to a committee by formal action of the Board, and the duty of each committee shall be to consider and make recommendations to the Board on matters referred to it. Unless otherwise required by law or these By-Laws, the Chair shall fill vacancies on standing committees within thirty (30) business days of the occurrence of such vacancy. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board. The Chairs of all committees shall perform their duties in consultation with the Chair of the Board of Trustees and the President.

1. EXECUTIVE AND COMPENSATION COMMITTEE

The Executive and Compensation Committee shall consist of the officers of the Board of Trustees, one at-large member

of the Board who shall be elected by the Board, [and] one of the three constituency representatives who shall be a member. The Chair of the U of L Foundation Board shall be invited to participate in meetings of this Committee where the compensation of the President will be considered or discussed solely as an advisor and such participation shall be on an ex-officio, non-voting basis. In the case of the one constituency representative who shall serve on the Executive and Compensation Committee, the seat shall be filled on a rotating academic year basis in the following order and sequence beginning with the 2017-2018 academic year: the Faculty Senate chair, the Student Government Association president, and the Staff Senate chair. This committee shall, under the powers delegated to it in accordance with the Kentucky Revised Statutes, act for the Board of Trustees during the interim between meetings of the Board. The Executive and Compensation Committee shall carry out assignments given it by the Board of Trustees and make such reports to the Board as required by it. Actions taken by the Executive and Compensation Committee shall be reported to the Board for ratification except when the Board specifically authorizes an action to be taken on its behalf, in which case such action will be reported only. This committee shall conduct the evaluation of the President annually. The Executive and Compensation Committee's role in matters of compensation is to consider and recommend to the Board of Trustees compensation for the President, Vice Presidents and Deans pursuant to applicable state law and in accordance with the Spending Policy (See Section 2.8).

2. FINANCE COMMITTEE

The Finance Committee shall consist of a Chair and three (3) to six (6) additional Trustees duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Treasurer of the Board of Trustees shall chair the Finance Committee. One of three constituency representatives who then serve as Trustees shall be a member of this committee, and such constituency representative shall be appointed on a rotating academic year basis. The committee shall consider the budget recommendations of the President, and shall submit its recommendations thereon to the Board as a whole. At the meeting of the Board when it considers the annual Operating Budget, the committee Chair shall make a report on the University's financial situation. This committee shall also (1) review and recommend Board requests and plans for borrowing; (ii) monitor financial performance; (iii) ensure that accurate and complete financial records are maintained; (iv) ensure that timely and accurate financial information is presented to the Board; and (v) provide oversight for endowment and other institutional

investments. This committee shall ensure compliance with the Spending Policy and in that capacity, review and recommend to the Board of Trustees requests for approval of any financial transaction requiring Board approval, whether by statute, regulation, Board By-Laws, the Spending Policy, or Board Resolutions.

3. AUDIT, COMPLIANCE AND RISK COMMITTEE

The Audit, Compliance and Risk Committee shall consist of a Chair and at least two (2) additional Trustees duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. All members of this committee shall be financially literate meaning they shall be able to read and understand fundamental financial statements; including balance sheets, income statements and cash flow statements. This committee may have at least one non-voting community advisor (the "Advisor") who has extensive accounting, auditing and financial management expertise, but such person's participation shall be advisory only and on a non-voting basis. There shall be no overlapping membership of this committee and the Finance Committee. The Advisor, after signing an appropriate confidentiality agreement, shall be included in all discussions of the Audit, Compliance, and Risk Committee. The Advisor shall be selected by the Executive and Compensation Committee and appointed by the Chair of the Board of Trustees. The Advisor is not a member of the committee and may not serve as Chair of the Audit, Compliance and Risk Committee. The committee shall recommend the designation of an independent auditor and shall cause to be prepared and submitted to the Board of Trustees for approval at least once a year an audited statement of the financial condition of the University as of the close of the fiscal year and of the receipts and expenditures for each year. The committee may request any designated independent auditor, internal auditor, or any other officer or employee of the University to appear before it to report on the financial condition of the University and answer any questions the committee might have. The committee shall also receive other audit reports pertaining to the institution and recommend any changes deemed appropriate to financial control and accounting systems. This committee shall monitor internal controls and risk management. The President may, upon invitation of the committee, attend any meeting but in no event shall the President be a member of the committee, or have any voting rights.

4. ACADEMIC AND STUDENT AFFAIRS COMMITTEE

The Academic and Student Affairs Committee shall consist of a Chair and at least four (4) additional Trustees, including representatives of the Faculty Senate and Student Government Association, as duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Academic and Student Affairs Committee shall consider all recommendations for academic centers, institutes, degree granting programs and other academic entities. Additionally, the committee will receive regular reports, at least annually, from the President regarding policies affecting the academic enterprise or the welfare of faculty and/or students.

In addition, the Academic and Student Affairs Committee shall consider all nominations from whatever source for a University-wide award or for the granting of any honorary degree from the University. The committee shall be involved in all discussions of and recommendations to the Board of Trustees of those to be considered for such awards or honorary degrees. The Academic and Student Affairs Committee shall consider all recommendations for promotion within the University and the awarding of tenure and any other matters that require action by the Board of Trustees under state law or The Redbook; and following such review, the committee shall make its recommendations to the full Board of Trustees.

This committee shall also administer Trustee awards. It shall consider recommendations and nominations for faculty (full or part-time) who have had an extraordinary impact on students. The committee shall make its recommendations to the Board of Trustees for approval in time for presentation to the award winner at the May University Commencement ceremonies.

5. HUMAN RESOURCES COMMITTEE

The Human Resources Committee oversees the University's human resources policies and practices and advises the President, other members of the University administration, and the Board of Trustees on major aspects of workforce planning, strategy and investment to ensure that the workforce configuration and culture are optimally suited to the strategic needs of the University and reflect its values of equity, diversity, and inclusion. This committee shall consist of a Chair and no fewer than four (4) additional Trustees, including a representative of the Staff Senate as duly appointed by the Chair of the Board of Trustees. The Human Resources Committee advances the University's mission by promoting fair and respectful

practices and compliance with all applicable labor, employment, and workplace laws.

6. GOVERNANCE, TRUSTEESHIP AND NOMINATING COMMITTEE

This committee shall consist of a Chair and at least three (3) additional Trustees, including one constituency representative as duly appointed by the Chair of the Board of Trustees. If possible, one member of this committee should be a lawyer. It shall be the duty of this committee to help: orient new trustees toward fulfilling the responsibilities of trusteeship; to ensure that Trustees have ongoing education; to annually review and evaluate the Board's structure, composition, policies and By-Laws against state law and board practices; to assess annually the performance of the Board and Trustees; to assure compliance with the By-Laws and state law regarding optimum terms of service of Trustees and officers; to nurture the collegiality and vitality of the Board; and to consider at least annually and recommend to the Board of Trustees all changes to the By-Laws and Policies and assure that the Board's By-Laws reflect the direction of the Board of Trustees and current state law.

In addition, this committee shall act as the nominating committee for the Board and shall solicit nominations from among the Trustees when making its recommendations for the annual election of officers. The Governance, Trusteeship and Nominating Committee shall consult with all Trustees prior to presenting its recommendations to the Board of Trustees for the election of officers at the annual meeting.

This committee shall also develop the tool for presidential evaluation and work with the Chairman of the Board and the Executive and Compensation Committee to ensure that the President is evaluated consistently and annually.

C. AD HOC COMMITTEES

The members of ad hoc committees established pursuant to Section 2.9 (C) of these By-Laws shall be appointed by the Chair of the Board of Trustees with such powers and duties and period of service as the Chair of the Board of Trustees may determine, provided that no ad hoc committee shall be created to act upon a matter appropriate to be acted upon by a standing committee. The Chairs of ad hoc committees shall be appointed by the Chair of the Board of Trustees and shall perform their duties in consultation with the Chair of the Board of Trustees and the President.

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Section 2.10 RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, any special rules of order this Board may adopt and any statutes applicable to the Board.

ARTICLE 3. REMOVAL OF BOARD OF TRUSTEES

Sections 3.1, 3.2, and 3.3 below set out the University's policy by which individual Trustees can be dismissed or, in compelling circumstances, the entire Board of Trustees removed for limited and appropriate reasons and by a fair process that provides for notice and the right to be heard. This process is consistent with the state statutes and University policy.

Section 3.1 INDIVIDUAL MEMBERS

- (a) Except as provided in Sections 3.2 and 3.3, members of the Board of Trustees shall not be removed except for cause.
- (b) A Trustee may be removed for cause as follows:
 - (1) The Governor or the Board of Trustees shall notify, in writing, the Trustee and the Kentucky Council on Postsecondary Education (the "CPE") that the Trustee should be removed for cause and shall specify the conduct warranting removal;
 - (2) The Trustee shall have seven (7) days to voluntarily resign or to provide evidence to the CPE that the Trustee's conduct does not warrant removal;
 - (3) Within thirty (30) days after receipt of notice from the Governor or the Board of Trustees, the CPE shall review the written notice, investigate the Trustee and the conduct alleged to support removal and make a nonbinding recommendation, in writing, to the Governor as to whether the Trustee should be removed, a copy of which shall also be provided to the Kentucky Legislative Research Commission (the "LRC");
 - (4) The Governor shall then make a determination, in writing, whether the Trustee should be removed and shall notify the Trustee, the Board of Trustees, the CPE and the LRC of the determination; and
 - (5) If the Governor's determination is to remove the Trustee, the Governor shall remove the Trustee by executive order, and shall replace the Trustee with a new appointment according to the applicable statutes for the Board of Trustees.

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- (c) For the purposes of this Section 3.1, a Trustee may be removed for cause for conduct including but not limited to malfeasance, misfeasance, incompetence or gross neglect of duty.

Section 3.2 PROPORTIONAL REPRESENTATION REQUIREMENT

If the Board of Trustees is required by law to have proportional representation in its membership based on residence, political affiliation, gender, minority racial composition or professional qualifications, the Governor may remove any Trustee and replace him or her with another individual in order to bring the membership into compliance with the proportional representation requirement for the Board of Trustees, provided that the Governor shall:

- (a) Only exercise the removal authority granted in this Section 3.2 if appointment at the end of the next expiring term of a Trustee, or at the end of the next expiring term of Trustees if two (2) or more Trustees' terms expire at the same time, cannot cure the deficiency in the proportional representation requirement;
- (b) Remove the fewest number of Trustees necessary to bring the membership into compliance with the proportional representation requirement for the Board of Trustees;
- (c) Identify the order in which the Trustees were appointed to their current terms on the Board of Trustees and, beginning with the most recently appointed Trustee who may be removed and replaced to bring the membership into compliance with the proportional representation requirement, remove the Trustee or Trustees according to the length of their tenure on the Board of Trustees, without taking into account any prior term of service on the Board of Trustees by the Trustee;
- (d) Provide any Trustee proposed to be removed with the following:
 - (1) Written notice, at least seven (7) days prior to the Trustee's removal from the Board of Trustees, stating the proportional representation requirement that the Trustee does not satisfy; and
 - (2) An opportunity during the seven (7) day notice period for the Trustee to voluntarily resign or to provide evidence to the Governor that the Trustee does satisfy the proportional representation requirement or that another Trustee on the Board of Trustees who also does not satisfy the requirement has a shorter tenure than the Trustee proposed to be removed;
- (e) Replace any removed Trustee with only those individuals who will bring the Board of Trustees into compliance with the proportional representation requirement; and

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- (f) Appoint any new Trustee in the same manner as provided by law for the Trustee being removed and to fill the remainder of the removed Trustee's unexpired term.

Section 3.3 ENTIRE MEMBERSHIP

The Governor may remove for cause all appointed Trustees of the Board of Trustees and replace the entire appointed membership as follows:

- (a) The Governor shall notify, in writing, the Board of Trustees and the CPE that the entire appointed membership of the Board of Trustees should be removed for cause and shall specify the conduct warranting removal;
- (b) The Board or its Trustees shall have seven (7) days to voluntarily resign or to provide evidence to the CPE that the conduct of the Board of Trustees or of individual Trustees does not warrant removal;
- (c) Within thirty (30) days after receipt of notice from the Governor, the CPE shall review the written notice, investigate the Board of Trustees and the conduct alleged to support removal and make a nonbinding recommendation, in writing, to the Governor as to whether the appointed membership of the Board of Trustees should be removed a copy of which shall also be provided to the LRC;
- (d) The Governor shall then make a determination, in writing, whether the entire appointed membership of the Board of Trustees should be removed and shall notify the Trustees, the CPE and the LRC of the determination;
- (e) If the Governor's determination is to remove the entire appointed membership of the Board of Trustees, the Governor shall remove the Trustees by executive order, and shall replace the Trustees with new appointments according to the applicable statutes for the Board of Trustees; and
- (f) For the purposes of this Section 3.3, the entire appointed membership of the Board of Trustees may be removed for cause if the Board of Trustees is no longer functioning according to its statutory mandate as specified in the enabling statutes applicable to the Board of Trustees, or if the Board's conduct as a whole constitutes malfeasance, misfeasance, incompetence or gross neglect of duty, such that the conduct cannot be attributed to any single Trustee or Trustees. The inability of the Board of Trustees to hold regular meetings, to elect a chair annually, to establish a quorum, to adopt an annual budget, to set tuition rates, to conduct an annual evaluation of the President, to carry out its primary function to periodically evaluate the University's progress in implementing its mission, goals, and objectives to conform to

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the strategic agenda or to otherwise perform its duties under Kentucky Revised Statutes Section 164.830 shall be cause for the Governor to remove all appointed Trustees and replace the entire appointed membership pursuant to this Section 3.3 and applicable law.

ARTICLE 4: OFFICERS

Section 4.1 OFFICERS OF THE BOARD

The officers of the Board of Trustees shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board may appoint.

Section 4.2 DUTIES OF THE CHAIR

A Chair, who shall be annually elected by the Board of Trustees from among its members for a term of one year, shall preside at all meetings of the Board of Trustees and shall perform such other and further duties and have such powers as are usually performed and possessed by similar officers of like institutions of higher education and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board of Trustees.

Section 4.3 DUTIES OF THE VICE-CHAIR

A Vice-Chair, who shall be annually elected by the Board of Trustees from among its members for a term of one year, shall perform all the duties and have all the powers of the Chair during the absence or disability of the latter.

Section 4.4 DUTIES OF THE SECRETARY

A Secretary, who shall be elected annually by the Board from among its members for a term of one year, shall keep the minutes of all proceedings of the Board of Trustees, and shall see that proper minutes and records are kept of all proceedings of committees of the Board including the Executive and Compensation Committee. The Secretary shall make and keep proper records which shall be attested. In addition, the Secretary shall keep such other books and records as may be required by the Board of Trustees and shall have charge of the corporate seal. The Secretary shall generally perform such other and further duties as may be required by the Board of Trustees. In the absence of the Secretary or in the event of disability, the duties shall be performed by any Trustee or any Assistant Secretary who may be appointed by the Chair.

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Section 4.5 DUTIES OF THE TREASURER

A Treasurer, who shall be elected annually by the Board from among its members for a term of one year, shall have general supervision over the financial matters of the University and shall see that reports as to the financial condition of the University are made to the Board of Trustees, as may be required by the Board. The Treasurer generally shall perform such other and further duties as may be required by the Board of Trustees. In the absence of the Treasurer or in the event of disability, the duties shall be performed by any Trustee or Assistant Treasurer who may be appointed by the Chair. The Treasurer shall chair the Finance Committee.

Section 4.6 OTHER OFFICERS

The Board of Trustees shall have authority to appoint such other officers, agents and employees as may be desired.

ARTICLE 5: MISCELLANEOUS PROVISIONS

Section 5.1 CONFLICT OF INTEREST

All Trustees shall disclose any known conflict of interest and shall avoid participating in any decision or advocating any subject matter before the Board in which the Trustee, a business in which the Trustee is an owner or an employee, or a member of the immediate family of a Trustee has a conflict of interest. When a Trustee learns that a business transaction presents a conflict of interest, that Trustee must make an immediate, full disclosure to the Board of his or her interest in the subject. The Trustee shall not participate in any discussion of or decision on the issue. Disclosures are necessary for business transactions which would result in conflict of interest. Failure of a Trustee to make a disclosure shall void any resulting agreement at the option of the University. University remuneration to a faculty or staff Trustee and financial aid to a student Trustee shall not be considered a financial or other conflict of interest. Conflicts of interest shall be dealt with in accordance with state statutes.

Section 5.2 DIPLOMAS, DEGREES AND CERTIFICATES

All diplomas, degrees and certificates of the University shall carry the signature or a facsimile signature of the Chair of the Board of Trustees, the President, the Dean of the academic unit, and the Registrar.

ARTICLE 6: AMENDMENT OF BY-LAWS

Section 6.1 IN GENERAL

The Board of Trustees may alter or amend these By-Laws and may adopt new ones, but notice of any proposed changes shall be given at the previous regular or special meeting.

By-Laws of the Board of Trustees
University of Louisville

I HEREBY CERTIFY that these By-Laws were duly adopted by the Board of Trustees of the University of Louisville as required by law, this 18th day of May, 2017.



Chair of the Board of Trustees

Attest: 

Assistant Secretary

(Revised: May 18, 2017)

University of Louisville Board of Trustees
Policy Statements and Operational Guidelines

BOT 1.0 Policy Statements

1.1 Ethics Statement

In all matters entrusted to the Board of Trustees of the University of Louisville, the Board, individually and collectively, is committed: to uphold the public trust in the University of Louisville; to carry out its responsibilities in accordance with the laws of the Commonwealth; to act with care and make informed decisions; to comply with University policies applicable to the Board of Trustees; to refrain from actions which put a Trustee's personal or professional interests in conflict with that of the University and to abstain from any action or vote where appropriate; and, to avoid the use of Trustee appointment to obtain any private benefit. Further, neither the Chair of the Board nor a majority of Trustees shall have a contractual, employment, or personal financial interest in the University.

1.2 Philanthropy Statement

The Board of Trustees recognizes that every Trustee has a responsibility to lead by example through personal philanthropy that reflects personal financial means. The Trustees accept, therefore, as the University of Louisville increasingly seeks private support that they will achieve 100% trustee participation in annual donor giving.

1.3 Freedom from Undue External Influence

The Board of Trustees is free of undue influence from political, religious, or other external bodies and is committed to protecting the institution from any such influence. In support of this commitment, the Board will maintain a robust policy on conflicts of interest in adherence with applicable state law, will educate Trustees through various means on their obligations in responding to an actual or perceived conflict of interest, and will review Board conflict of interest policies periodically to ensure that they remain up-to-date. In addition, as noted in Operational Guideline 2.1 below, all Trustees will attend orientation organized through the CPE that will highlight, among other matters, the University's strategic agenda and the strategic implementation plan, its mission, its policies, procedures, and priorities, board fiduciary responsibilities, legal considerations including open records and open meetings requirements, and ethical considerations arising from Board membership. The Board will also maintain membership in the Association of Governing Boards so that it has ready access to information regarding best practices for board governance. As noted in Article 3 of the By-Laws, the Board has in place a detailed policy by which individual Trustees can be dismissed or, in compelling circumstances, the entire Board of Trustees removed for limited and appropriate reasons and by a fair process that provides for notice and the right to be heard.

By-Laws of the Board of Trustees
University of Louisville

BOT 2.0 Operational Guidelines

- 2.1 All new Trustees will attend a formal orientation as soon as practicable after being appointed to the Board.
- 2.2 The Board will hold an annual retreat.
- 2.3 For any meeting of any committee of the Board of Trustees, other than committee meetings which are scheduled for those dates on which regularly scheduled Board of Trustees or committee meetings are to be held, every effort will be made to provide at least four business days' notice of same.

(Revised: May 18, 2017)

4/23/70
5/14/70

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ARTICLES OF AMENDMENT
TO
CHARTER AND ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE,
A BODY POLITIC AND CORPORATE

Pursuant to the provisions of Chapter 137 of the Acts of the 1845-46 Laws of the Commonwealth of Kentucky, which Act was approved February 7, 1846, and became effective March 15, 1846, the University of Louisville was created as, was therein designated as, and now is, a body politic and corporate in law.

By appropriate action taken in the manner and form provided by law, its Board of Trustees and Officers Amended its Charter effective June 1, 1926, April 23, 1929, June 4, 1934, February 17, 1950, and July 16, 1957.

On June 1, 1926, by a Resolution unanimously adopted by its Board of Trustees at a meeting called and held on that date, the Corporation accepted the provisions of the present Constitution of Kentucky and, on June 1, 1926, filed that acceptance in the Office of the Secretary of State of Kentucky, as required by Section 190 of the Constitution of Kentucky and Section 570 of the Kentucky Statutes.

By reason of the foregoing events, actions, and procedures, University of Louisville became subject to the provisions, and eligible for the benefits, of Kentucky Revised Statutes, Sections 273.161 to 273.900, from and after June 13, 1968, the date upon which said last numbered Sections of Kentucky Revised Statutes became effective.

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The House of Representatives of the 1966 General Assembly of the Commonwealth of Kentucky, by Resolution, requested a study of the advisability and feasibility of placing the University of Louisville in the State system of public higher education and, thereafter, obtained a report recommending, among other things, that such action be taken, and, consistent therewith, the 1968 General Assembly of the Commonwealth of Kentucky adopted House Resolution 91 (Chapter 239) and, pursuant to the foregoing, directed the maintenance of the University of Louisville as a State institution no later than July 1, 1970.

The 1970 General Assembly of the Commonwealth of Kentucky adopted Senate Bill No. 117, on March 19, 1970; the Governor of the Commonwealth of Kentucky approved said Bill on the 30th day of March, 1970, and by its terms it will become effective July 1, 1970.

Senate Bill No. 117 provides that, consistent with the provisions of KRS 164.026 and Chapter 239 of the 1968 Kentucky Acts, University of Louisville shall be maintained as a State institution effective July 1, 1970, subject to its qualification to receive the benefits of such status in the manner set forth in Subsection (3), of Section 1, of Senate Bill No. 117, wherein it is provided that the University of Louisville "may qualify to receive the benefits of its status as a State institution, as provided in this Act, by action of its Board of Trustees in adopting and causing to be filed for public record such proceedings as are required by law, amending its charter or articles of incorporation in such manner as to conform to the provisions of this Act."

These Articles of Amendment to the Charter and Articles of Incorporation of the University of Louisville have been adopted, executed, and will be filed for public record for the purpose of such qualification.

Consistent with the provisions of Chapter 239 of the Acts of the 1968 General Assembly of the Commonwealth of Kentucky, and with the spirit and intent of House Resolution 43 of the 1966 General Assembly of the Commonwealth of Kentucky, and with Senate Bill No. 117 of the 1970 General Assembly of the Commonwealth of Kentucky, and pursuant to the provisions of Kentucky Revised Statutes, Sections 273.261, 273.263, and 273.267, said Corporation and the undersigned, Edwin G. Middleton and Mrs. Carroll L. Witten, who are respectively Chairman and Secretary of the Board of Trustees of said Corporation, and Woodrow M. Strickler who is President of said University, and by and through whom it acts, execute these Articles of Amendment to the Charter and Articles of Incorporation of University of Louisville, as heretofore amended.

Such action of said Chairman and Secretary is taken pursuant to a Resolution of said Board of Trustees, which it duly and regularly adopted at a meeting thereof, properly called and held on the 20th day of May, 1970, in Louisville, Kentucky, at the time and place, and for the purposes, set forth in a written Notice thereof, which was duly and regularly delivered to each member of said Board of Trustees by sending a copy thereof, on the 7th day of May, 1970, to each such person via United States Certified mail, postage prepaid, at each such person's last known address as shown on the books and records of the Secretary of said Corporation.

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As provided by Kentucky Revised Statutes, Section 273.263 (2) the Resolution of said Board of Trustees approving these Articles of Amendment was duly and regularly adopted at said meeting by the affirmative vote of a majority of such Trustees in office at said date and has never been set aside, modified, or vacated, and is still in full force and effect.

ARTICLE I

The name of the Corporation is UNIVERSITY OF LOUISVILLE.

ARTICLE II

The Charter and Articles of Incorporation of the University of Louisville, as heretofore amended, are now amended in the following further particulars, and in no others. Any provision of the existing Charter and Articles of Incorporation of the University of Louisville in conflict with the provisions hereof are, to the extent of such conflict, repealed.

Section 1. The following portions of the Charter and Articles of Incorporation of the University of Louisville, as heretofore amended, are retained:

A. So much of the preamble and of Sec. 1 thereof as reads:

"AN ACT to establish the University of Louisville.

"Sect. 1. Be it enacted by the General Assembly of the Commonwealth of Kentucky. That an institution of learning shall be and the same is hereby established and incorporated in the city of Louisville, and that George W. Weissinger, Garnett Duncan, Samuel S. Nicholas, Wm. E. Glover, W. S. Vernon, Isaac Everett, James Marshall,

Henry Pirtle, James Guthrie, Chapman Coleman, William F. Bullock, shall be and they are hereby appointed Trustees of said University; and that they, and their successors in office, shall be a body politic and corporate, in law, under the name and style of the University of Louisville."

B. Secs. 4, 5, 6, 6-A and 7 thereof, as heretofore amended.

Section 2. The remainder of Sec. 1 of said Charter and Articles of Incorporation, as heretofore amended, and Secs. 2, 3, 8, 9 and 10 thereof are deleted.

ARTICLE III

Section 1. (1) As used herein, the following terms shall have, unless the context shall otherwise indicate, the following meanings:

(a) "University of Louisville" means the university which is situated in the City of Louisville, Kentucky, and which has heretofore constituted a municipal university within the meaning and application of KRS 165.020, et seq;

(b) "Council" means the Council of Public Higher Education in Kentucky.

(2) Consistent with the provisions of KRS 164.026; Chapter 239 of the 1968 Kentucky Acts, and Senate Bill No. 117 of the Acts of the 1970 General Assembly of Kentucky (S. B. 117), the University of Louisville shall be maintained as a State institution effective July 1, 1970.

Section 2. (1) The government of the University of Louisville is vested in a board of trustees consisting of (a) ten competent citizens of

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Kentucky appointed by the Governor; (b) one non-voting member of the teaching faculty of the University of Louisville who shall be the chief executive of the ranking unit of faculty government; and (c) a non-voting student member who shall be the president of the student body; however, if the student body president is not a legal resident of Kentucky, then a member of the student body of the University who is a legal resident of Kentucky shall be elected by the student body for a term of one year under rules prescribed by the board. The faculty member and student body member shall cease to be eligible for membership on the board of trustees upon termination of their respective relationships with the University, and vacancies occurring by reason of such termination shall be filled for the remainder of the respective terms in the same manner. (d) The ten citizen members of the board shall annually elect one of their number to serve as chairman of the board.

(2) To facilitate transition of the University of Louisville to full status as a State institution, terms of members of the board of trustees in office on July 1, 1970 shall be terminated as of that date or as of the date their successors are appointed and qualify, and their successors shall be appointed by the Governor according to the following schedule:

(a) Two for one year terms, one of which shall be from a list of three names submitted by the mayor of the city of the first class;

(b) Two for two year terms, one of which shall be an alumnus or alumna of the University, selected from a list of three names submitted by the alumni of the University in such manner and according to rules prescribed by the board of trustees;

(c) Three for three year terms, one of which shall be from a list of three names submitted by the mayor of the city of Louisville; and

(d) Three for four year terms, one of which shall be from a list of three names submitted by the county judge of Jefferson County, Kentucky, in which the city of the first class is located.

(3) At the expiration of the respective terms of the citizen members of the board of trustees as prescribed in Subsection (2) of this Section, successors shall be appointed by the Governor for terms of four years each, and in making such appointments the Governor shall observe the requirements relating to nominations by said mayor, said county judge, and said alumni members. Subject to such requirements, the Governor shall make his appointments from the State at large so as to divide the representation upon the board as nearly equally as possible between the two leading political parties in this State.

(4) Whenever, in the judgment of the State Commissioner of Finance, the total appropriations from the governments of the City of Louisville and Jefferson County shall fall (a) below the level of support existing at the time this Act takes effect, or (b) below twelve percent of the combined total of state and local appropriations to the University for more than one city or county budgetary period, the nominating authority of said mayor and said county judge shall terminate, and the appointments for all trustees, except the one selected from recommendations of the alumni, shall be made directly and exclusively by the

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Governor. Such alteration shall not affect the total number of memberships on the board.

(5) Vacancies among the citizen members of the board occurring by death, resignation, removal of residence from the Commonwealth or any other cause shall be filled by appointments made by the Governor for the expiration of the term, subject to the qualifications set forth in (3) and (4) of this Section.

(6) No member of the board of trustees or of the teaching or administrative staff of the University shall be directly or indirectly interested in any contract with the University for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty and student members.

(7) Subsection (2) of Section 63.080 of the Kentucky Revised Statutes is hereby expressly made applicable to members of the board of trustees of the University of Louisville.

Section 3. (1) The board of trustees of the University of Louisville, which, by its present Charter and Articles of Incorporation as heretofore amended, is a body politic and corporate in law, shall continue thereas with the usual corporate powers, and shall possess all the authorities, immunities, rights, privileges, and franchises usually attaching to the governing bodies of Kentucky public higher educational institutions, together with those granted such corporations by Kentucky Revised Statutes, Sections 273.161 to 273.990, both inclusive, which shall include the following:

(a) Appointment of a president, all faculty members and other personnel and determination of the compensation, duties and official relations of each.

(b) Suspension or removal of the president, officers, faculty, agents or other personnel that it is authorized to appoint, except that no president, professor or teacher shall be removed except for incompetence, neglect of or refusal to perform his duty or for immoral conduct, and that such removal shall be made in accordance with procedures established by law for state institutions.

(c) Election of a vice chairman and such other officers as it deems wise, including the annual election of a five-member executive committee which shall have the powers that the board delegates to it and shall operate under such rules as the board shall establish under its authority to make such by-laws, rules and regulations consistent with Senate Bill No. 117.

(d) Receipt, retention and administration on behalf of the university, subject to the conditions attached, all revenues accruing from endowments, appropriations, allotments, grants or bequests, and all types of property.

(e) Requirement of such reports from the president, officers, faculty and employees as it deems necessary and proper from time to time.

(f) Granting degrees to graduates of the university, prescription of conditions upon which postgraduate honors may be obtained, and conferment of honorary degrees.

(2) The provisions of Sections 164.030, 164.200, 164.250, 164.280, 164.390, 164.410, and 164.460 of the Kentucky Revised Statutes shall be applicable to the University of Louisville, except where inconsistent with the purposes of Senate Bill No. 117 adopted by said 1970 General Assembly.

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Section 4. (1) The governing body of said City of Louisville may make an annual appropriation from the general funds of the city, or from funds derived from other sources, for the support of the University of Louisville. Such appropriation shall be such sum as in the judgment of the governing body of the city shall, when supplemented by other income of the state educational institution, be reasonably necessary for such purposes; and the funds so appropriated by the governing body of the city may be paid to the Treasurer of the University by the Director of Finance of the city in regular monthly installments.

(2) The governing body of said City of Louisville may additionally set apart or appropriate as a site or sites for buildings and grounds of such state educational institution any public grounds of the city not specially appropriated or dedicated by ordinance to another use.

Section 5. Consistent with Subsection (11) of Section 67.080 of the Kentucky Revised Statutes, the fiscal court of Jefferson County, Kentucky, may appropriate county funds for the benefit of the University of Louisville.

Section 6. The board of trustees of the University of Louisville may issue revenue bonds of the University for the erection of buildings and appurtenances to be used in connection with the University for educational purposes, and otherwise as provided in Section 162.340 to 162.380 of the Kentucky Revised Statutes, and subject to the provisions of Chapter 56 of the Kentucky Revised Statutes, provided said board of trustees may in its discretion issue such revenue bonds not only for the purposes and in the manner set forth in Section 162.340 to 162.380, but also for the purposes of refinancing any mortgages, mortgage bonds, revenue bonds, notes, or other evidences of indebtedness previously issued or incurred by the University in

connection with the acquisition of lands or the purchase, erection or other acquisition of buildings and appurtenant facilities for educational purposes of the University. Provided, however, that this section shall not be construed to authorize the issuance of revenue bonds of a face amount in excess of sixteen million dollars for the purpose of refinancing any mortgages, mortgage bonds, revenue bonds, notes, or other evidences of indebtedness previously issued or incurred.

Section 7. (1) In order to qualify to receive the benefits of its status as a State institution, as provided in Senate Bill No. 117 of the 1970 General Assembly of Kentucky, the Board of Trustees of the University of Louisville has adopted, and shall cause to be filed for public record, these Articles of Amendment to its Charter and Articles of Incorporation, as heretofore amended, amending that Charter and those Articles in such manner as to conform to the provisions of Senate Bill No. 117, and shall take all such steps, and shall do all other things necessary or appropriate for the accomplishment of said purposes.

(2) By taking the actions next above referred to in Paragraph (1) of this Section 7, for the purposes therein set forth, said Board of Trustees intends to, and to the extent of its power so to do, does, vest in the Commonwealth of Kentucky for the use and benefit of the University of Louisville (without execution and recording of any instruments of conveyance) title to all property which may be vested in the University of Louisville at the date such qualifying action is perfected according to law. The title so vested in the Commonwealth for the use and benefit of University of Louisville shall be such title as the University of Louisville may own at that time and

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shall be subject to such liens and encumbrances as may then exist thereon. Real property thereafter acquired by the University of Louisville, or for its use and benefit, shall be in accordance with the provisions of Sections 56.020 to 56.060, both inclusive, of Kentucky Revised Statutes; and any such acquisition of real property, and all dispositions of real property of the University, shall be subject to the provisions of Sections 56.440 to 56.520 of Kentucky Revised Statutes.

(3) Personal property hereinafter acquired by University of Louisville, or for its use and benefit, shall be held and used in accordance with the provisions of the Charter and Articles of Incorporation of the University of Louisville as amended by these Articles of Amendment, including Section 3 hereof, and Section 3 of Senate Bill No. 117 of the 1970 General Assembly of Kentucky.

Section 8. Except to the extent otherwise provided by law or by these Articles of Amendment, University of Louisville is, and shall be and remain a corporation which shall exist under, and by virtue of, and shall have all the powers, rights, and authorities granted and enjoyed and exercised by similar corporations by reason of the provisions of Kentucky Revised Statutes, Sections 273.161 to 273.990, both inclusive.

IN TESTIMONY WHEREOF, Witness the signatures affixed hereto,
this 30th day of June, 1970.

UNIVERSITY OF LOUISVILLE

By Edwin G. Middleton
Edwin G. Middleton
Chairman of Board of Trustees
University of Louisville

By Mrs. Carroll L. Witten
Mrs. Carroll L. Witten
Secretary of Board of Trustees
University of Louisville

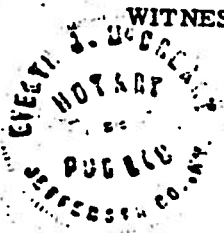
By Woodrow M. Strickler
Woodrow M. Strickler, President
University of Louisville

STATE OF KENTUCKY)
(SS:
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for the State and County aforesaid, certify that on this day the foregoing Articles of Amendment to the Charter and Articles of Incorporation of University of Louisville were produced before me in said State and County by Edwin G. Middleton, Mrs. Carroll L. Witten and Woodrow M. Strickler, who are respectively Chairman and Secretary of the Board of Trustees and President of University of Louisville, a corporation, and they acknowledged and delivered said instrument to be the act and deed of said Corporation and to be the act and deed of each of them as such officer of said University.

My Commission expires August 1, 1971

WITNESS my hand this 30th day of June, 1970.



Evelyn J. McCrea
Notary Public, Jefferson County
Kentucky

I, S. L. Greenebaum, 614 Kentucky Home Life Building, Louisville, Kentucky, certify that I prepared this Instrument of Writing:

S. L. Greenebaum Shirley Begley
S. L. Greenebaum

1 COPY
FILED AND RECORDED

JUN 1 1970

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
Thayer S. Selig
ASSISTANT SECRETARY OF STATE

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July 14, 2017

Incoming Member, Board of Trustees
University of Louisville

Re: Conflict of Interest Guidance

Dear Incoming Member, Board of Trustees:

Welcome to the University of Louisville Board of Trustees. I look forward to working with you.

Governor Bevin has stated that the Board of Trustees is accountable for the health, reputation, and integrity of the University community in all aspects. One of the hallmarks of board accountability is strong conflict of interest policies and procedures.

In that context, I am writing to provide background on the University policies and Kentucky laws regarding conflict of interest that apply to members of the Board of Trustees of the University of Louisville.

Attached for your review is a copy of the University's Institutional Conflict of Interest Policy. As you can see, it establishes the following guiding principles for the University:

- I. Because it is critical to the mission and reputation of the Institution to maintain the public's trust, Institution research, teaching, outreach, and other activities must not be compromised or perceived as biased by financial and business considerations.
- II. Because of its numerous and complex relationships with public and private entities, the Institution must be aware of any relationships involving financial gain that may compromise or appear to compromise its integrity.
- III. The Institution shall establish and maintain an oversight process to manage, reduce, or eliminate institutional conflict of interest.

In support of these guiding principles, each member of the Board of Trustees is required to file a disclosure statement annually. The "Conflict of Interest" disclosure statement for the 2016-17 academic year is attached for your convenience. This form is identical to the form used in past years. If you would please complete this at your earliest convenience and return it in the enclosed self-addressed envelope, it would be appreciated.

In addition to University policy, there are state laws on conflict of interest. In general, state law¹ prohibits any member of the Board from having an interest in any contract with the University. There is an exception, however, in cases where (i) the contract is subjected to competitive bidding, (ii) the trustee is the lowest bidder, and (iii) the trustee provides advance notice to the remaining members of the Board and the newspaper having the largest circulation in Jefferson County of his or her intention to bid on such contract.² If

¹ KRS 45A.335, 45A.340

² KRS 45A.340(7)

Incoming Member, Board of Trustees
University of Louisville
June 30, 2016
Page 2

you or an entity with which you are affiliated is considering bidding on a University contract, please contact me first and I can help walk you through the process.

Also, as you may already be aware, state law prohibits the University from employing any relative of a trustee.³ Relative is defined to mean a person's father, mother, brother, sister, husband, wife, son, daughter, aunt, uncle, son-in-law, or daughter-in-law.⁴ Further, trustees are not permitted to be a full-time employee of any other public university in Kentucky⁵ or to be a member of the General Assembly.⁶

Finally, Section 4.1 of the By-Laws of the Board of Trustees requires each member of the Board of Trustees to disclose any known conflict of interest and to avoid participating in any discussion or decision on the issue.

If you are interested in additional background reading in this area, I recommend the "Statement on Conflict of Interest" issued by the Board of Directors of the Association of Governing Boards of Universities and Colleges ("AGB"). The AGB materials can be found at the following link: http://agb.org/sites/default/files/agb-statements/statement_2013_conflict_of_interest.pdf If you would prefer to receive a hard copy, just let me know and I would be happy to mail one to you.

If you have any questions at any time, please do not hesitate to contact me. My direct line is 502-852-5777 and my cell is 502-548-9102.

Very truly yours,

Leslie Chambers Strohm
Vice President for Strategy and General Counsel

³ KRS 164.830

⁴ KRS 164.001(20)

⁵ KRS 164.0053(2)

⁶ KRS 164.335



University of Louisville

**OFFICIAL
UNIVERSITY
GOVERNANCE
POLICY**

Board of Trustees, Institutional Officials, Department / Unit Heads

POLICY NAME	EFFECTIVE DATE	POLICY NUMBER
Institutional Conflict of Interest	June 27, 1983	Not Applicable

POLICY STATEMENT

This policy governs conflicts of interest and applies to situations involving the institution, as a whole, as well as Institutional Officials. It is the policy of the University of Louisville to ensure its transactions are conducted with integrity. This policy, and its associated policies, outlines the guiding principles and procedures utilized by the University of Louisville to identify and manage conflicts of interest that present a significant risk to the actual or perceived objectivity of transactions conducted in the name of the University of Louisville.

The following principles shall guide the Institution in addressing institutional conflict of interest:

- I. Because it is critical to the mission and reputation of the Institution to maintain the public's trust, Institution research, teaching, outreach, and other activities must not be compromised or perceived as biased by financial and business considerations.
- II. Because of its numerous and complex relationships with public and private entities, the Institution must be aware of any relationships involving financial gain that may compromise or appear to compromise its integrity.
- III. The Institution shall establish and maintain an oversight process to manage, reduce, or eliminate institutional conflict of interest.

The Board reserves authority to review and approve plans for managing, reducing, or eliminating institutional conflict of interest involving:

external relationships with an unusually significant financial impact that present a potential conflict;
potential conflicts involving the president;

potential conflicts that raise serious policy issues or have a significant public impact on the mission and reputation of the Institution; or

potential conflicts arising in matters that otherwise require Board review and action under KRS 164.830

In these instances of conflict of interest, the president shall consult with the Board.

The president or delegate shall:

implement an oversight process and administrative policies and procedures to address institutional conflict of interest and to identify situations in which institutional conflict of interest may arise;

recommend and implement plans to manage, reduce, or eliminate institutional conflict of interest;

develop and present conflict of interest plans to the Board for review and action as requested by the Board of Trustees;

ensure that individuals covered by this policy who act on behalf of the institution adhere to these policies and procedures, follow applicable conflict management plans, and do not engage in activities in which there is an actual conflict of interest; and report to the Board annually all institutional conflict of interest matters that do not meet the thresholds identified above.

REASON FOR POLICY

In pursuit of its mission as a public institution of higher education, the University of Louisville seeks excellence in the quality of its research, in the teaching and education it provides to its students, and in the service it provides to the broader community. Accomplishment of its missions inevitably leads to increasingly close relationships between the University of Louisville and those with outside interests in the broader community. The benefits that potentially accrue from this proximity are accompanied by real or apparent risks that external interests might compromise University decisions by influencing the judgment of the Institution or one of its members.

This policy governs institutional conflict of interest at the University of Louisville (Institution) and applies to members of the Board of Trustees (Board), Institutional officials, department/unit heads, and other individuals as required by administrative policies and procedures. This policy covers academic, business, clinical and research transactions and activities conducted under the auspices or for the benefit for the University of Louisville.

RELATED INFORMATION

ASSOCIATED POLICY

- Addressing Potential Institutional Conflict of Interest Policy and Procedures (available at <http://louisville.edu/conflictinterest/coi-policies>)

REDBOOK

- Ethical Considerations – 2.5.8

BOARD of TRUSTEES BYLAWS

- Article 4, Section 4.1 Conflict of Interest

KENTUCKY REVISED STATUTES (KRS)

- KRS45A.340

DEFINITIONS

Institutional Conflict of Interest. Institutional conflict of interest shall mean a situation in which the research, teaching, outreach, or other activities of the Institution may be compromised because of an external financial or business relationship held at the institutional level that may bring financial gain to the institution, any of its units, or the individuals covered by this policy.

Institutional Official. Persons holding administrator positions, including those holding these positions in a temporary capacity. This term includes, but is not limited to individuals serving as: Deans, Associate Deans, and Assistant Deans; Institute and Center Directors; General Counsel; University Compliance Officers; Director of Audit Services; Provost, Vice Provosts, Associate Vice Provosts, and Assistant Vice Provosts; President, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Associate Vice Presidents, and Assistant Vice Presidents; and chairs of the Institutional Review Board, Institutional Biosafety Committee, Institutional Animal Care and Use Committee, Conflict Review Board and other similar committees that might be created in the future.

RESPONSIBILITIES

Trustees. Trustees shall file a disclosure statement annually and report external interests as required by their bylaws and KRS.

Institutional Officials. Upon appointment, annually on October 1 thereafter, and under circumstances described in administrative policy, institutional officials shall disclose external interests by filing an Attestation and Disclosure Form. Such disclosure shall be made in addition to any reporting requirement for individual conflicts of interest.

Department/Unit Heads. Upon appointment, annually on October 1 thereafter, and under circumstances described in administrative policy, department/unit heads shall disclose external interests by filing an Attestation and Disclosure Form. Such disclosure shall be made in addition to any reporting requirement for individual conflicts of interest.

Other Individuals. The president or delegate may designate other individuals who shall file an annual Disclosure. Such disclosure shall be made in addition to any reporting requirement for individual conflicts of interest.

COMPLIANCE

Trustees, Institutional Officials, Department/Unit Heads and other covered individuals are responsible for knowing, understanding, and complying with this policy as it relates to their role, position or employment, or enrollment at the Institution. Covered individuals are responsible for completing an annual attestation that they have received and read this policy and agree to abide by its requirements.

HISTORY

Revision Date(s): June 27, 1983, January 28, 2013, July 11, 2017 (Reformat only)
Reviewed Date(s): July 11, 2017

ADMINISTRATIVE AUTHORITY

Board of Trustees

RESPONSIBLE UNIVERSITY DEPARTMENT/DIVISION

Conflict of Interest Program

coi@louisville.edu

502-852-7612

The University Policy and Procedure Library is updated regularly. In order to ensure a printed copy of this document is current, please access it online at <http://louisville.edu/policies>.

Your Duty Under the Law

**The Kentucky Open Records
and Open Meetings Acts**

**Office of the Attorney General
Jack Conway, Attorney General**

September 2012

Your Duty Under the Law explains the procedural and substantive provisions of the Open Meetings Act, KRS 61.800 to 61.850, and the Open Records Act, KRS 61.870 to 61.884, and contains basic information about the Acts. Pursuant to KRS 15.257(1), the Office of the Attorney General distributes this written information to assist the public officials of Kentucky in complying with the Open Meetings and Open Records Acts.

The Office of the Attorney General welcomes suggestions for improvements to this work, as well as ideas for future publications. Comments may be sent to the Attorney General's Office, 700 Capital Avenue, Frankfort, Kentucky 40601, or to our website, <http://ag.ky.gov>.

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The Open Records and Open Meetings Acts:

Your duty under the law

Kentucky's laws on open records and open meetings affect every public official and every public agency. It is important that you be prepared to deal with the numerous legal questions that arise under those laws. This brochure provides an analysis of the Open Records and Open Meetings Acts and is designed to assist you in answering these questions. It contains a description of the general requirements of the laws, the procedures you must follow in implementing them, the exceptions you may invoke in appropriate circumstances, and the role of the Attorney General in interpretation and enforcement. Please note that the italicized and bulleted text reflects the courts' and the Attorney General's interpretation of the Acts. Because the Attorney General's Office acts as an impartial tribunal in open records and open meetings appeals, we cannot advise public agencies and public officials how to deal with specific situations. The following information should, however, prove useful to you in complying with Kentucky's laws on open records and open meetings.

The Open Records Act

In 1976, the General Assembly enacted the Open Records Act, KRS 61.870 to KRS 61.884, which establishes a right of access to public records. The General Assembly recognized that the free and open examination of public records is in the public interest. The General Assembly has also recognized that there is an essential relationship between proper records retention and management and records access. All public records, whether they are stored in a computer or on paper, must be open for inspection unless the records are exempted by one or more of the fourteen exemptions found in the Act. All public agencies are required to make nonexempt public records available to any requester, and to provide suitable facilities for exercise of the right of inspection. A public agency may not consider the requester's identity or purpose in seeking access to public records.

What are public records?

The Open Records Act applies to public records maintained by state and local government agencies. The agencies covered by the Act include:

- state and local government officers, departments, and legislative bodies;
- county and city governing bodies, school district boards, special district boards, and municipal corporations;

- state or local government agencies created by statute or other executive and legislative acts;
- bodies created by state or local authority in any branch of government;
- bodies that receive at least 25% of their funds from state or local authority, within any fiscal year, excluding funds derived from a state or local authority in compensation for goods or services that are provided by a contract obtained by a public procurement process;
- an entity where the majority of its governing body is appointed by a public agency;
- agencies created and controlled by public agencies; and
- interagency bodies of two or more public agencies.

Subject to fourteen exemptions, records that are prepared, owned, used, possessed, or retained by a public agency are public records and must be made available upon request.

- *The term “public records” includes all such records even if they are not subject to inspection under an exemption and therefore not “open records.”*
- *The term “public record” includes emails, databases, and other records electronically generated and/or stored.*
- *The term “public record” includes public agency records that are not maintained on the agency’s premises.*

What are the general requirements of the Open Records Act?

Suitable facilities. Each public agency must make suitable facilities available for persons who wish to exercise the right to inspect nonexempt public records.

Time for inspection. Each public agency must permit inspection of nonexempt public records during the regular office hours of the agency. Agencies must, upon request, mail copies to a person whose residence or principal place of business is outside the county in which the records are located. The person must first precisely describe the public records, and the records must be readily available within the public agency. The agency may require advance payment of copying fees and the cost of mailing.

Official custodian. Each public agency must appoint an official custodian of the agency’s records. The official custodian is the chief administrative officer or any other officer or employee of the agency who is responsible for the maintenance, care, and keeping of the agency’s records, regardless of whether the records are in his actual personal custody and control.

Rules and regulations. Each public agency must adopt rules and regulations which conform to the Open Records Act. The rules and regulations must be

displayed by the agency in a prominent location which is accessible to the public. The rules and regulations must include:

- the principal office of the public agency and its regular office hours;
- the title and address of the official custodian of record;
- the fees charged for copies;
- the procedures to be followed in requesting public records.

The uniform rules and regulations drafted by the Finance and Administration Cabinet, which are found at 200 KAR 1:020, may be adapted for each agency's use. (See, Sample open records rules and regulations at page 22.)

Compiling information/creating documents/specially tailoring format. A public agency is not required to compile information or to create a document that does not already exist in response to an open records request. If a public agency is asked to produce a record in a format other than the format it already maintains the record in, or to tailor the format to meet a request, the agency may, but is not required to, provide the requested format. The agency may then recover staff costs as well as any actual costs it incurs.

- *A requester must be permitted to conduct on-site inspection of records if he or she expresses a desire to do so, even if the public agency prefers to honor his or her request by delivery of copies through the mail.*
- *Public agencies must permit on-site inspection during regular office hours and no other restriction on hours of access can be imposed.*
- *Public agencies may require a requester to conduct an on-site inspection, before receiving copies, if the requester resides or has his or her principal place of business in the county where the records are located and/or if he or she fails to precisely describe the records.*
- *The absence of the public agency's official records custodian does not extend the agency's response time; the agency should designate an acting custodian to insure a timely response.*
- *Masking exempt information contained in an otherwise nonexempt public record is not equivalent to records creation; the agency must discharge this statutory duty and bear associated costs.*
- *A request for information ("How much are the city's employees paid?") need not be honored; a request for existing public records containing the information sought ("Please produce copies of the city's payroll records.") must be honored unless the requested records are exempt.*

What is the procedure for inspecting a public record?

Request to inspect records. The request should be made to the official custodian of the public agency's records. The custodian may require that the request be in writing, signed by the requester, with his name printed legibly on

it, describing the records to be inspected. The request may be hand-delivered, mailed, or sent via facsimile to the agency.

Response to request. The public agency must respond to the request in writing and within three days, excluding Saturdays, Sundays, and legal holidays. If the request is denied, the response must include a statement of the specific exception which authorizes the agency to withhold the record, and a brief explanation of how the exception applies to the record withheld. The response must be issued by the official custodian or under his authority.

Application to wrong agency. If the public agency which receives the request does not have custody or control of the record requested, the agency must notify the requester and furnish the name and location of the official custodian of the appropriate agency's public records.

Record not available. If the record requested is in active use, in storage, or not otherwise available, the public agency must notify the requester in writing and indicate a place, time, and date for inspection not to exceed three days from receipt of the request. If the record cannot be produced within three days, the agency must notify the requester in writing and provide a detailed explanation of the cause for the delay. The agency must also state the earliest date on which the record will be available.

Overly burdensome request. The public agency may refuse to permit inspection, or mail copies, if the request places an unreasonable burden on the agency in producing records or if the custodian believes that repeated requests are intended to disrupt the agency's essential functions. Refusal for either of these reasons must be supported by clear and convincing evidence.

Copies of records. A requester has the right to obtain copies of all nonexempt public records upon payment of a reasonable fee, including postage where appropriate. The agency may require prepayment for copies of records. Nonexempt public records must be made available for copying in either standard electronic or standard paper format, depending on the requester's wishes, if the agency maintains the records in both formats. If the agency maintains the records in paper format only, it must make the records available in paper format. Agencies are not required to convert paper format records to electronic format.

The agency may prescribe a reasonable fee for making copies of nonexempt public records. The fee must not exceed the agency's actual costs of copying the record, including the cost of the medium on which it is copied and the cost of mechanically reproducing it, but not including staff costs. In general, ten cents per copy has been deemed a reasonable fee for records in paper format. The Open Records Act authorizes public agencies to impose a higher copying fee for requests made for a commercial purpose. "Commercial purpose" is defined as any use by which the user expects a profit but excludes newspaper or

periodical publications, radio or television broadcasts, or use by attorneys representing parties in litigation.

Online access. A public agency may provide online access to public records in electronic format. The agency may require that the requester enter into a contract, license, or other agreement with the agency, and may charge fees. The fees cannot exceed the cost of physical connection to the system and the reasonable cost of computer time access charges.

- *Public agencies may use a preprinted request form but cannot require use of the form or demand more information on the form than the statute allows (requester's name printed legibly, signature, description of records).*
- *Public agencies are not required to honor emailed open records request but should develop a standard response notifying the requester to submit his or her request by U.S. Mail, fax, or in person and immediately issue the standard response.*
- *A public agency's three day response time begins to run the day after the request is received.*
- *Denials based on an unreasonable burden to the agency or a belief that requests are intended to disrupt its essential functions must be supported by clear and convincing evidence; for example, the number of records requested, the estimated amount of time and expense to the agency to fulfill the request, the duplicative nature of the requests.*
- *An agency may impose copying fees greater than ten cents per page only if a specific statute authorizes the agency to do so or the agency can prove that its actual copying costs, not including staff costs, are greater than ten cents per page.*
- *No fee can be imposed for inspecting public records.*

What records are exempt from public inspection?

The Open Records Act permits a public agency to withhold certain records from a requester unless the requester obtains a court order directing their release. The exemptions are located at KRS 61.878(1) and include:

- (a) records containing information of a personal nature if disclosure would constitute a clearly unwarranted invasion of personal privacy;
- (b) records confidentially disclosed to an agency and compiled and maintained for scientific research;
- (c) records confidentially disclosed to an agency or required by the agency to be disclosed to it which are generally recognized as confidential or proprietary and which if disclosed would permit an unfair commercial advantage to

competitors, including records which are compiled and maintained in conjunction with an application for or the administration of a loan or grant; the application for or the administration of assessments, incentives, inducements, or tax credits; or the regulation of a commercial enterprise;

- (d) records that relate to the prospective location of a business or industry which has not previously disclosed that it is interested in locating, relocating, or expanding in Kentucky;
- (e) records developed by an agency in conjunction with the regulation or supervision of financial institutions which reveal the agency's internal examining or audit criteria;
- (f) real estate appraisals, engineering or feasibility estimates, and evaluations made by or for a public agency, in the course of acquiring property, until all of the property has been acquired;
- (g) test questions, scoring keys, and other examination data used to administer a licensing examination, examination for employment, or academic examination before the exam is given or if it is to be given again;
- (h) records of law enforcement agencies or agencies involved in administrative adjudication if disclosure of the records would harm the agency by premature release (such records may be inspected after enforcement action is completed or a decision is made to take no action, unless they were compiled and maintained by a county or Commonwealth's attorney or unless another exception applies);
- (i) and (j) preliminary documents including drafts, notes, correspondence with private individuals, recommendations, and memoranda in which opinions are expressed or policies formulated;
- (k) and (l) public records that are prohibited from disclosure by state or federal law;
- (m) records the disclosure of which would have a reasonable likelihood of threatening the public safety by exposing a vulnerability in preventing, protecting against, mitigating, or responding to a terrorist act, as defined in the exemption, and limited to eight precisely described categories of records; and

- (n) records having historic, literary, artistic, or commemorative value that are accepted by the archivist of a public university, museum, or government depository from a donor or depositor other than a public agency if nondisclosure is requested in writing by the donor or depositor.
- *The exemptions are “a shield and not a shackle” and an agency may elect to release records that are otherwise exempt except for records made confidential by federal or state law; an agency should also exercise caution before releasing records protected by the privacy exemption.*
 - *A public agency employee is entitled to inspect any record that “relates” to him or her, even if the record is otherwise exempt, unless the requested record is part of an ongoing criminal or administrative investigation by the agency, the requested record is an examination, or the requested record is a record made confidential by federal or state law.*
 - *Public agencies are encouraged to share otherwise exempt public records with other public agencies if the sharing of the records serves a “legitimate governmental need.”*
 - *A public agency cannot withhold a public record which contains both exempt and nonexempt information, but must mask the exempt portion of the record and release the nonexempt portion of the record.*
 - *Although Commonwealth’s and county attorneys’ litigation records are permanently exempt from public inspection, Commonwealth’s and county attorneys are not relieved of their duty to respond to an open records request for those records, and cannot deny access to other nonexempt records of their offices (for example, contracts, payroll records, time sheets, travel vouchers).*

What is the role of the Attorney General?

If a public agency denies a request for public records, the requester may file an appeal with the Attorney General for review of the agency’s actions. The appeal consists of a letter describing the circumstances of the denial, a copy of the written request, and a copy of the agency’s written denial, if the agency issued a denial. Unless the requester is an inmate confined in a jail or correctional facility, and he or she is aggrieved by a denial issued by the Corrections Cabinet, the requester may bypass the Attorney General’s Office and file an appeal in circuit court.

The Attorney General may request additional documentation from the agency, and may also request a copy of the disputed records. The Attorney General will not, however, disclose the records.

The Attorney General will review the appeal and issue a decision stating whether the agency violated the Open Records Act. The burden of proof rests with the agency to sustain its action. On the day he issues his decision, the

Attorney General will mail a copy to the agency and a copy to the person who requested the disputed records. The decision will be issued in twenty days, excluding Saturdays, Sundays, and legal holidays. In unusual circumstances, this deadline may be extended an additional thirty days, excluding Saturdays, Sundays, and legal holidays.

Both the requester and the agency may appeal the Attorney General's decision to the circuit court of the county where the agency has its principal place of business or where the record is maintained. The Attorney General should be notified of any circuit court action, but should not be named as a party in the action.

If an appeal is not filed within thirty days, the Attorney General's decision has the force and effect of law, and can be enforced in circuit court. If the requester prevails against an agency in circuit court, he may be awarded costs, including reasonable attorney fees, if the court finds that the records were willfully withheld. The court may also award the requester up to \$25 for each day that he was denied the right to inspect the records. The Open Records Act contains criminal penalties for public officials who willfully conceal or destroy records with the intent to violate the act. Officials who fail to produce records after entry of final judgment directing that records be produced may be found guilty of contempt.

- *The Attorney General will not consider an appeal that does not include a copy of the written request and the written denial, if the agency issued a denial.*
- *Upon receipt of an open records appeal, the Attorney General will issue notification of the appeal, and a copy of the appeal, to the public agency against which the appeal was filed, and the agency may respond in writing to the Attorney General; the agency must send a copy of its response to the individual who filed the appeal.*
- *Because the Open Records Act provides for judicial review of the issues raised in an appeal, the Attorney General will not reconsider an open records decision.*
- *The Attorney General will not consider an appeal if the requested documents are released to the requester after his or her appeal is filed but before an open records decision is rendered.*
- *The Attorney General will consider an appeal based on the allegation that the public agency "subverted the intent of the Act short of denial of inspection;" this includes appeals based on the imposition of excessive copying fees.*
- *Since 1992, open records decisions have been designated ORDs rather than OAGs because they are legally binding on the parties if not appealed.*
- *The designation "Not to be Published" that appears in ORDs issued from 1992 to 1999 does not mean that the ORD cannot be cited as*

precedent or made public; such ORDs carry the same weight as ORDs designated "To be Published."

- *Because the public agency has the burden of proof to support its actions, the courts have directed that the agency "provide particular and detailed information in response to a request for documents," and not just a "brief explanation;" the agency should also take the opportunity to try to meet its burden of proof in preparing its supplemental response to the notification of appeal.*
- *The Attorney General's role in open records appeals is to issue a decision stating whether the public agency violated the Open Records Act; the Attorney General cannot enforce his decision by imposing penalties.*
- *A public agency that is dissatisfied with an ORD must appeal the decision within thirty days; if the public agency fails to appeal the decision, the decision has the force and effect of law, the agency is legally bound by the decision, and the circuit court must enforce it.*

The Open Meetings Act

In 1974, the General Assembly enacted the Open Meetings Act, KRS 61.800 to KRS 61.850, which establishes a right of access to public meetings. The General Assembly recognized that the formation of public policy is public business and should not be conducted in secret. The Act requires that all meetings of a quorum of the members of a public agency where public business is discussed or action is taken must be public meetings. Public meetings must be open to the public at all times unless the subject of the meeting falls within one or more of the thirteen exceptions found in the statute. Members of the public may attend any public meeting and cannot be required to identify themselves in order to attend.

What is a public meeting?

The Open Meetings Act applies to all meetings held by state and local government agencies. The agencies covered by the act include:

- state and local government boards, commissions, and authorities;
- state and local legislative boards, commissions, and committees;
- county and city governing bodies, councils, school district boards, special district boards, and municipal corporations;
- state and local government agencies, including policy making boards of educational institutions, that are created by state or local statute or other legislative act;
- bodies created by state or local statute or legislative act in the legislative or executive branch of government;
- an entity where the majority of its governing body is appointed by a public agency;
- agencies, including committees, advisory committees, and ad hoc committees, which are established, created, and controlled by a public agency; and
- interagency bodies of two or more public agencies.

Subject to thirteen exceptions, all gatherings of a quorum of the members of a public agency at which public business is discussed or action is taken are public meetings and must be open to the public, regardless of where they are held, and whether they are regular or special or informational or casual gatherings held in anticipation of a regular or special meeting. An agency's meetings may be conducted by videoteleconference, which is defined as a meeting occurring in two or more locations where individuals can see and hear each other by means of video and audio equipment, subject to specific legal requirements.

- *The courts have stated that the Open Meetings Act must be “interpreted most favorably to the public” since “failure to comply with the strict letter of the law in conducting meetings violates the public good.”*
- *The Open Meetings Act applies to meetings of a quorum of the members of a public agency at which public business is discussed **or** action is taken; a discussion of public business by a quorum of the agency’s members triggers the requirements of the Act even if no action is taken.*
- *The definition of “public agency” under the Open Meetings Act is narrower than the definition of “public agency” under the Open Records Act and does not include “state and local government officers” and bodies which receive “at least 25% of their funds from state or local authority funds;” this means, for example, that the mayor of a city is a public agency for open records purposes but not for open meetings purposes.*
- *A committee of a public agency, even if its function is purely advisory, is a public agency for open meetings purposes and a quorum of its members is calculated on the basis of the committee’s membership and not the membership of the public agency that created it (the city commission, consisting of five members, creates a budget committee, consisting of three members – a quorum of the commission exists if three members are present and a quorum of the committee exists if two members are present); the committee must comply with all requirements of the Act.*
- *A work session and a retreat are public meetings under the Open Meetings Act, but a quorum of the members of a public agency may attend a conference sponsored by another entity without triggering the requirements of the Act as long as the members do not discuss the public business of the agency they serve while at the conference.*
- *“Public business” is not defined by statute but has been defined by the courts as “the discussion of the various alternatives to a given issue about which the [agency] has the option to take action.”*
- *A quorum of the members of a public agency can attend a social gathering, sporting event, church service, etc. without triggering the requirements of the Open Meetings Act but cannot discuss the public business of the agency they serve while at these gatherings.*
- *Public agencies cannot conduct their meetings by telephone; an absent member may listen to the meeting by speakerphone but cannot be counted toward the quorum and cannot vote or otherwise participate.*

What are the general requirements of the Open Meetings Act?

Time and place of meetings. All meetings must be held at specified times and places which are convenient to the public. Public agencies should provide for a schedule of regular meetings by ordinance, order, resolution, bylaws, or by other means. This schedule of regular meetings must be made available to the public.

Minutes of meetings. Public agencies must keep minutes of action taken at every meeting which set forth an accurate record of votes and actions taken.

These minutes must be open for inspection by the public no later than the conclusion of the agency's next public meeting.

Public attendance at meetings. To the extent possible, meeting room conditions should allow for effective public observation of the meetings. No person attending the meeting can be required to identify himself in order to attend a meeting. The agency cannot place conditions on attendance of the public at a meeting other than the conditions required to maintain order. Since the General Assembly has not established procedural rules for the conduct of meetings and citizen participation, each agency must adopt its own rules of procedure, but those rules cannot conflict with the Open Meetings Act.

News media coverage. Public agencies must permit news media coverage, including recording and broadcasting.

Requirements for holding special meetings. All meetings which are not regular scheduled meetings are special meetings, and are subject to the following requirements:

Who may call a special meeting. The presiding officer or a majority of the members of the public agency may call a special meeting.

Notice requirements and content. The public agency must provide written notice of the special meeting consisting of the date, time, and place of the special meeting and the agenda. Discussion and actions at the meeting must be limited to the items on the agenda.

As soon as possible, written notice must be personally delivered, transmitted by facsimile, or mailed to every member of the agency and each media organization which files a written request to receive notice of special meetings. Notice should be received at least twenty-four hours before the special meeting.

Written notice of special meetings may be transmitted by electronic mail to public agency members and media organizations that have filed a written request with the public agency indicating a preference to receive email notification. The written request must include the electronic mail address of the agency member or media organization.

As soon as possible, written notice must also be posted in a conspicuous place in the building where the special meeting will take place and in a conspicuous place in the building where the agency has its headquarters. Notice should be posted at least twenty-four hours before the special meeting.

In the case of an emergency which prevents the public agency from complying with these requirements, the agency must make a reasonable effort to notify the members of the agency, media organizations which have filed a

written request to be notified, and the public, of the emergency meeting. At the beginning of the emergency meeting, the person chairing the meeting must describe for the record the emergency which prevented compliance with the notice provisions, and these comments should appear in the minutes. Discussions and actions at the emergency meeting must be limited to the emergency for which the meeting was called.

- *The courts have stated that the Open Meetings Act does not require agencies to conduct business “only in the most convenient locations at the most convenient times”; the Act is “designed to prevent governmental bodies from conducting [their] business at such inconvenient times or locations as to effectively render public knowledge or participation impossible, not to require agencies to seek out the most convenient time or location.”*
- *Agencies are not required to take minutes in closed sessions.*
- *If the public agency directs that a tape recording of its meeting be made, and the tape is created with agency equipment at agency expense, the tape of the meeting is a public record upon creation and must be made available for inspection within three business days of an open records request.*
- *The right of the public to attend a public meeting under the Open Meetings Act does not include the right to participate in the meeting and address the members of the agency; it is a statutory right “to observe with their eyes and ears what transpires at those meetings.”*
- *A member of the public, as well as the media, must be permitted to record a meeting.*
- *The notice of a special meeting must include the agenda, containing specific agenda topics (“new business,” “old business,” “open to floor,” etc. are not acceptable), in addition to the date, time, and place of the meeting. Because an agenda is not statutorily required for **regular** meetings, discussions at a regular meeting are not restricted to agenda topics if an agenda is prepared.*
- *Although the public agency can post notice of the special meeting on the agency website, web notice of the meeting does not satisfy the statutory requirement and must be in addition to, rather than in lieu of, delivery of the notice by U.S. Mail, facsimile, in person, or by email, where requested, and physical posting of the notice in a conspicuous place.*
- *The public agency is not obligated to provide notice to “interested” individuals who have requested notice of special meetings, only to the parties identified in the statute.*
- *The Attorney General has rarely found that conditions were sufficiently grave to justify a public agency’s decision to call an emergency meeting.*

What subjects may be discussed in a closed session?

The Open Meetings Act permits a public agency to discuss certain subjects in a closed or executive meeting if notice is given in the regular meeting of the general nature of the business to be discussed, the reason for the closed session,

and the specific exception authorizing the closed session. A closed session may be held only after a motion is made and carried in open session, and no final action may be taken in closed session. The exceptions to the Open Meetings Act are found at KRS 61.810(1) and include:

- (a) deliberations of the Kentucky Parole Board;
- (b) deliberations on the future acquisition or sale of real property by a public agency when publicity would be likely to affect the value of the property;
- (c) discussions of proposed or pending litigation involving a public agency;
- (d) grand or petit jury sessions;
- (e) collective bargaining negotiations between public employers and their employees;
- (f) discussions or hearings that might lead to the appointment, dismissal, or discipline of an individual employee, member, or student. However, general personnel matters may not be discussed in private;
- (g) discussions between a public agency and a representative of a business entity and discussions concerning a specific proposal, if open discussions would jeopardize the siting, retention, expansion, or upgrading of the business;
- (h) state and local cabinet meetings and executive cabinet meetings;
- (i) committees of the General Assembly other than standing committees;
- (j) deliberations of judicial or quasi-judicial bodies involving individual adjudications or appointments. This does not include meetings of planning commissions, zoning commissions, or boards of adjustment; and
- (k) and (l) meetings which federal or state law or the Constitution require to be conducted privately; and
- (m) portions of meetings devoted to a discussion of a specific public record exempted from disclosure under KRS 61.878(1)(m).

The Open Meetings Act prohibits any series of less than quorum meetings, where the members attending one or more of the meetings collectively constitute at least a quorum of the members of the agency, if the meetings are held to avoid the requirements of the Act. This prohibition does not restrict discussions between individual members if the purpose of the discussion is to educate the members on specific issues.

- *The courts have stated that public agencies must give "specific and complete notification in the open meeting of any and all topics which are to be discussed during the closed meeting;" the Attorney General has stated that "notification must include both a statement of the exception*

- authorizing the closed session and a description of the business to be discussed couched in sufficiently specific terms to enable the public to assess the propriety of the agency's actions."*
- *The courts have stated that the exception for proposed or pending litigation applies to "matters inherent to litigation, such as preparation, strategy, or tactics, but not just when an attorney is present."*
 - *Before going into closed session to discuss a personnel issue under KRS 61.810(1)(f), an agency must state whether the discussion will relate to either the appointment of, the dismissal of, or the discipline of an individual employee, member, or student, but the agency is not required to identify the individual by name.*
 - *The prohibition on a series of less than quorum meetings conducted for the purpose of avoiding the requirements of the Open Meetings Act was added in 1992, prompting the courts to declare that the Act "prohibits a quorum from discussing public business in private or meeting in numbers less than a quorum for the express purpose of avoiding the open meetings requirement of the Act."*
 - *The Act does not prohibit all discussions between public officials outside of a public meeting (for example, at a social event, at church, or during a casual encounter), but does prohibit a quorum of the members of the agency from privately discussing the agency's business or privately meeting in groups consisting of less than a quorum to discuss the agency's business in order to defeat the requirements of the Act. This includes telephone discussions.*

What is the role of the Attorney General?

If a person believes that a public agency has violated the Open Meetings Act, he may file a written complaint with the presiding officer of the agency. The complaint must state the circumstances of the violation and what the agency should do to correct it.

Within three business days of receipt of the complaint, the public agency must decide whether to correct the violation and notify the complaining party of its decision in writing. If the agency believes that no violation has occurred and rejects the proposed remedy, it must issue a written response which cites the statute authorizing its actions and briefly explain how the statute applies.

The complaining party may appeal to the Attorney General for review of the agency's action within sixty days of receipt of the agency's response. The appeal must include a copy of the written complaint and a copy of the agency's response, if the agency issued a denial. The Attorney General will review the appeal and issue a decision stating whether the agency violated the Open Meetings Act within ten business days. Both the complaining party and the agency will receive a copy of the decision. Both may appeal the Attorney General's decision to the circuit court of the county where the public agency has its principal place of business or where the violation occurred. If an appeal is not

filed within thirty days, the Attorney General's decision has the force and effect of law and can be enforced in circuit court.

If the complaining party prevails against an agency in circuit court, he may be awarded costs, including attorney fees, if the court finds that the violation was willful. The court may also award the complaining party up to \$100 for each violation.

- *A complainant must appeal a public agency's denial of, or failure to respond to, his or her open meetings complaint within sixty days, and if he or she does not do so the appeal is time-barred; there is no similar statutory limitation on bringing an open records appeal.*
- *Upon receipt of an open meetings appeal, the Attorney General will issue notification of the appeal, and a copy of the appeal, to the public agency against which the appeal was filed, and the agency may respond in writing to the Attorney General; the agency must send a copy of its response to the individual who filed the appeal.*
- *The Attorney General will not consider an appeal that does not include a copy of the written complaint and a copy of the written denial, if the agency issued a denial.*
- *Because the Open Meetings Act provides for judicial review of the issues raised in an appeal, the Attorney General will not reconsider an open meetings decision.*
- *Since 1992, open meetings decisions have been designated OMDs rather than OAGs because they are legally binding on the parties if not appealed.*
- *The designation "Not to be Published" that appears in OMDs issued from 1992 to 1999 does not mean that the OMD cannot be cited as precedent or made public; such OMDs carry the same weight as OMDs designated "To be Published."*
- *The Attorney General's role in an open meetings appeal is to issue a decision stating whether the public agency violated the Open Meetings Act; the Attorney General cannot comment on, or direct the implementation of, proposed remedial measures. Nor can he enforce his decision by imposing penalties.*
- *A public agency that is dissatisfied with an OMD must appeal the decision within thirty days; if the agency fails to appeal the decision, the decision has the force and effect of law, the agency is legally bound by it, and the circuit court must enforce it.*

Sample Forms

Sample open records response

Jane Q. Citizen
100 Maple Avenue
Anytown, Kentucky

Dear Ms. Citizen:

This will acknowledge receipt of your request for public records. You requested access to and copies of:

1. All contracts that the city has with Home Wrecker Service;
2. All invoices that the city has received from Home Wrecker Service;
3. All complaints received by the city that relate to Home Wrecker Service's performance of duties under its contract with the city.

Contracts and invoices are available for inspection in my office Monday through Friday from 8:00 a.m. to 4:30 p.m. You may wish to contact me in advance to schedule an appointment and facilitate prompt access to these records.

Alternatively, we will send you copies of these records by mail at a cost of 10¢ per page. The cost to you, including postage, which is payable in advance, will be \$2.46 (15 pp. at 10¢ per page, plus 96¢ postage). Please contact me if you would prefer to receive copies by mail.

One complaint has been filed against Home Wrecker Service. The city is currently investigating that complaint and considering an enforcement action. Release of the complaint at this time might harm the city by revealing the identity of the complainant, who has requested anonymity. Therefore, pursuant to KRS 61.878(1)(h), we must deny that portion of your request.

Sincerely,

John Q. Public
City Clerk

Sample open meetings response

John Q. Citizen
Commonwealth Avenue
Anytown, Kentucky

Dear Mr. Citizen:

In your recent letter to the city you stated that the city council, at its meeting held on September 6, 2005, went into an executive or closed session to discuss general personnel matters.

While the city recognizes that it cannot discuss general personnel matters in a closed or executive session, the city is permitted, pursuant to KRS 61.810(1)(f), to go into a closed session to discuss matters that might lead to the appointment of an individual employee.

The office of director of the streets and parks department is currently vacant and two persons have applied for the position. The matters discussed by the council during the closed session on June 30, 1994, involved the council's evaluations of the two applicants for that office and such matters may be discussed at a closed session.

Sincerely,

Jane Q. Public
Mayor

Sample open records rules and regulations

NOTICE

ADMINISTRATIVE REGULATIONS GOVERNING INSPECTION OF THE PUBLIC RECORDS OF THE

(Name of State Administrative Agency)

(Office, Bureau, Division, etc.)

Pursuant to KRS 61.870 to 61.884, the public is notified that, as provided herein, the public records of the above named Agency of the Commonwealth of Kentucky are open for inspection by any person on written application to _____ (name), _____ (title), official custodian of the public records of the _____ (state administrative agency) whose address is _____ or to _____ (name), _____ (title), official custodian of the public records of the _____, (office, bureau, division, etc.) whose address is _____, from ____ a.m. to ____ p.m., Monday through Friday, each week, except holidays. Application forms for the inspection of the public records of this agency will be furnished on request to any person by an employee in this office. Assistance in completing the application form will be provided by an employee on request.

Applicants for the inspection of public records shall be advised of the availability of the records requested for inspection, and shall be notified in writing not later than three (3) working days after receipt of an application for inspection of any reason the records requested are not available for public inspection.

Copies of written material in the public records of this agency shall be furnished to any person requesting them on payment of a fee of ten (10) cents a page; copies of nonwritten records (photographs, maps, material stored in computer files or libraries, etc.) shall be furnished on request, on payment of a charge equal to the actual cost of producing copies of such records by the most economic process not likely to damage or alter the record.

This the _____ day of _____, 19____.

(Agency Head or Designated Representative)

Open meetings and open records publications and decisions on-line and related publications:

An annotated *Open Records and Open Meetings Outline*, containing a summary of the Open Records and Open Meetings Acts and how the Acts have been interpreted by the courts and the Attorney General, may be accessed on our website at <http://ag.ky.gov/civil/orom/> and is also available upon request. This outline provides information regarding the application of the Acts to particular situations.

Open Meetings Decisions and Open Records Decisions (OMDs and ORDs) issued by the Attorney General from 1993 to the present may also be accessed on our website at <http://ag.ky.gov/civil/orom/>. If you know the OMD or ORD number you wish to review, you may “Find all decisions for a particular year” (for example, 04-ORD-216 may be accessed by selecting the year 2004 and scrolling through the decisions for that year until 04-ORD-216 is located). If you wish to review OMDs or ORDs relating to a specific subject, you may “Search for an ORD or OMD” by word search or query (for example, “work sessions,” “accident reports,” “timely access,” or “adequate notice”). You may also access a particular ORD or OMD by typing the ORD or OMD citation in the search query box.

These additional resources will further enhance the public official’s understanding of his or her duties under the Open Meetings and Open Records Acts as well as related records management duties:

1. “Kentucky Open Meetings Open Records Laws: Statutes and Q&A”
<http://www.lrc.ky.gov/Lrcpubs/OpenMtgsRecords.pdf>
2. Local Records Retention Schedules
<http://www.kdla.ky.gov/recmanagement/localschedule.htm>
3. State Records Retention Schedules
<http://www.kdla.ky.gov/recmanagement/stateschedule.htm>
4. “Managing Government Records: An Introduction to Kentucky’s Public Records Management Law”
<http://www.kdla.ky.gov/resources/managinggovrecords.htm>
5. Full text of the Open Meetings and Records Acts
<http://www.lrc.ky.gov/KRS/061-00/CHAPTER.HTM>

Managing Government Records A Cooperative Undertaking

An Introduction to
Kentucky's
Public Records Management Law

Revised August 2012

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Introduction

Managing Government Records: A Cooperative Undertaking

All public employees need appropriate records to do their jobs. Proper record keeping and sound records management help assure effective and efficient administration of programs, fulfill legal responsibilities, provide an adequate audit trail, and record the history and intent of public policy. Employees of publicly-funded institutions have a responsibility under Kentucky law to see that information created and maintained in government offices -- **public records**, as defined by statute -- is organized and accessible for use. This requirement is outlined in the Commonwealth of Kentucky's Open Records Act (Kentucky Revised Statute [KRS] 61.870-884). The Act explicitly recognizes the connection between managing government records and making them accessible to the public, barring any statutory restrictions.

Implementation of a records management program involves the participation of agency personnel, led by the agency's Records Officer, working in cooperation with staff from the Kentucky Department for Libraries and Archives (KDLA), Public Records Division, and the State Archives and Records Commission (SARC). Under KRS 171.410-740, the head of a public agency, KDLA, and SARC each has different responsibilities to help ensure that records are created and well-managed and that permanently valuable records are preserved, protected, and accessible.

What are public records?

Public records are defined by KRS 171.410 (1) as *“all books, papers, maps, photographs, cards, tapes, disks, diskettes, recordings, and other documentary materials, regardless of physical form or characteristics, which are prepared, owned, used, in the possession of or retained by a public agency.”*

Public records are recorded information that is created or received by a state or local government agency in any format, which documents a transaction or activity by or with any public official or employee of that agency.

What is a public agency?

For public records management purposes, a **public agency** is defined by KRS 171.410 (4) as *“every state or local office, state department, division, bureau, board, commission and authority; every legislative board, commission, committee and officer; every county and city governing body, council, school district board, special district board, municipal corporation, and any board, department, commission, committee, subcommittee, ad hoc committee, council or agency thereof; and any other body which is created by state or local authority and which derives at least twenty-five percent (25%) of its funds from state or local authority.”*

Do agencies have to document their activities?

As required by KRS 171.640, agency heads have an explicit responsibility to ensure that records containing adequate and proper documentation of the organizational functions, policies, decisions, procedures, and essential transactions of the agency are created and preserved. This includes records designed to furnish information necessary to protect the legal and financial rights of the government and of persons directly affected by a government agency's activities.

What is records management?

Records management is the systematic control of recorded information, regardless of format, from original creation to ultimate disposition. Every office creates records, which may be paper, microfilm, electronic, or some other format.

Records management allows an agency to:

- Meet its legal and regulatory responsibilities;
- Follow a process to decide which records to keep and which to destroy;
- Ensure an adequate documentary record of its functions, policies, decisions, procedures, and essential transactions;
- Identify and properly control records of continuing or archival value;
- Operate effectively, economically, and efficiently; and
- Provide the right information to the right person, at the right time, at the lowest possible cost.

Who has responsibility for public records management in Kentucky?

A publicly-funded agency is required to have a records management program and to work with KDLA and SARC to implement that program.

All state and local government employees are responsible for the records they create and maintain. All employees can make a major contribution to good records management in their agencies on a daily basis.

Kentucky law (KRS 171.410 - 740) assigns oversight of the management of state and local government records to KDLA. The statutes also set out specific responsibilities delegated to the head of government agencies and to SARC.

What are the records management responsibilities of an agency head?

Under KRS 171.680, an agency head is required to establish and maintain an active, continuing program for the economical, efficient management of the agency's records. KRS 171.680 (2), mandates that this program should include:

- Effective controls over the creation, maintenance, and use of records in the conduct of current business;
- Cooperation with KDLA in applying standards, procedures, and techniques designed to improve the management of records;
- Promotion of the maintenance and security of records deemed appropriate for preservation;
- Facilitation of the segregation and disposal of records of temporary value; and
- Compliance with the provisions of KRS 171.410-740 and the rules and regulations produced by KDLA.

What are the responsibilities of a Records Officer?

A Records Officer is the person named by the agency head to serve as the official liaison with KDLA on records management issues and to coordinate records management within the agency (725 KAR 1:010). Agencies should contact KDLA's State Records Branch (see page 11) to submit proper documentation of the appointed Records Officer. The Records Officer typically works with his/her agency's staff to compile or update a Records Retention Schedule in *draft* form, prior to its review by KDLA personnel and SARC. The schedule is subject to detailed analysis at this stage, including an assessment by legal and audit staff.

In addition to maintaining a current Agency Retention Schedule, the Records Officer coordinates records management practices in the agency by inventorying, analyzing, and advising the staff on records management procedures; participates in the agency's information technology planning process; oversees the transfer of records and publications; and supervises the destruction of records that is authorized to occur within the agency. The Records Officer should note the authorization for said destruction and the amount of records destroyed, and make an annual report of this record to a designated supervisor and to the Director of the Public Records Division, per 725 KAR 1:010, Section 2 (2).

What is the function of the State Archives and Records Commission?

SARC, under KRS 171.420 and 171.670, has the authority to review and approve all records retention schedules submitted by state and local public agencies through the Department. In this task, it considers the importance and potential uses of the record to the creating agency and the value of information within a particular record. It also analyzes recommendations jointly developed by agencies and KDLA's Public Records Division as to how long particular records should be kept, and determines any further disposition that should take place. SARC is concerned with preserving information of continuing value and making timely disposition of information of temporary value.

SARC also advises the Department on a range of other matters relating to archives and records management.

What is the Commission's responsibility and who are its members?

In all cases, SARC has final and exclusive authority to determine the ultimate disposition of Kentucky's public records. Per KRS 171.420, its decisions are binding on all parties concerned, and those decisions can only be modified or otherwise changed by its own actions.

SARC is a seventeen member body composed of:

- the State Librarian, who serves as Chair of the Commission;
- the Secretary of the Education and Workforce Development Cabinet;
- the Auditor of Public Accounts;
- the Chief Justice of the Supreme Court;
- the Director of the Legislative Research Commission;
- the Attorney General;
- the Director of the Governor's Office for Policy and Management;
- the Commissioner of the Commonwealth Office of Technology;
- one member representing the University of Kentucky;
- one member representing the Kentucky Historical Society;
- one member representing the Kentucky Library Association;
- one member representing regional universities and colleges;
- one member representing local governments; and
- four citizens-at-large.

SARC meets and approves new and revised schedules four (4) times a year. The meetings are held on the second Thursday of each March, June, September and December.

What is records retention scheduling?

Records retention scheduling is the systematic process of identifying, describing, and analyzing each record and each electronic records system created by an agency. This leads to a preliminary assessment of the administrative, legal, fiscal, and future

historical or research value of each record type. These values, and any special directions for the management or disposition of this information during and after its active office life, are documented in a draft Records Retention Schedule. Draft schedules are submitted to the SARC, for its review.

What is a records retention schedule?

A current and accurate records retention schedule represents a comprehensive inventory of the information holdings of a government agency and is the basis for an agency's records management program. A records retention schedule is a list of each record type, termed a "record series," and each electronic records system created by a public agency. A record series is either a document or a set of documents maintained together because they relate to a particular subject or function, result from the same activity, take the same form, or because of some other relationship arising out of their creation, receipt or use.

A schedule shows the title of each record type, a unique number by which it can be identified, a description of the record series and its contents, and disposition instructions explaining how long to maintain the record and what to do with it once the retention period has ended.

Approved records retention schedules furnish public agencies with clear legal authority to make disposition of their records accordingly, and with a strong resource for management control. They help public officials and employees identify which records must be retained permanently and which records may be destroyed after a certain period of time. They also help an agency ensure that adequate documentation of its activities has been created and is being maintained, as required by statute.

Schedules ensure accountability for the information being produced, serve as a critical asset in a state agency's strategic information technology planning and provide agencies with a valuable resource with which to respond to information requests under Kentucky's Open Records Law. **Without an approved Records Retention Schedule, state or local agencies do not have the legal authority to destroy any records,** regardless of format, and can incur substantial costs or liabilities if such destruction does occur. (KRS 519.060)

Having a schedule approved by SARC is an important first step for an agency as it develops a records management program. For a records management program to be fully implemented, however, an approved schedule must be used on a regular basis by agency personnel.

When an agency finds it must create new records or electronic systems or when it determines that certain records or systems are obsolete and are no longer being created, the schedule must be revised to reflect these changes. Once new or revised schedules are approved by SARC, per KRS 171.420 and 171.670, agencies may apply schedules to their records management needs, with the confidence that they have the

legal authority to make disposition of their records when following the directions contained in the schedule.

Records retention schedules for state government agencies are available on KDLA's website: <http://kdla.ky.gov/records/retentionschedules/Pages/stateschedules.aspx>.

Records retention schedules for local government agencies are available on KDLA's website: <http://kdla.ky.gov/records/retentionschedules/Pages/LocalRecordsSchedules.aspx>.

The General Schedule for Electronic and Related Records is available on KDLA's website: <http://kdla.ky.gov/records/retentionschedules/Documents/State%20Records%20Schedules/erecordsgeneral.PDF>.

What is disposition?

As it is used in this document, the term "disposition" refers to what is done with records when those records are no longer needed for current business. Disposition possibilities include transferring records from one agency to another when functions are officially transferred, transferring records to the State Records Center, destroying temporary records at an approved time, or transferring records of historical value to the State Archives.

What about the proper storage and protection of records?

Another important role delegated to the agency is ensuring the proper storage of records. Under KRS 171.690, whenever an agency head determines that substantial economies or increased operating efficiency can be achieved, the agency head is directed to provide for the storage, processing, and servicing of appropriate records in the State Records Center maintained and operated by KDLA, or in a location maintained and operated by the agency itself that has been approved by KDLA.

Providing for the protection of records is another essential responsibility delegated to government agencies. As directed by KRS 171.710, the agency head is required to establish such safeguards against removal or loss of records as she or he believes necessary and as may be required by KDLA rules and regulations. These safeguards must include making it known to all officials and employees of the agency that no records are to be transferred, turned over to another entity, or destroyed except in accordance with the law; and calling their attention to the penalties provided by law for the unlawful removal or destruction of records.

The agency head is also directed to notify KDLA of any actual, impending, or threatened unlawful removal, defacing, alteration, or destruction of records in the custody of the agency that come to his/her attention, and with the Department's assistance, to initiate action through the Office of the Attorney General for recovery of any records that may

have been unlawfully removed and for any other redress as may be provided by law. Penalties are established in statute for violations of the key elements of Kentucky's public records management law. For state employees, these can include dismissal from state government. Kentucky's tampering with public records statute (KRS 519.060), and laws dealing with unlawful access to a computer (KRS 434.845 - 850) and misuse of computer information (KRS 434.855) describe various records-related offenses punishable as felonies under the Kentucky Penal Code.

How are state agency publications managed?

A state publication or report is any published material, regardless of format, issued for general distribution, which documents agency-related functions or activities. As such, a state publication may be considered a "published record." State government agencies publish hundreds of reports, newsletters, and studies each year, either in traditional paper format or on websites. At times, a state publication may provide the only documentation of an agency or program's activities. State publications complement the information contained in agency files to present a full accounting of agency activity over time.

Under KRS 171.450 and 725 KAR 1:040, Section 2 state agencies must forward three (3) copies of all publications produced for general public distribution to the KDLA, Public Records Division, unless the publication is submitted electronically. Agencies only need to forward one (1) copy of an electronic publication.

After a state publication is received, a bibliographic entry is added to the Department's online catalog.

What is the role of the Office of the Attorney General?

All records produced by a public agency are subject to the provisions of the Open Records Act (KRS 61.870 – 884). Certain records and confidential information are exempt from inspection; these exemptions are stated in KRS 61.878. If, in the course of an open records investigation, the Office of the Attorney General determines that an agency has not appropriately managed its records, per KRS 171.410 – 740, the matter may be referred to KDLA for a records management review.

KRS 15.257 (1) requires the Office of the Attorney General to distribute to all county judge/executives, mayors, county attorneys, city attorneys, superintendents of public school districts, presidents of each state public postsecondary educational institution, and attorneys of public school districts and postsecondary educational institutions throughout Kentucky written information that explains the procedural and substantive provisions of the Open Records Act together with information required by KRS 171.223 to be prepared by the KDLA concerning proper retention and management of public records. This distribution occurs whenever there is a change in the Open Meetings or Open Records Act.

What records management services does KDLA provide?

Under the provisions of KRS 171.450, KDLA is responsible for managing and controlling records, in whatever medium, created by state and local government agencies in the Commonwealth. Specifically, as provided in KRS 171.410 - 740, KDLA establishes standards, procedures, and administrative regulations for recording, managing, preserving, and reproducing government-created or maintained records. Chapter 1 of 725 KAR provides further explanation of records management in Kentucky government.

KDLA works in close collaboration with government agencies and their records officers, to prescribe policies, principles and administrative regulations to be followed by state and local government agencies in managing their records; provides records analysis and scheduling assistance to agencies; furnishes technical assistance to agencies whose records have been damaged in disasters; and provides records management training and educational programs for public agencies.

KDLA also serves as the central repository for archival public records in Kentucky, and creates finding aids for records in archival custody. Records housed at the State Archives are made available for research through the Department's Archives Research Room. At the State Records Center, KDLA offers centralized high-density, low-cost storage and access services for government records of non-permanent retention. KDLA also sets rules governing the transfer of records from one agency to another.

Where should I go for assistance or more information?

All public records management services are provided through the Department's Public Records Division, which can be reached at (502) 564-8300.

If you work for a state government agency, a public university or community college, or an office of the judicial branch, contact the State Records Branch for assistance and information about services at extension 237 or jim.cundy@ky.gov.

If you work for an agency of local government, contact the Local Records Branch for assistance and information about services at extension 255 or jerry.carlton@ky.gov.

If you have a question relating to records management requirements for electronic records, contact the Technology Analysis and Support Branch at extension 244 or glen.mcaninch@ky.gov.

If you have questions concerning research at the State Archives or the holdings of the State Archives, contact the Archival Services Branch at extension 251 or tim.tingle@ky.gov.

If you would like advice on the conversion of original paper records to microfilm or other image management formats, including digital scanning, or have other questions about

the Department's micrographic and reformatting services, contact the Micrographics and Digital Imaging Branch at extension 321 or mark.stone@ky.gov.

If you have a question about the physical preservation of original paper records or would like to secure these services from the Department, contact the Document Preservation Lab at extension 290 or melissa.shields@ky.gov.

For all other questions or information, please call extension 252 or e-mail renita.van@ky.gov.

There are many helpful resources and information available on the KDLA website. Please refer to the following for assistance:

Information and Services for Government Records Management
<http://kdla.ky.gov/records/Pages/default.aspx>

725 KAR Chapter 1, Archives
<http://www.lrc.ky.gov/kar/TITLE725.HTM>

Records Retention Scheduling: A Procedural Guide
<http://kdla.ky.gov/records/Documents/Retention%20Scheduling%20Guidelines.PDF>

Records Description and Analysis (form)
<http://kdla.ky.gov/records/Documents/daform.doc>

Transfer of Public Records: A Procedural Guide
<http://kdla.ky.gov/records/Documents/Records%20Transfer%20Procedures,January,%202010.PDF>

Records Transmittal to the State Archives Center or State Records Center (form)
<http://kdla.ky.gov/records/Documents/Transmittal.doc>

Destruction of Public Records: A Procedural Guide
<http://kdla.ky.gov/records/Documents/Destruction%20Guidelines.PDF>

Records Destruction Certificate (form)
<http://kdla.ky.gov/records/Documents/kyrecordsdestruction.doc>

Microfilming and Digital Imaging of Public Records: A Procedural Guide
<http://kdla.ky.gov/records/recmgmtguidance/Documents/MicrofilmingandDigitalImagingofPublicRecords-012010.PDF>

OATH OF OFFICE

I do solemnly swear that I will support the Constitution of the United States and the Constitution of this Commonwealth, and be faithful and true to the Commonwealth of Kentucky so long as I continue as a citizen thereof, and that I will faithfully execute, to the best of my ability, the office of Trustee of the University of Louisville according to law; and I do further solemnly swear that, since the adoption of the present Constitution, I, being a citizen of this State, have not fought a duel with deadly weapons within this State, nor out of it, nor have I sent or accepted a challenge to fight a duel with deadly weapons, nor have I acted as second in carrying a challenge, nor aided or assisted any person thus offending, so help me God.

ATTEST

[Trustee]

**STATE OF KENTUCKY
COUNTY OF JEFFERSON**

I, a Notary Public within and for the State and County aforesaid, certify that on this day the foregoing Oath of Office was taken, subscribed and sworn to before me by _____[Trustee].

My notarial commission will expire: _____.

WITNESS my signature and notarial seal hereunto affixed this _____ day of _____, 2021.

Notary Public
State at Large, Kentucky

**UNIVERSITY OF LOUISVILLE
BOARD OF TRUSTEES
INDIVIDUAL REPRESENTATION AGREEMENT**

WITNESSETH:

WHEREAS, members of the Board of Trustees of the University of Louisville may be sued in their individual as well as their official capacities in the various courts of this Commonwealth in litigation involving the University, and

WHEREAS, the University Counsel has agreed in many instances to accept service of process on Board members individually.

NOW THEREFORE, _____ [Trustee] does hereby authorize and empower Leslie Strohm, University Counsel, and other attorneys of her selection to represent him/her in all civil actions brought against the University and him/her individually as a member of the Board of Trustees. This includes, without limitation, the power to file all pleadings on his/her behalf, compromise or settle any case in which, in University Counsel's judgment, it is in the individual Board member's best interest (excluding those matters requiring individual Trustee action by statute), and do all things deemed necessary to defend properly this Trustee.

In the event counsel for the University, because of a perceived conflict of interest or for any reason, cannot so represent this Trustee, then University Counsel shall immediately notify him/her so that a decision can be made as to the necessity of retaining additional or separate counsel.

WITNESSETH my hand this _____ day of _____, 2017.

[Trustee]

AGREED TO:

Leslie Strohm
University Counsel

**UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES CONFLICT OF INTEREST STATEMENT
YEAR 7/1/2017 – 6/30/2017**

Organization UNIVERSITY OF LOUISVILLE

Name of Individual Raymond M. Burse

Signature: _____ Date: _____

YES NO

Business Transaction with UofL

1. Other than an employment relationship, do you or a family member conduct business with the UofL? Business transactions include, but are not limited to contracts of sale, lease, license and performance of services, whether initiated during the UofL tax year or ongoing from a prior year. Business transactions also include joint ventures in which either the profits or capital interest of the UofL and of the interested person exceeds 10%.

- If "Yes," describe your business transaction(s) with the UofL:

2. Do you or a family member own 35% of an entity (C-corporation, S-corporation, Partnership, LLC or other entity type(s)), directly or indirectly, that conducts business with the UofL?

- If "Yes," describe your business transaction(s) with the UofL:

Yes No

3. Do you or a family member, in combination with other "interested person(s)" own 35% of an entity (C-corporation, S-corporation, Partnership, LLC or other entity type), directly or indirectly, that conducts business with the UofL?

- If "Yes," describe your business transaction(s) with the UofL:

4. Do you or a family member, serve as an officer, director, trustee, or key employee or an entity that does business with the UofL?

- If "Yes," describe your business transaction(s) with the UofL:

5. Do you or a family member serve as a partner, member, or shareholder of an entity (with ownership interest in excess of 5% of a partnership or professional corporation) that conducts business with the UofL?

- If "Yes," describe your business transaction(s) with the UofL:

Yes No

6. Did a family member receive a compensation payment in excess of \$10,000 from the UofL?

- If "Yes," explain:

7. Did you or a family member receive grants or other assistance, including provision of goods, services, or use of facilities from the UofL? Grants include scholarships, fellowships, internships, prizes, and awards.

- If "Yes," explain:

8. Do you have 35% control in an entity that received grants or other assistance, including provision of goods, services, or use of facilities from the UofL?

- If "Yes," explain:

9. Do you have any loans to or from the UofL?

- If "Yes," explain.

Yes No

10. Are you aware of any excess benefit transactions to report? An excess benefit transaction is where the UofL directly or indirectly provided an economic benefit where the value of the benefit exceeds the value of the consideration received by the UofL.

- If "Yes," explain.

Business and Family Relationships with Interested Persons

11. Do you have a family or business relationship with any other officer, director, trustee, or key employee of the UofL?

For each family and business relationship, identify the persons and indicate family or business relationship.

PROOF OF RECEIPT

(Keep completed form on agency premises)

Under the terms of KRS 15.257, the Attorney General must distribute information about the open records and open meetings laws ("Your Duty Under the Law") and proper records management ("Managing Public Records") to all county judge/executives, mayors, county attorneys, city attorneys, superintendents of public school districts, presidents of public universities, and attorneys for public school districts and universities when either law is amended. On July 12, 2012, KRS 61.870(1)(h) was amended to redefine the term "public agency" as it relates to entities that are subject to the Open Records Act by virtue of their state or local funding. Accordingly, the Attorney General is distributing the statutorily required written information. Pursuant to KRS 65.055(1), 160.395(1), and 164.465(1), these public officials must distribute "Your Duty Under the Law" and "Managing Public Records," either electronically or in hard copy, to each elected official or elected or appointed member described below within sixty days of receipt. This is a continuing duty and must be discharged within sixty days of the election or appointment of all newly elected or appointed officials or members.

*For **County Judge/Executives, Mayors, City Attorneys, County Attorneys**, this includes "each elected official and each member, whether elected or appointed, of every county and city legislative body, local government board, commission, authority, and committee, including boards of special districts."*

*For **Superintendents of Public School Districts and School District Attorneys**, this includes "each elected school board member and each school based decision making council member."*

*For **Presidents of State Postsecondary Educational Institutions and University Counsel**, this includes "each board of regents or governing board member of their university."*

County judge/executives, mayors, school superintendents, and university presidents, or their designees, must also certify to the Attorney General that they have distributed "Your Duty Under the Law" and "Managing Public Records" as required. This, too, is a continuing statutory duty. "Your Duty Under the Law" and "Managing Public Records" are available for review at <http://ag.ky.gov/oromalert>.

This form satisfies the requirement that each newly elected public official and newly elected or appointed member provide signed proof that he or she received "Your Duty Under the Law" and "Managing Public Records" within sixty days of his or her election or appointment. Do not return the completed forms to the Attorney General. Please keep these forms on agency premises.

I have received "Your Duty Under the Law" and "Managing Public Records" within sixty days.

Signature: _____ Date: _____

Name (printed or typed): _____

Name of Public Agency: _____

Your position or function: _____

Agency Address: _____

Agency Phone: _____

Agency E-mail: _____

PLEASE RETURN THIS FORM TO THE OFFICE OF THE PRESIDENT, UNIVERSITY OF LOUISVILLE, 102 GRAWEMEYER HALL, LOUISVILLE, KY 40292.

BOARD OF TRUSTEES

University of Louisville
Louisville, Kentucky 40292
Office: 502-852-5417
Fax: 502-852-7226

University of Louisville
Board of Trustees
Conflict of Interest Certification

I, _____, have read the University of Louisville's
Institutional Conflict of Interest Policy as attached. I certify the attached Conflict of
Interest Statement is complete and accurate.



Signature

Date