

MINUTES OF THE SPECIAL MEETING OF THE
AD HOC COMMITTEE ON BOARD GOVERNANCE OF THE
BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE

March 9, 2017

In Open Session

Members of the Ad Hoc Committee on Board Governance of the University of Louisville Board of Trustees met at 2:08 p.m. on March 9, 2017, in the President's Conference Room, Grawemeyer Hall, with members present and absent as follows:

Present: Ms. Bonita Black, Chair
Mr. Brian Cromer
Ms. Diane Medley
Mr. James Rogers
Prof. Enid Trucios-Haynes

Other Trustees

Present: Ms. Diane Medley

From the

University: Ms. Leslie Strohm, Vice President for Strategy and General Counsel
Mr. David Adams, Interim Chief Administrative Officer
Ms. Connie Shumake, Asst. Provost for Accreditation and Academic Planning
Mr. Jake Beamer, Boards Liaison and AGB Board Professional

From the

Foundation: Mr. Keith Sherman, Interim Executive Director

I. Call to Order

Having determined a quorum present, Chair Black called the meeting to order.

II. Priorities/Timeline/Process

Ms. Strohm led a discussion of the committee's priorities, timeline, and process in relation to the university's probationary status, as determined by the Southern Association of Colleges and Schools (SACS).

Ms. Strohm and Ms. Shumake then fielded questions from committee members.

III. Discussion of Shared Governance

Prof. Trucios-Haynes briefed the committee on the importance of shared governance in academia using the **attached** presentation, and fielded questions from committee

members.

Chair Black thanked Prof. Trucios-Haynes for her report.

IV. **Memorandum of Understanding with the Foundation**

Chair Black discussed the creation of a draft memorandum of understanding (MOU) with the Foundation, modeled on the “Illustrative Memorandum of Understanding Between a Public Institution or System and an Affiliated Foundation,” by the Association of Governing Boards (AGB).

Mr. Sherman provided a brief overview of the Foundation and answered questions regarding the processes by which UofL and the Foundation receive gifts and distribute funds.

Chair Black asked Mr. Sherman to draft an MOU and send to Ms. Strohm for review and dissemination to committee members.

V. **Bylaws Revisions**

Senate Bill 107 Key Provisions

Chair Black, Ms. Strohm, and Ms. Shumake fielded questions about revisions to the bylaws of the Board of Trustees in relation to SACS and Senate Bill 107 (SB107). Chair Black noted that as of the committee meeting, SB107 had been passed in the Senate and was awaiting a vote in the House of Representatives during the short session of the Kentucky General Assembly.

Mr. Cromer and Prof. Trucios-Haynes agreed to lead the revisions of the bylaws related to SB107, and Chair Black and Mr. Rogers agreed to lead the revisions of the Board of Trustees committee structure.

Chair Black stated proposed changes to the bylaws would be presented to the board at the March 16 meeting, for approval at the April 12 meeting. If approved, she would advise the review the bylaws at each annual meeting of the board of trustees.

Ms. Shumake advised the revisions be included in a progress report to SACS in April.

VI. **Financial Transactions and Reporting Policy**

Ms. Strohm briefed the committee on the draft Financial Transactions and Reporting Policy, noting it addresses concerns raised by the State Auditor’s review of the University and the Foundation.

Ms. Shumake stated she thought the draft also addressed concerns raised by SACS.

Chair Black stated the policy would be presented for approval at the March 16 Board of Trustees meeting.

VII. AGB Resources and Access

Mr. Beamer briefed the committee regarding the informational resources available at the AGB's online store, and how to retrieve them. Members were encouraged to contact Mr. Beamer if they had any difficulties accessing the website.

VIII. Other Business

Chair Black reminded committee members to send any questions, comments, or revisions to the bylaws or financial reporting policy to her in advance of the March 16 Board of Trustees meeting.

Having no other business to come before the board,

IX. Adjournment

Prof. Trucios-Hayes made a motion, which Mr. Cromer seconded, to adjourn.

The motion passed and the meeting adjourned at 3:14 p.m.

Approved by:


Signature on File
Assistant Secretary