

2.2 Governing Board

The institution has a governing board of at least five members that is the legal body with specific authority over the institution. The board is an active policy-making body for the institution and is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program. The board is not controlled by a minority of board members or by organizations or interests separate from it. Both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, or personal or familial financial interest in the institution. (Governing board)

Compliance

Partial Compliance

Not in Compliance

SACSCOC COMPLIANCE ASSESSMENT

This standard expects an institution to have a governing board of at least five members that is the legal body with specific authority over the institution; a board that is an active policy-making body for the institution and is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program. Further, the board is not controlled by a minority of board members or by organizations or interests separate from it. Finally, both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, or personal or familial financial interest in the institution.

The institution has failed to demonstrate that the board is not controlled by a minority of board members or interests separate from it. The Governor's actions would have concentrated his influence regarding the composition of the board and the appointment of its members, by-passing the protections against such influence addressed in state statutes that provide for a separation of powers and a schedule of replacement of board members that ensure staggered

appointments. As such, the Governor's actions demonstrate the board is functioning with considerable external control and influence and places in jeopardy board capacity to be ultimately responsible for providing a sound education program.

UNIVERSITY RESPONSE

The University of Louisville (UofL) is in compliance with Core Requirement 2.2. The University of Louisville submits the following information in response to SACSCOC compliance assessment for Core Requirement 2.2:

1. Background on UofL Governance Board Changes
 - a. Senate Bill 12
 - b. Senate Bill 107
2. UofL's Governing Board in Compliance with Core Requirement 2.2
3. Controls over External Influence
 - a. Kentucky Revised Statutes that Limit External Influence
 - b. Senate Bill 12 and Senate Bill 107 Limits to External Influence
 - c. University of Louisville Policies that Limit External Influence
4. Summary

The UofL Board of Trustees is an active policy-making body that is responsible for ensuring that the financial resources of the university are sufficient. The Board is not controlled by a minority of Board members and is free from contractual, employment, personal, or familial interests. The

Board has independently conducted its assigned administrative, academic, and financial duties since the appointment of its members.

Protections have been set in place by the Kentucky State Senate that limit undue external influence upon the ability of the Board to conduct university business. UofL also has institutional policies and procedures that work to limit external influence.

1. Background on UofL Governance Board Changes

On June 17, 2016, by executive order, the Governor of the Commonwealth of Kentucky dissolved the University of Louisville Board of Trustees, citing his authority under the Kentucky Constitution and Kentucky Revised Statute (KRS) 12.028 [1], which states:

Recognizing the necessity for grouping related functions of organizational units and administrative bodies in order to promote greater economy, efficiency and improved administration, the Governor, the Kentucky Economic Development Partnership as created in KRS 154.10-010, and other elected state executive officers may propose to the General Assembly, for its approval, changes in the state government organizational structure which may include the creation, alteration or abolition of any organizational unit or administrative body and the transfer of functions, personnel, funds, equipment, facilities, and records from one (1) organizational unit or administrative body to another.

The action of the Governor to reorganize the UofL Board based on KRS 12.028 led to legal action by the Kentucky Attorney General contesting the application of this particular state statute to institutions of higher education. The judge who ruled over the litigation determined that KRS 12.028 was not applicable to postsecondary education [2].

On January 7, 2017, the Kentucky General Assembly passed Senate Bill 12 [3] (signed into law by the Governor on January 9, 2017), and on March 15, 2017, the Kentucky General Assembly passed Senate Bill 107 (signed into law by the Governor on March 21, 2017) [4]. The passage of these two important pieces of legislation amended several Board-related state statutes [5] and clarified the process for making gubernatorial appointments not only at the University of Louisville (SB12) but for all of higher education in Kentucky (SB 107).

Senate Bill 12:

- gave the Governor authority for the appointment of a new Board of Trustees for the University of Louisville [6] compliant with state law as provided in KRS 164.830 (Powers of the Board) [7] and KRS 164.821 (Membership—Terms) [8].
- reduced the number of University of Louisville Board of Trustees appointed by the Governor from seventeen to ten [SB 12, Section 1(1)] [9].
- transferred to the newly appointed Board all authority, duties, functions, responsibilities, records, equipment, staff, and supporting budgets along with all rights, powers, duties,

and obligations as set forth in the Kentucky Revised Statutes and other relevant provisions of the law vested in the former Board of Trustees of the University of Louisville [SB 12, Section 5] [10].

- provided that nominations to the Board of Trustees be submitted to the Governor by the Governor’s Postsecondary Education Nominating Committee: *“Upon the effective date of this Act and in accordance with KRS 164.005 [11], the Governor's Postsecondary Education Nominating Committee shall as soon as practicable submit thirty nominations from which the Governor shall select ten for appointment to a newly established board of trustees”* [SB 12, Section 3] [12].
- required that the Governor-appointed Board members be confirmed by the Kentucky State Senate. *“The ten appointees shall be subject to confirmation by the Senate”* [SB 12, Section 3] [13].

Senate Bill 107:

- addressed the applicability of KRS 12.028 to higher education related to the Governor’s executive orders using KRS 12.028.
- amended state statutes related to the appointment to the Board of Trustees for the University of Kentucky and the University of Louisville; the Board of Regents at the Kentucky regional post-secondary education institutions (Eastern Kentucky University,

Western Kentucky University, Morehead State University, Kentucky State University, Northern Kentucky University, Murray State University, and the Kentucky Community and Technical College System); the Kentucky Board of Education; and the Kentucky Council on Postsecondary Education.

- established processes for the appointment and dismissal of individual Board members or an entire Board [SB 107, Section 1] [14].

Choosing from a list of nominees submitted by the Governor's Postsecondary Education Nominating Committee and following the revised state statute, on January 17, 2017, the Governor of Kentucky appointed ten new members to the UofL Board of Trustees. These ten new members joined three continuing members (the chair of the university's faculty senate, the chair of the staff senate, and the student body president) to form a new Board of Trustees with thirteen members [15]. More information about the UofL Board of Trustees is available online at <http://louisville.edu/president/board-of-trustees>.

A timeline outlining the reorganization of the UofL Board of Trustees is provided [16].

The passage of these two important pieces of legislation clarified the process of making gubernatorial appointments not only at the University of Louisville (SB12) but for all institutions of higher education in Kentucky (SB107). These state laws have also amended the process for the dismissal of individual Board members and have established a new process for the dismissal of entire Boards for Kentucky higher education state institutions. The processes delineated in SB

107 address the legal issues associated with the Governor’s executive orders using KRS 12.028 and establish processes based on the state laws applicable to higher education in Kentucky. The enactment of SB 12 and SB 107 have created clearer protections from undue influence, which are discussed below in the university’s response to SACSCOC.

On February 16, 2017, the university’s Board of Trustees appointed an *ad hoc* Committee on Board Governance (Governance Committee) to review governance policies and procedures and to research best practices of university Boards. Based upon its research, the *ad hoc* committee revised the Board of Trustees Bylaws and chapter 1 of *The Redbook* (“Organization and Operation of the Board of Trustees”), also updating the documents to align with the revised state statutes.

2. UofL’s Governing Board in Compliance with Core Requirement 2.2

UofL has a legal governing body in its Board of Trustees. Per Kentucky Revised Statute (KRS) 164.830, the Board of Trustees has specific authority over the institution:

KRS 164.830. “The board of trustees of the University of Louisville shall constitute a body corporate, 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. A majority of the voting members of the board shall constitute a quorum for the transaction of business.” [17]

The powers of the Board of Trustees as delineated by KRS 164.830 and Section 1.1.2 of *The Redbook* (the university's governance document) [18] include:

- the appointment and suspension or removal of the president, faculty members, and other personnel;
- the receipt, retention, and administration on behalf of the university of all revenues from endowments, appropriations, grants, and bequests;
- the periodic evaluation of the university's progress in implementing the university's mission, goals, and strategic plan.

The newly appointed UofL Board of Trustees meets all of the compliance expectations specified in the language of Core Requirement 2.2.

- The Board has at least five members [19].

SB 12, Section 1(1) amended KRS 164.821 to read: *“The government of the University of Louisville is vested in a board of trustees appointed for a term set by law pursuant to Section 23 of the Constitution of Kentucky. The board shall consist of ten (10) members appointed by the Governor, at least one (1) of whom shall be a graduate of the university; one (1) member of the teaching faculty of the University of Louisville who shall be the chief executive of the ranking unit of faculty government; one (1) member of the permanent staff of the University of Louisville who shall be the chief executive of the staff senate; and one (1) student member who shall be the president of the student*

body during the appropriate academic year. The members appointed by the Governor shall be subject to confirmation by the Senate.” [20]

- The Board is the legal body with authority over the institution.

KRS 164.821. (1): *“The government of the University of Louisville is vested in a board of trustees appointed for a term set by law pursuant to Section 23 of the Constitution of Kentucky” [21].*

KRS 164.830. (1): *“The board of trustees of the University of Louisville shall constitute a body corporate, 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” [22].*

The Redbook 1.1.2 (Powers of the Board):

“In accordance with the statutory authority of the Commonwealth of Kentucky and implemented in the By-Laws of the Board of Trustees and the governmental procedures for the University, the Board of Trustees is the governing body of the University of Louisville. Within the limits set by the Federal and State Constitutions and federal and state law, the Board shall actively engage in policy making, be responsible for aiding the University to perform at a high level of excellence, adopt an annual budget and ensure that the financial resources of the

University are sufficient to provide a sound educational program, and periodically evaluate the University's progress in implementing its missions, goals, and objectives.

The Board of Trustees shall have the powers set forth in KRS 164.830, including the authority (i) to select, hire, regularly evaluate, and, when appropriate, suspend or remove the President of the University; (ii) to receive and administer University revenues; and (iii) to grant degrees to graduates of the University.”

[23]

The Board of Trustees' Bylaws Section 2.1 outlines the following general powers of the Board:

“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.” [24]

The University of Louisville organizational chart demonstrates the Board's leadership role at the university [25]. The presiding officer of the Board is the Chair, who is annually elected by the Board from among its members. The Chair and Vice Chair for the current Board were elected according to UofL Board Bylaws [26] as part of the Board of Trustees' meeting on January 21, 2017 [27].

The work of the Board demonstrates the Board's authority over the institution. The Board approves personnel actions, including promotion and tenure decisions, and the granting of degrees; receives reports from university constituencies; evaluates the president; approves the university's operating budget; and guides, supports, and evaluates the university's efforts toward its strategic agenda, among many other tasks. A summary of regular Board activities is provided [28]. Per *The Redbook* 2.1.1, the president of the university reports to the Board and serves at its pleasure [29], and, per *Redbook* 2.1.3, the Board annually evaluates the performance of the university president [30]. At its Annual Meeting on July 20, 2017, the Board Chair requested that the Board's Governance Committee begin collecting materials toward the evaluation of Interim President Gregory C. Postel [31]. Dr. Postel's evaluation will take place at a future Board meeting in open session, as required by Kentucky law. At the end of each fiscal year, the president informs the Board of Trustees of progress toward the university's strategic goals and

reports periodically on selected key strategic planning indicators that measure progress toward those goals.

The Board of Trustees and its various standing committees [32] meet monthly [33] to carry out the Board’s governance function and to receive reports and information from the president and other administrators. The current Board has added several additional meetings to its normal monthly schedule and, as the activities outlined in Table 1 demonstrate, has diligently performed its state-mandated responsibilities in exercising independent control over the institution.

Table 1. Activities of the UofL Board of Trustees Since Its Appointment in January 2017

The following activities are documented in the Board minutes, available online at

<http://louisville.edu/president/board-of-trustees/minutes/2017>

Date	Board Activity	Relevance to CR 2.2
January 2017		
	<p>Board of Trustees New Trustees Welcome Packet sent to all new Board appointees containing Board of Trustees Bylaws, UofL Articles of Incorporation, Institutional Conflict of Interest Policy, Oath of Office, Conflict of Interest Statement, Conflict of Interest Disclosure Statement and Certification, and proof of receipt, among other information. [34a]</p> <p>Conflict of Interest Statements for all Board members are on file [34b]. Board members reaffirmed their Conflict of Interest Statements at the Board’s July 20, 2017 Annual Meeting.</p>	<p>Demonstrates that the Board of Trustees members are informed of conflict of interest and the requirement to be free of any contractual, employment, or personal or familial financial interests in the institution.</p>

January 21, 2017 (Board Meeting) [34c]		
	Newly appointed Board held its first meeting (Oath of Office administered by Judge Gina Calvert)	Demonstrates that the Board is a legal body with authority over the institution.
	Elected a Chair and Vice Chair according to the University of Louisville Board Bylaws	Demonstrates Board organizational structure.
	Approved personnel recommendations	Demonstrates that the Board has academic and administrative oversight of the institution.
	Appointed an Interim President	Demonstrates that the Board has administrative oversight of the institution.
February 16, 2017 (Board Meeting) [34d]		
	Approved regular meeting dates for 2017	Demonstrates that the new Board meets on a regular and consistent basis.
	Adopted University Signature Authority	Demonstrates that the Board has oversight of the financial resources of the institution.
	Adopted Banking Signature Authority	Demonstrates that the Board has oversight of the financial resources of the institution.
	Established an <i>ad hoc</i> Committee on Governance	Demonstrates that the Board is an active policy-making body of the institution and has an organizational structure.
	Approved contract for Interim President	Demonstrates that the Board has administrative oversight of the institution.
March 9, 2017 (Governance Committee) [34e]		
	First Meeting of the Board of Trustees <i>ad hoc</i> Committee on Governance (Began work on new Memorandum of Understanding between UofL and ULF, revision of the Board of Trustees Bylaws to align with SB 12 and SB 107, and the Financial Transaction Policy)	Demonstrates that the Board is an active policy-making body of the institution and has an organizational structure.
March 16, 2017 (Board Meeting) [34f]		
	Approved Financial Transactions (Spending) Policy	Demonstrates that the Board ensures adequate financial resources of the institution.

April 12, 2017 (Board Meeting) [34g]		
	Approved candidates for degrees and certificates	Demonstrates that the Board has academic oversight of the institution.
	Approved personnel actions	Demonstrates that the Board has academic and administrative oversight of the institution.
May 18, 2017 (Board Meeting) [34h]		
	Board of Trustees Orientation by Robert King, president of the Kentucky Council on Postsecondary Education (CPE), per KRS 164.011	Demonstrates that the Board is informed of its responsibilities and that its members are trained to execute the office of Trustee.
	Approved the revised Board of Trustees Bylaws to reflect SB 12 and SB 107 changes to KRS [34i]	Demonstrates that the Board is an active policy-making body of the institution.
June 15, 2017 (Board Meeting) [34j]		
	Approved 2017-18 operating budget (The approval of the annual operating budget includes the setting of tuition and fees, campus housing rates, and food/meal plans.)	Demonstrates that the Board ensures adequate financial resources of the institution.
	Approved revisions to <i>The Redbook</i> to reflect changes to the Board's Bylaws and KRS [34k]	Demonstrates that the Board is an active policy-making body of the institution.
	Approved appointments of interim deans for Law School and Speed School of Engineering	Demonstrates that the Board has administrative oversight of the institution.
June 28, 2017 (Board Meeting) [34l]		
	Passed resolution regarding the presidential search process	Demonstrates that the Board has administrative oversight of the institution.
	Approved new MOU between UofL and UofL Foundation	Demonstrates that the Board ensures adequate financial resources of the institution.
July 20, 2017 (Annual Board Meeting) [34m]		
	BOT Members reaffirmed their Conflict of Interest Statements	Demonstrates that the Board of Trustees members are informed of conflict of interest and the requirement

		to be free of any contractual, employment, or personal or familial financial interests in the institution.
	Board of Trustees Orientation on Fiduciary Responsibilities by Board of Trustees member Bonita Black	Demonstrates that the Board is informed of its responsibilities and that its members are trained to execute the office of Trustee.
	Approved 2017-18 Audit Plan [34n].	Demonstrates that the Board has oversight of operational processes of the institution.
	Approved revised institutional leadership structure	Demonstrates that the Board has administrative oversight of the institution.
	Governance Committee charged with collecting materials for evaluation of interim president in fall	Demonstrates that the Board has administrative oversight of the institution and that the Board regularly evaluates the president.

- The Board is an active policy-making body of the institution.

KRS 164.830. (1): *“The Board of trustees of the University of Louisville shall constitute a body corporate, 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”* [35].

The Redbook, Sec. 1.1.2, Powers of the Board: *“Within the limits set by the Federal and State Constitutions and federal and state law, the Board shall actively engage in policy making, be responsible for aiding the University to perform at a high level of excellence, adopt an annual budget and ensure that the financial resources of the University are*

sufficient to provide a sound educational program, and periodically evaluate the University's progress in implementing its missions, goals, and objectives.” [36]

The university president recommends major policies and other major actions to the Board of Trustees for its final action (*Redbook 2.1.2*) [37]. The Board of Trustees approves the university mission and various institutional policies as recommended by the president. An example of Board approval of university policy is the approval of a University Financial Transactions (Spending) Policy on March 16, 2017 [38].

The business of the Board is conducted within its standing committees, and the Board appoints *ad hoc* committees as needed. Due to the smaller number of Board appointees established by SB 12, the Board's standing committees were reduced from nine to six. In addition, an *ad hoc* Governance Committee was established to review the Board of Trustees Bylaws to ensure compliance with SB 12 and SB 107. The current Board of Trustees standing committees are:

- Executive and Compensation Committee
- Finance Committee
- Audit, Compliance, and Risk Committee
- Academic and Student Affairs Committee
- Human Resources Committee
- Governance, Trusteeship, and Nominating Committee [39]

- The Board is responsible for the financial resources of the institution.

KRS 164.830(d): The Board of Trustees is charged with “*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*” [40].

On recommendation by its Finance Committee, the Board acts to approve the annual operating budget for the university, which includes the setting of tuition and fees, campus housing rates, and food/meal plans. The current Board approved the 2017-18 operating budget on June 15, 2017 [41].

3. Controls over External Influence

The UofL Board of Trustees is not controlled by a minority of Board members, organizations, or other interests.

The Board in existence at the time of the university’s being placed on probation in December 2016 was not the Board reorganized by the Governor on June 17, 2016. The Kentucky Attorney General (AG) Andy Beshear announced that he intended to challenge in Court Governor Bevin’s reorganization of the UofL Board of Trustees using KRS 12.028. On July 29, 2016, Franklin Circuit Court Judge Phillip Shepherd granted the Attorney General’s request for a temporary injunction and stayed the reorganized board’s authority to act as the duly constituted Board of

Trustees, pending a final judgment in the litigation. On September 28, 2016, Judge Shepherd delivered his final decision in the Attorney General's litigation, ruling that KRS 12.028 was not applicable to postsecondary education. Judge Shepherd issued his final Circuit Court ruling (Civil Action No. 16-CI-738) rejecting Governor Bevin's executive orders to reorganize the UofL board.

The original Board held its first meeting following reinstatement on August 25, 2016. The university informed SACSCOC of the reinstatement of the university's original Board in its Core Requirement 2.2 response to Dr. Wheelan's letter dated June 28, 2016. As the university's original Board, the reinstated Board would not have been subject to external pressure related to the Governor's restructuring.

In January 2017 the Kentucky General Assembly, by way of SB 12, began addressing the appointment of a new Board of Trustees for the University of Louisville compliant with state law as provided in KRS 164.830 (Powers of the Board) [42] and KRS 164.821 (Membership—Terms) [43]. The General Assembly also set in place through SB 107 revised procedures for appointment and dismissal of individual members or the entire Board membership for all state institutions. SB 12 and SB 107 set safeguards in place that limit the influence of the Governor of Kentucky in making appointments to the Board, both for the current Board appointments and for future appointments. The Kentucky State Senate sought SACSCOC input into the development of SB 107.

After passage of SB 12 and SB 107, the Governor of Kentucky, following the revised state statutes, appointed a new Board of Trustees for the University of Louisville. The State Senate's legislative changes and the university's revisions of its governance documents include appropriate guidelines to ensure the protection of the institution's governing Board from instances of undue political pressure.

Several Kentucky Revised Statutes provide checks against conflict of interest and external influence, and the university also has internal controls related to conflict of interest and external influence. The University of Louisville is in adherence with Kentucky state laws that require the university's Board of Trustees to be free to act independently and to protect the Board and the institution from external influences. For transparency and as a check to external influence, the Board conducts its meetings in compliance with the Kentucky Open Meetings and Open Records Laws [44].

Kentucky Revised Statutes that Limit External Influence

Kentucky Revised Statutes provide checks on external influence of the Board of Trustees for state institutions.

- KRS 164.335 specifies that members of the General Assembly cannot serve on university governing Boards [45].

- KRS 164.830 (1)(a) states that “*No relative of a board of trustee member shall be employed by the university*” [46].
- KRS 164.830 (2) states that “*Board members shall receive no compensation for serving on the board, but shall be reimbursed for travel expenses for attending meetings and performing other official functions, consistent with the reimbursement policy for state employees. Board members who reside outside the Commonwealth shall not be reimbursed for out-of-state travel expenses.*” [47]
- KRS 45A.340 (7) states that a trustee may not have an interest in any contract with the university unless the contract has been subject to competitive bidding and the trustee is the lowest bidder and the trustee in advance of submitting the bid has notified in writing the remaining members of the Board and the newspaper with the largest circulation in the county where the university is located of the intention to bid [48].
- KRS 61.800 states the policy of KRS 61.805 to 61.850 regarding open meetings of public agencies [49]. Board of Trustees meetings are subject to the *Kentucky Open Meetings Act*, which includes a prohibition on taking a final action in a closed session. This requirement holds the Board of Trustees accountable to the public and helps to minimize external influence.
- KRS 61.871 establishes the policy of KRS 61.870 to 61.884 regarding open records of public agencies [50].

- KRS 164.830 states that “A majority of the voting members of the board shall constitute a quorum for the transaction of business” [51].

Senate Bill 12 and Senate Bill 107 Limits to External Influence

The protections that have been enacted under SB 12 and SB 107 to protect against external influence include:

- State Senate Confirmation of Governor-Appointed Board Members: SB 12, Section 1 [52], and SB 107, Section 8(1) [53] amended KRS 164.821 to say, “The members appointed by the Governor shall be subject to confirmation by the Senate.” This requirement that the Kentucky State Senate confirm Board appointees mitigates the influence of the Governor on the Board. On March 30, 2017, the Kentucky State Senate confirmed the current UofL Board members [54].
- Staggered Terms: SB 12, Section 1(4) amended KRS 164.821 to state: “The gubernatorial appointments shall serve a term of six (6) years and until their successors are appointed and qualified, except the initial terms shall be as follows:
 - (a) Two (2) members shall serve one (1) year terms;
 - (b) Two (2) members shall serve two (2) year terms;
 - (c) Two (2) members shall serve three (3) year terms;

- (d) Two (2) members shall serve four (4) year terms;
- (e) One (1) member shall serve a five (5) year term;
- (f) One (1) member shall serve a six (6) year term.” [55]

The 2017 appointment by the Governor of the new UofL Board followed this staggered appointment (see Table 2), which limits influence on the part of the Governor over time.

Table 2. Staggered Terms of Governor Appointees to University of Louisville Board of Trustees

<u>Board Appointee</u>	<u>Term Expires</u>	<u>Length of Term</u>
J. David Grissom	1/13/2023	6 years
John Schnatter	1/13/2022	5 years
Sandra Frazier	1/13/2021	4 years
Nitin Sahney	1/13/2021	4 years
Bonita K. Black	1/13/2020	3 years
Brian A. Cromer	1/13/2020	3 years
Raymond Burse (appointed 7/13/17 to replace Ulysses Lee Bridgeman, who resigned February 10, 2017 [56])	1/13/2019	2 years
Ronald L. Wright	1/13/2019	2 years
James M. Rogers	1/13/2018	1 year
Diane B. Medley	1/13/2018	1 year

- Term Limits: SB 12, Section 1(1)(c) left in place the KRS 164.821(1)(c) requirement that “*New appointees to the board shall not serve more than two (2) consecutive terms*” [57].

- Proportional Representation: SB 12, Section 1(5) [58] and SB 107, Section 8(5) [59] reinforced the KRS 164.821 requirement for the Governor to make his appointments to the Board to reflect the proportional representation of the leading political parties in the state based on voter registration and the minority racial composition of the Commonwealth of Kentucky. The political makeup of the UofL Board appointed by the Governor in January 2017 was four Democrats, four Republicans, and two Independents.

“The Governor shall make his at-large appointments so as to divide the appointed representation upon the board to reflect: (a) The proportional representation of the two (2) leading political parties in the Commonwealth based on the state's voter registration; and (b) No less than the proportional representation of the minority racial composition of the Commonwealth based on the total minority racial population using the most recent census or estimate data from the United States Census Bureau. If the determination of proportional minority representation does not result in a whole number of minority members, it shall be rounded up to the next whole number.” [60]

- Governor’s Nominating Committee. The Governor’s Postsecondary Education Nominating Committee (GPENC) prepares a slate of names for consideration by the Governor in making appointments to Boards. KRS 164.005 specifies the guidelines to be used by the GPENC when identifying individuals recommended to the Governor for

service on the various Boards. Section 6 of the statute says: *“In making its nominations, the committee shall consider the needs of the respective institutions, locate potential appointees, review candidates' qualifications and references, conduct interviews, and carry out other search and screening activities as necessary”* [61].

The GPENC collects conflict of interest information before forwarding the nominees to the Governor. The role of the GPENC is another protection against undue external influence.

In January 2017, the GPENC submitted the names of thirty nominees to the Governor, after reviewing their qualifications and references and carrying out other screening activities, including requiring each potential nominee to complete a “University Boards and Council of Postsecondary Education Conflict of Interest Questionnaire” [62]. From this set of thirty nominees, the Governor appointed ten members to the UofL Board of Trustees on January 17, 2017.

- Board Orientation. SB 12, Section 1(1)(a) [63] and SB 107, Section 3(25)(a) [64] continued the state requirement under KRS 164.020(25)(a) that Board members of state institutions undergo orientation to their duties [65]. SB 12 amended KRS 164.821 to say, *“All appointed and elected persons shall be required to attend and complete an orientation and education program prescribed by the council under KRS 164.020(25), as a condition of their service and eligibility for appointment or election to a second term”* [66].

The Board orientation provided by the Kentucky Council on Postsecondary Education is comprehensive in that it provides training on important and specific operational aspects of the business functions of the university, as well as the responsibilities of the Board and conflict of interest.

SB 107, Section 3 (25)(a)(1) amended KRS 164.020(25)(a)(1) to read as follows:

“Ensure that the orientation and education program comprises six (6) hours of instruction time and includes but is not limited to information concerning the roles of the council and governing board members, the strategic agenda and the strategic implementation plan, and the respective institution's mission, budget and finances, strategic plans and priorities, institutional policies and procedures, board fiduciary responsibilities, legal considerations including open records and open meetings requirements, ethical considerations arising from board membership, and the board member removal and replacement provisions of KRS 63.080.” [67]

An hour of orientation led by CPE President Robert King for the current UofL Board of Trustees took place at the May 18, 2017, Board meeting [68].

CPE also hosts a biennial Governor’s Conference on Postsecondary Education Trusteeship [69] that provides Board members the opportunity to engage with state and

national experts on the latest postsecondary issues and trends and to network with Board colleagues from other campuses. The mandatory state-level orientation program for Board members is offered at the conference. The 2017 Conference is scheduled for September 11-12, 2017. CPE also provides online CPE orientation modules.

On June 15, 2017, CPE approved the university's comprehensive Board of Trustees Orientation Agenda [70], which will be incorporated into UofL Board meetings throughout the year. Orientation on the Board's fiduciary responsibilities was conducted by UofL Board member Bonita Black at the Board's Annual Meeting on July 20, 2017 [71].

- Controls over UofL Faculty and Staff Members of the Board of Trustees. KRS 164.821 states, *“Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member 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, staff, and student members.”* [72]
- Removal of Board Members Appointed by the Governor. SB 107, Section 1 amended KRS 63.080 [73] to read as follows:

***63.080 Officers appointed by Governor may be removed without cause -- Exceptions --
Removal of university or KCTCS board members for cause or to comply with
proportional representation requirements.***

[Removal of Individual Members]

(1) Except as provided in subsection (2) of this section and otherwise provided by law, any person appointed by the Governor, either with or without the advice and consent of the Senate, may be removed from office by the Governor for any cause the Governor deems sufficient, by an order of the Governor entered in the executive journal removing the officer.

(2) (a) Except as provided in subsections (3) and (4) of this section, members of the board of trustees of the University of Kentucky, the board of trustees of the University of Louisville, members of the board of regents respectively of Eastern Kentucky University, Western Kentucky University, Morehead State University, Kentucky State University, Northern Kentucky University, Murray State University, and the Kentucky Community and Technical College System shall not be removed except for cause.

(b) Members of the Kentucky Board of Education and the Council on Postsecondary Education shall not be removed except for cause.

(c) A member of a board of trustees or board of regents specified in paragraph (a) of this subsection may be removed for cause as follows:

1. The Governor or the board of trustees or board of regents, as applicable, shall notify, in writing, the member and the Council on Postsecondary Education that

the member should be removed for cause and shall specify the conduct warranting removal;

- 2. The member shall have seven (7) days to voluntarily resign or to provide evidence to the Council on Postsecondary Education that the member's conduct does not warrant removal;*
- 3. Within thirty (30) days after receipt of notice from the Governor or the board, the Council on Postsecondary Education shall review the written notice, investigate the member and the conduct alleged to support removal, and make a nonbinding recommendation, in writing, to the Governor as to whether the member should be removed, a copy of which shall also be provided to the Legislative Research Commission;*
- 4. The Governor shall then make a determination, in writing, whether the member should be removed and shall notify the member, the applicable board, the Council on Postsecondary Education, and the Legislative Research Commission of the determination; and*
- 5. If the Governor's determination is to remove the member, the Governor shall remove the member by executive order, and shall replace the member with a new appointment according to the applicable statutes for the board of trustees or board of regents.*

(d) For the purposes of this subsection, a member may be removed for cause for conduct including but not limited to malfeasance, misfeasance, incompetence, or gross neglect of duty.

(3) For a board specified in subsection (2)(a) of this section that 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 or other appointing authority may remove any member of the board and replace him or her with another individual in order to bring the membership into compliance with the statutory proportional representation requirement for the board, provided that the Governor or other appointing authority shall:

- (a) Only exercise the removal authority granted in this subsection if appointment at the end of the next expiring term of a member, or at the end of the next expiring term of members if two (2) or more members' terms expire at the same time, cannot cure the deficiency in the proportional representation requirement;*
- (b) Remove the fewest number of members necessary to bring the membership into compliance with the proportional representation requirement for the board;*
- (c) Identify the order in which the members were appointed to their current terms on the board and, beginning with the most recently appointed member who may be removed and replaced to bring the membership into compliance with the proportional representation requirement, remove the member or members according to the length of their tenure on the board, without taking into account any prior term of service on the board by the member;*
- (d) Provide any member proposed to be removed with the following:*
 - 1. Written notice, at least seven (7) days prior to the member's removal from the board, stating the statutory proportional representation requirement that the member does not satisfy; and*

2. *An opportunity during the seven (7) day notice period for the member to voluntarily resign or to provide evidence to the Governor or other appointing authority that the member does satisfy the proportional representation requirement or that another member on the board who also does not satisfy the requirement has a shorter tenure than the member proposed to be removed;*
- (e) *Replace any removed member with only those individuals who will bring the board into compliance with the proportional representation requirement; and*
- (f) *Appoint any new member in the same manner as provided by law for the member being removed and to fill the remainder of the removed member's unexpired term.*

[Removal of Entire Board]

- (4) *For a board of trustees or board of regents specified in subsection (2)(a) of this section, the Governor may remove for cause all appointed members of the board and replace the entire appointed membership as follows:*
- (a) *The Governor shall notify, in writing, the board and the Council on Postsecondary Education that the entire appointed membership of the board should be removed for cause and shall specify the conduct warranting removal;*
- (b) *The board or its members shall have seven (7) days to voluntarily resign or to provide evidence to the Council on Postsecondary Education that the conduct of the board or of individual members does not warrant removal;*
- (c) *Within thirty (30) days after receipt of notice from the Governor, the Council on Postsecondary Education shall review the written notice, investigate the board and the conduct alleged to support removal, and make a nonbinding*

recommendation, in writing, to the Governor as to whether the appointed board membership should be removed, a copy of which shall also be provided to the Legislative Research Commission;

(d) The Governor shall then make a determination, in writing, whether the entire appointed board membership should be removed and shall notify the members, the Council on Postsecondary Education, and the Legislative Research Commission of the determination; and

(e) If the Governor's determination is to remove the entire appointed membership of the board, the Governor shall remove the members by executive order, and shall replace the members with new appointments according to the applicable statutes for the board of trustees or board or regents.

For the purposes of this subsection, the entire appointed membership of a board of trustees or board of regents may be removed for cause if the board is no longer functioning according to its statutory mandate as specified in the enabling statutes applicable to the board, or if the board membership's conduct as a whole constitutes malfeasance, misfeasance, incompetence, or gross neglect of duty, such that the conduct cannot be attributed to any single member or members.

SB 107, Section 2(25)(a)1 amended KRS 164.020 to include that orientation is to cover the Board member removal and replacement provisions of KRS 63.080 [74].

University of Louisville Policies that Limit External Influence

In addition to the SB 12 and SB 107 revisions and other state statutes, the university has existing institutional protections against conflict of interest and external influence that are applicable to the UofL Board.

On February 16, 2017, the Board of Trustees appointed an *ad hoc* Committee on Governance to review SB 12 and SB 107 and propose revisions to the Board of Trustees Bylaws [75] and chapter 1 of *The Redbook* [76] to align with revised state requirements implemented by SB 12 and SB 107. The excerpts from the Bylaws and *Redbook* provided below reflect these revisions.

- New Trustee Welcome Packet. When new Board members are appointed, the Board liaison sends them a New Trustee Welcome Packet that includes, among other items, the Board Bylaws, a conflict of interest letter from the university's General Counsel, the university's Institutional Conflict of Interest Policy, information on the Kentucky Open Records and Open Meetings Acts (*Your Duty Under the Law & Managing Government Records*), Oath of Office, Conflict of Interest Statement, Proof of Receipt, and UofL Board of Trustee Conflict of Interest Certification acknowledging that the Trustee has read the UofL Conflict of Interest Policy and certifying that the Trustee's completed and signed Conflict of Interest Statement is complete and accurate [77]. The Trustee is to sign and date the Oath of Office, Conflict of Interest Statement, Proof of Receipt, and the Conflict of Interest Certification.

- University of Louisville Board of Trustees Bylaws, Policy Statement 1.3, Freedom from Undue External Influence. This policy statement was approved by the Board at its May 18, 2017, meeting.

“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 conflict 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 Kentucky Council on Postsecondary Education 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.” [78]

- University of Louisville Board of Trustees Bylaws: Removal of Board Members.

UofL Board of Trustees Bylaws have been revised to reflect the SB 107 policy and procedures for removing Board members. Article 3.1 covers removal of individual members, and Article 3.3 covers removal of the entire Board membership [79].

The Redbook, Sec. 1.1.7, Removal of Board of Trustees, has been revised to say, “Pursuant to state law and Article 3 of the Board’s By-Laws, 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” [80].

- Proportional Representation. Article 3.2 [81] of the Board of Trustees Bylaws covers the SB 107 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*

(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."*

- **Board Orientation.** In adhering with state laws, the members of the Board of Trustees will attend orientation covering statutory authority, conflict of interest, fiduciary responsibilities, and other knowledge crucial to their governance roles. The Board of Trustees Bylaws Operational Guideline 2.1 states: "*All new Trustees will attend a formal orientation as soon as practicable after being appointed to the Board*" [82].

The revised Bylaws also contain the following Policy Statement 1.3: *“all Trustees will attend orientation organized through the Kentucky Council on Postsecondary Education 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.”* [83]

As mentioned and documented earlier in this report, an hour of orientation by CPE president Robert King took place at the May 18, 2017, Board meeting. Orientation on the Board’s fiduciary responsibilities and conflict of interest was conducted by Board member Bonita Black at the Board’s Annual Meeting on July 20, 2017. New Trustees will also either attend the Governor’s Conference on Postsecondary Education Trusteeship in September, which will include CPE orientation, or will complete online CPE orientation modules. In addition, the university’s CPE-approved orientation agenda will be incorporated into Board meetings throughout the year.

- Board of Trustees Member Voting. *The Redbook*, Section 1.1.3 states: *“Each member of the Board of Trustees shall have a full and independent right to vote upon matters coming before the Board, pursuant to the procedures set out in the Board’s By-Laws”* [84]. The Board of Trustees Bylaws, Section 2.4 states: *“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 . . .” [85].

- Conflict of Interest. The university’s Institutional Conflict of Interest Policy applies to institutional officials, including Trustees [86]. The Institutional Conflict of Interest Policy was first adopted in 1983 and last revised in 2013. Its corollary document, “Addressing Institutional Conflicts of Interest,” was adopted in January 2011 and last revised November 2015 [87]. Board members receive the university’s Institutional Conflict of Interest policy in their new Board member materials, and the policy is provided to members as part of the Board’s Annual Meeting, together with an acknowledgement document that each Trustee is asked to sign and date.

The Board of Trustees New Trustees Welcome Packet includes the Institutional Conflict of Interest Policy and a conflict of interest statement. The liaison requests Board members complete, sign, and return the conflict of interest statement along with other requested materials, as well as a Proof of Receipt. Signed Conflict of Interest Statements for the current Board are provided [88].

The Board of Trustees Bylaws and *The Redbook* also provide policies and procedures related to Conflict of Interest:

- Board of Trustees Bylaws, Section 5.1, Conflict of Interest. Section 5.1 of the Board's Bylaws outlines the guidelines for Board members regarding known conflicts 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.”

[89]

- *The Redbook*, Section 1.1.3. On June 15, 2017, the Board of Trustees approved important new conflict of interest procedures. Specifically, the Trustees voted to start each meeting of the Board of Trustees, effective July 1, 2017, with the Board

Chair issuing the following statement reminding all Trustees that it is their responsibility to avoid conflicts of interest and to make any conflicts of interest known before involvement in the voting of the Board on any items related to the conflict.

“As Chair, it is my responsibility to remind all members of the Board of their responsibility to avoid conflicts of interest and appearances of conflict of interest. Each member has received the agenda and related information for this Board of Trustees’ meeting. If any Board member knows of any conflict of interest or appearance of conflict of interest with respect to any matter coming before the Board of Trustees at this meeting, please identify the conflict or appearance of conflict at this time.” [90]

- After reviewing conflict of interest policies at peer institutions, the Governance Committee Chair recommended and the Board approved at its June 15, 2017, meeting [91], the following process for reviewing actual or potential Trustee conflicts of interest. As of July 1, 2017,

“All trustee conflict of interest statements or similar disclosure documents and any conflict of interest or appearance of a conflict of interest identified by a trustee, whether at a meeting or otherwise, shall be referred to the Board’s governance committee for review. If a

determination is made that further action is needed, a recommendation for further action will be communicated to the involved trustee(s) and to the Board Chair. If a member of the governance committee has a substantial interest in the matter that has been disclosed, then the matter may instead be referred for review and recommendation to the Board's Executive Committee or to an ad hoc committee of no less than three members of the Board of Trustees.” [92]

- University of Louisville Board of Trustees Bylaws, Ethics Statement (Policy Statement 1.1). The Board's Ethics Statement, originally adopted in 2005, has been revised to read:

“In all matters entrusted to the Board of Trustees of the University of Louisville, the Board, individually and collectively, is committed: to carry out its responsibilities in accordance with the laws of the Commonwealth; to act with care and make informed decision; 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.” [93]

- UofL Code of Conduct. Effective November 2009, the Board approved and adopted the university's Code of Conduct [94], which applies to the institution, its Board members, and all other university community members. The code addresses guiding principles and standards of conduct, including transparency, integrity, ethical considerations, objectivity, and impartiality in decision-making. The UofL Code of Conduct holds all members of the university, including the Board of Trustees, to the following standards of conduct:

- Act ethically and with integrity
- Be fair and respectful to others
- Manage responsibly
- Protect and preserve university resources
- Promote a culture of compliance
- Preserve academic freedom and meet academic responsibilities
- Ethically conduct teaching and research
- Avoid conflicts of interest and commitment
- Carefully manage public, private, and confidential information
- Promote health and safety in the workplace

4. Summary

The University of Louisville is in compliance with Core Requirement 2.2. The UofL Board of Trustees is an active policy-making body that is responsible for ensuring that the financial

resources of the university are sufficient. The Board is not controlled by a minority of Board members and is free from contractual, employment, personal, or familial interests. The Board has a regular monthly meeting schedule and has independently conducted its assigned administrative, academic, and financial duties since the appointment of its members.

Protections have been set in place by the Kentucky State Senate that limit undue external influence upon the ability of the Board to conduct university business. The new legislation of SB 12 and SB 107 enacted by the State Senate in spring 2017 clarified the gubernatorial appointment and removal process related to higher education Boards and required senate confirmation for all future Board appointments. In doing so, the State Senate defined the Governor's role and identified the basis upon which entire Boards and individual members for all Kentucky public institutions could be dismissed and set in place processes for the involvement of the Kentucky Council on Postsecondary Education in Board dismissal. Board of Trustees members are to be given written notice by the Governor and have the opportunity to provide evidence to the Kentucky Council on Postsecondary Education. The Kentucky Council on Postsecondary Education investigates and makes a recommendation to the Governor regarding the merits of the dismissal.

UofL also has institutional policies and procedures that work to limit external influence. The university's Board of Trustees has updated its Bylaws and chapter 1 of *The Redbook* ("Organization and Operation of the Board of Trustees") to align with state statute. UofL's Board of Trustees' dismissal policy and procedures, aligned with state statute, are outlined in Article 3 of the Board's Bylaws. The university Board undergoes mandated orientation to its

responsibilities from both the Council on Postsecondary Education and within the university. As well, the Board follows the university's Institutional Conflict of Interest Policy.

The legislative changes enacted by the State Senate and the steps the university has taken foster proper Board function and the provision of a sound educational program at the University of Louisville.

[1] KRS 12.028, Reorganization of Boards
2_2_fn01.pdf

[2] Judge's Ruling on Attorney General's Lawsuit
2_2_fn02.pdf

[3] Senate Bill 12, An Act Relating to Postsecondary Education Governance
2_2_fn03.pdf

[4] Senate Bill 107, An Act Relating to Gubernatorial Appointments
2_2_fn04.pdf

[5] KRS Legislation Amended by Senate Bills 12 and 107
2_2_fn05.pdf

[6] Senate Bill 12, Section 3, Appointment of a New Board
2_2_fn06.pdf

[7] KRS 164.830, Powers of the Board
2_2_fn07.pdf

[8] KRS 164.821, Membership—Terms
2_2_fn08.pdf

[9] SB 12, Section 1(1), Membership of University of Louisville Board
2_2_fn09.pdf

[10] SB 12, Section 5, Transfer of All Authority to New Board of Trustees
2_2_fn10.pdf

[11] KRS 164.005, Governor's Postsecondary Education Nominating Committee
2_2_fn11.pdf

- [12] SB 12, Section 3, Governor’s Postsecondary Education Nominating Committee
2_2_fn12.pdf
- [13] SB 12, Section 3, Confirmation by the Senate
2_2_fn13.pdf
- [14] SB 107, Section 1, Appointment and Dismissal of the Board
2_2_fn14.pdf
- [15] Roster of UofL Board of Trustees
2_2_fn15.pdf
- [16] Timeline on UofL Board of Trustees Reorganization
2_2_fn16.pdf
- [17] KRS 164.830, Powers of the Board
2_2_fn17.pdf
- [18] *The Redbook*, Section 1.1.2, Powers of the Board
2_2_fn18.pdf
- [19] Roster of UofL Board of Trustees
2_2_fn19.pdf
- [20] KRS 164.821, Membership of University of Louisville Board of Trustees
2_2_fn20.pdf
- [21] KRS 164.821 (1), Membership—Terms
2_2_fn21.pdf
- [22] KRS 164.830 (1), Powers of the Board
2_2_fn22.pdf
- [23] *The Redbook* 1.1.2, Powers of the Board
2_2_fn23.pdf
- [24] Board of Trustees Bylaws, Section 2.1, General Powers
2_2_fn24.pdf
- [25] UofL Organizational Chart
2_2_fn25.pdf
- [26] UofL Board of Trustees Bylaws, Section 4, Elected Officers
2_2_fn26.pdf

[27] UofL Board of Trustees Minutes, January 21, 2017, Election of Chair and Vice Chair
2_2_fn27.pdf

[28] Summary of Board of Trustees Activities
2_2_fn28.pdf

[29] *The Redbook* 2.1.1, Appointment of the President
2_2_fn29.pdf

[30] *The Redbook* 2.1.3, Review of Service
2_2_fn30.pdf

[31] Board of Trustees Minutes, July 20, 2017, Evaluation of President Postel
2_2_fn31.pdf

[32] Board of Trustees Bylaws 2.9, Standing Committees
2_2_fn32.pdf

[33] Board of Trustees 2017-18 Meeting Schedule
2_2_fn33.pdf

[34] Activities of the Board of Trustees

[34a] New Trustees Welcome Packet Checklist
2_2_fn34a.pdf

[34b] Signed Conflict of Interest Statements
2_2_fn34b.pdf

[34c] Board of Trustees Minutes, January 21, 2017
2_2_fn34c.pdf

[34d] Board of Trustees Minutes, February 16, 2017
2_2_fn34d.pdf

[34e] *Ad Hoc* Committee on Governance Minutes, March 9, 2017
2_2_fn34e.pdf

[34f] Board of Trustees Minutes, March 16, 2017
2_2_fn34f.pdf

[34g] Board of Trustees Minutes, April 12, 2017
2_2_fn34g.pdf

[34h] Board of Trustees Minutes, May 18, 2017
2_2_fn33n.pdf

- [34i] Revisions to Board of Trustees Bylaws
2_2_fn34i.pdf
- [34j] Board of Trustees Minutes, June 15, 2017
2_2_fn34j.pdf
- [34k] Revisions to the *Redbook*
2_2_fn34k.pdf
- [34l] Board of Trustees Minutes, June 28, 2017
2_2_fn34l.pdf
- [34m] Board of Trustees Minutes, July 20, 2017
2_2_fn34m.pdf
- [34n] Approved 2017-18 Audit Plan
2_2_fn34n.pdf
- [35] KRS 164.830 (1), Powers of the Board
2_2_fn35.pdf
- [36] *The Redbook* 1.1.2, Powers of the Board
2_2_fn36.pdf
- [37] *The Redbook* 2.1.2, Powers and Duties of the President
2_2_fn37.pdf
- [38] Board of Trustees' Approval of Financial Transaction Policy, 3-16-2017
2_2_fn38.pdf
- [39] Reconstituted Board of Trustees Standing Committees
2_2_fn39.pdf
- [40] KRS 164.830(d), Powers of the Board
2_2_fn40.pdf
- [41] Board of Trustees Minutes, June 15, 2017, Approval of 2017-18 Operating Budget
2_2_fn41.pdf
- [42] KRS 164.830, Powers of the Board
2_2_fn42.pdf
- [43] KRS 164.821, Board of Trustees of University of Louisville--Membership—Terms
2_2_fn43.pdf

- [44] Kentucky Open Meetings and Open Records Laws
2_2_fn44.pdf
- [45] KRS.164.335, General Assembly Member Cannot Serve
2_2_fn45.pdf
- [46] KRS 164.830 (1)(a), No Relative of Board of Trustees Members Employed by University
2_2_fn46.pdf
- [47] KRS 164.830 (2), No Compensation for Board of Trustees Members
2_2_fn47.pdf
- [48] KRS 45A.340, No Interest in Contracts with University
2_2_fn48.pdf
- [49] KRS 61.800, Open Meetings
2_2_fn49.pdf
- [50] KRS 61.871, Open Records of Pubic Agencies
2_2_fn50.pdf
- [51] KRS 164.830, Quorum of the Board
2_2_fn51.pdf
- [52] SB 12, Section 1, State Senate Confirmation of Board of Trustees Appointees
2_2_fn52.pdf
- [53] SB 107, Section 8(1), State Senate Confirmation of Board of Trustees Appointees
2_2_fn53.pdf
- [54] Senate Confirmation of UofL Board Members Appointed January 17, 2017
2_2_fn54.pdf
- [55] KRS 154.821 (4), Staggered Terms for UofL Board of Trustees Appointments
2_2_fn55.pdf
- [56] Resignation of Ulysses Lee Bridgeman from Board, February 10, 2017
2_2_fn56.pdf
- [57] SB 12, Section 1(1)(c), Term Limits in KRS 164.821
2_2_fn57.pdf
- [58] SB 12, Section 1(5), Amendment of KRS 164.821 Related to Proportional Representation
2_2_fn58.pdf
- [59] SB 107, Section 8(5), Amendment of KRS 164.821 Related to Proportional Representation

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[60] KRS 164.821, Proportional Representation of Board of Trustees
2_2_fn60.pdf

[61] KRS 164.005, Section 6, Governor's Postsecondary Education Nominating Committee
2_2_fn61.pdf

[62] University Boards and CPE Conflict of Interest Questionnaire
2_2_fn62.pdf

[63] SB 12, Section 1(1)(a), Board Orientation
2_2_fn63.pdf

[64] SB 107, Section 3(25)(a), Board Orientation
2_2_fn64.pdf

[65] KRS 164.020(25)(a), Board Orientation
2_2_fn65.pdf

[66] KRS 164.821, Board of Trustees of UofL—Orientation
2_2_fn66.pdf

[67] KRS 164.020 (25)(a)(1), CPE Orientation for Board of Trustees
2_2_fn67.pdf

[68] Board of Trustees Minutes, May 18, 2017, Board Orientation by CPE
2_2_fn68.pdf

[69] Governor's CPE Trusteeship Conference
2_2_fn69.pdf

[70] CPE-Approved UofL Board of Trustees Orientation Agenda
2_2_fn70.pdf

[71] Board of Trustees Education in Fiduciary Responsibilities, July 20, 2017
2_2_fn71.pdf

[72] KRS 164.821, Controls Over Faculty and Staff
2_2_fn72.pdf

[73] KRS 63.080, Removal of Board Members and Entire Boards
2_2_fn73.pdf

[74] SB 107, Section 2(25)(a)1, Orientation to Cover Removal of Trustees
2_2_fn74.pdf

- [75] Revisions to Board of Trustees Bylaws
2_2_fn75.pdf
- [76] Revisions to *The Redbook*, Chapter 1
2_2_fn76.pdf
- [77] New Trustee Welcome Packet
2_2_fn77.pdf
- [78] UofL Board of Trustees Bylaws, Policy Statement 1.3, Freedom from External Influence
2_2_fn78.pdf
- [79] Board of Trustees Bylaws, Article 3, Removal of Trustees
2_2_fn79.pdf
- [80] *The Redbook*, Section 1.1.7, Removal of Trustees
2_2_fn80.pdf
- [81] Board of Trustees Bylaws, Article 3.2, Proportional Representation Requirement
2_2_fn81.pdf
- [82] Board of Trustees Bylaws, Operational Guideline 2.1, Board Orientation
2_2_fn82.pdf
- [83] Board of Trustees Bylaws, Policy Statement 1.3, Board Orientation
2_2_fn83.pdf
- [84] *The Redbook*, Section 1.1.3, Board of Trustees Independent Right to Vote
2_2_fn84.pdf
- [85] Board of Trustees Bylaws, Section 2.4, Quorum
2_2_fn85.pdf
- [86] Institutional Conflict of Interest Policy
2_2_fn86.pdf
- [87] Addressing Institutional Conflicts of Interest Policy
2_2_fn87.pdf
- [88] Board of Trustees Signed Conflict of Interest Forms
2_2_fn88.pdf
- [89] Board of Trustees Bylaws, Section 5.1, Conflict of Interest
2_2_fn89.pdf

[90] *The Redbook*, Section 1.1.3, Conflict of Interest
2_2_fn90.pdf

[91] Board of Trustees Minutes, June 15, 2017, Approval of Revisions of *The Redbook*
2_2_fn91.pdf

[92] *The Redbook*, Section 1.1.3, Conflict of Interest
2_2_fn92.pdf

[93] Board of Trustees Bylaws, Policy Statement 1.1, Ethics Statement
2_2_fn93.pdf

[94] UofL Code of Conduct
2_2_fn94.pdf