

MINUTES OF THE MEETING OF THE
GOVERNANCE, TRUSTEESHIP, AND NOMINATING COMMITTEE OF THE
BOARD OF DIRECTORS OF THE UofL RESEARCH FOUNDATION, INC., AND THE
BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE

March 16, 2023

In Open Session

Members of the Governance, Trusteeship, and Nominating Committee of the UofL Research Foundation, Inc., Board of Directors and the UofL Board of Trustees met on March 16, 2023, at 2:27 p.m., in the Jefferson Room, Grawemeyer Hall, Belknap Campus, with members present and absent as follows:

Present: Dr. Eugene Mueller, Chair
Dr. Raymond Burse
Ms. Mary Nixon
Ms. Diane Porter
Mr. James Rogers

Other Trustees

Present: Mr. Jerry Abramson
Dr. Larry Benz
Mr. Dorian Brown
Mr. Al Cornish
Ms. Diane Medley
Mr. John Smith
Ms. Sherrill Zimmerman

From the

University: Dr. Kim Schatzel, President
Dr. Lori Gonzalez, Executive Vice President and University Provost
Mr. Dan Durbin, Executive Vice President for Finance and Administration
Dr. Gail DePuy, Senior Vice Provost
Ms. Angela Curry, General Counsel and Vice President for Legal Affairs
Ms. Sandy Russell, Vice President for Risk, Audit, and Compliance
Ms. Mary Elizabeth Miles, Vice President for Human Resources
Dr. Toni Ganzel, Vice President for Academic Medical Affairs
Dr. Michael Mardis, Vice President for Student Affairs, Dean of Students
Ms. Julie Dials, Interim Vice President for University Advancement
Mr. John Drees, Sr. Assoc. Vice President for Communications & Marketing
Ms. Shannon Rickett, Assoc. Vice President for Government Relations
Ms. Beverly Santamouris, Treasurer
Mr. John Karman, Executive Director of Communications
Mr. Robert Goldstein, Vice Provost for Assessment & Univ. Decision Support
Mr. Jim Begany, Vice Provost for Strategic Enrollment Management

Dr. Ryan Quinn, Asst. Dean of Innovation & Strategy, College of Business
Ms. Sarah Lopez, Chief of Staff, Provost's Office
Mr. Chris Wooton, Director of Internal Communications
Dr. Kate Roessler, Director of Planning and Assessment, Student Affairs
Ms. Leslie Harper, Coordinator for Program Approval and Review
Mr. Jake Beamer, Dir. of Governance & Strategic Initiatives & Asst. Secretary

From the UofL

Foundation: Mr. Keith Sherman, Executive Director and COO

I. Call to Order

Chair Mueller called the roll and having determined a quorum present, called the meeting to order at 2:27 p.m.

Approval of Minutes, 9-23-2022

Dr. Burse made a motion, which Ms. Nixon seconded, to approve the minutes of the September 23, 2022, meeting.

The motion passed.

II. Action Item: Election of Secretary of the Board

Chair Mueller explained that former trustee Scott Brinkman was elected as secretary of the board in 2020, but his term has since expired. Following discussion with board leadership, board chair Mary Nixon recommended this committee elect Dr. Mueller as secretary until the annual meeting in July when trustees will elect new officers for the 2023-2024 year.

There were no objections, and there were no other nominations from the floor.

Ms. Nixon made a motion, which Ms. Porter seconded, to approve the

Governance, Trusteeship, and Nominating Committee's recommendation that Eugene Mueller be elected as Secretary of the Board of Trustees for the remainder of the 2022-23 fiscal year.

The motion passed.

III. Adjournment

Having no other business to come before the committee, Dr. Burse made a motion, which Ms. Nixon seconded, to adjourn.

The motion passed and the meeting adjourned at 2:29 p.m.

Approved by:

P
Signature on file _____
Assistant Secretary

RECOMMENDATION TO THE
UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
REGARDING THE ELECTION OF THE SECRETARY
OF THE EXECUTIVE COMMITTEE FOR 2022-23

Governance, Trusteeship, and Nominating Committee – March 16, 2023
Board of Trustees – April 20, 2023

RECOMMENDATION:

The Governance, Trusteeship, and Nominating Committee recommends Eugene Mueller be elected as Secretary of the Board of Trustees for the remained of the 2022-23 fiscal year.

BACKGROUND:

On September 24, 2020, the Board of Trustees, through its Executive and Compensation Committee, elected Scott Brinkman as secretary, however, Mr. Brinkman’s term has since expired. Following discussion with board leadership, it is recommended that Dr. Mueller be elected to serve as secretary for the remainder of the fiscal year.

Per the board’s bylaws, the secretary is also a member of the Executive and Compensation Committee. The new membership listing would be:

Mary Nixon, Chair
Raymond Burse, Vice Chair
Diane Medley, Treasurer
Eugene Mueller, Secretary
Jim Rogers (at-large member)
John Smith (constituency representative)

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. 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.

COMMITTEE ACTION:

Passed X
Did Not Pass _____
Other _____

 EM
Signature on file _____
Assistant Secretary

BOARD ACTION:

Passed X
Did Not Pass _____
Other _____

 EM
Signature on file _____
Assistant Secretary