

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

July 14, 2022

In Open Session

Members of the University of Louisville Research Foundation Board of Directors met in the in the Student Activities Center Ballrooms, Belknap Campus, on July 14, 2022, at 1:12 p.m. on with members present and absent as follows:

Present: Mr. James Rogers, Chair
 Mr. Jerry Abramson
 Mr. Scott Brinkman
 Mr. Dorian Brown
 Dr. Raymond Burse
 Mr. John Chilton
 Mr. Al Cornish
 Ms. Diane Medley
 Ms. Mary Nixon
 Ms. Diane Porter
 Dr. David Schultz
 Mr. John Smith
 Ms. Sherrill Zimmerman

From the
University: Dr. Lori S. Gonzalez, Interim President
 Dr. Gerry Bradley, Interim Provost
 Dr. Kevin Gardner, Executive Vice President for Research and Innovation
 Mr. Dan Durbin, Executive Vice President for Finance and Administration
 Ms. Angela Curry, General Counsel and Vice President for Legal Affairs
 Dr. Toni Ganzel, Vice President for Academic Medical Affairs
 Mr. Josh Heird, Interim Vice President for Athletics and Athletic Director
 Ms. Mary Elizabeth Miles, Vice President for Human Resources
 Ms. Sandy Russell, Vice President for Risk, Audit, and Compliance
 Mr. Lee Gill, Vice President for Diversity and Equity
 Ms. Julie Dials, Co-Interim Vice President for University Advancement
 Ms. Mariana Barzun, Co-Interim Vice President for University Advancement
 Dr. Douglas Craddock, Interim Vice President for Community Engagement
 Dr. Michael Mardis, Vice President for Student Affairs and Dean of Students
 Mr. Rehan Khan, Vice President for Information Technology Services
 Dr. Cherie Dawson-Edwards, Vice Provost for Faculty Affairs
 Mr. John Drees, Sr. Assoc. Vice President for Communications and Marketing
 Mr. Mark Watkins, Chief Operations Officer
 Ms. Shannon Rickett, Associate Vice President for Government Relations

Mr. Rick Graycarek, Assistant. Vice President for Budget and Finance
Ms. Brigid Gies, Associate Vice President for University Counsel
Mr. John Karman, Executive Director of Communications and Marketing
Mr. Chris Wooton, Director, Internal Communications
Mr. Sajid Main, Assistant Vice President for Facilities Management
Ms. Melissa Shuter, Executive Director of BusinessOps, Support Services
Dr. Eugene Mueller, Professor of Chemistry, Faculty Senate Chair-elect
Ms. Meg Campbell, Executive Dir. of University Planning Design & Construction
Dr. Charlie Leonard, Former Director of National & International Scholarships
Dr. Joy Hart, Executive Director of University Honors Program
Ms. Bethany Smith, Fellowships Coordinator
Ms. Lauren Reuss, Student
Mr. Reese Bergschneider, Student
Ms. Leen Abozaid, Student
Mr. Seth Drake, Student
Ms. Ekaterina Kovatsenko, Student
Ms. Farhiya Shaban, Student
Ms. Emily Spicer, Student
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 Rogers called the roll and having determined a quorum present, he called the meeting to order at 1:12 p.m.

Conflict of Interest Affirmation

The Chair reminded all members of the board of their responsibility to avoid conflicts of interest and appearances of conflicts of interest. He stated each member has received the agenda and related information for this Board of Directors meeting. The Chair requested 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 Directors at this meeting, to please identify the conflict or appearance of conflict at this time.

No conflicts were identified.

Consent Agenda

Chair Rogers read the consent agenda as follows:

- **Approval of Minutes, 4-21-2022**
- **From the Governance, Trusteeship, & Nominating Committee, 7-14-2022**
 - **ULRF Signature Authority**

Mr. Cornish made a motion, which Mr. Abramson seconded, to approve the minutes of the consent agenda as listed.


The motion passed.

II. Adjournment

Having no other business to come before the board, Ms. Okorie made a motion, which Mr. Abramson seconded, to adjourn.

The motion passed and the meeting adjourned at 1:14 p.m.

Approved by:

 Signature on file _____
Assistant Secretary

RECOMMENDATION OF THE BOARD OF DIRECTORS
OF THE UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.
REGARDING AN UPDATED RESOLUTION ON SIGNATURE AUTHORITY

July 14, 2022

RECOMMENDATION:

The Interim President recommends that the Board of Directors adopt the attached revised signature authority resolution in the form [attached](#) as Exhibit A.

BOARD ACTION:

Passed X

Did Not Pass

Other

  **Signature on file**
 Assistant Secretary

Exhibit A

**RESOLUTION
BOARD OF DIRECTORS
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.**

WHEREAS, the Board of Directors (the Board) of the University of Louisville Research Foundation, Inc. (ULRF) did approve that certain resolution dated as of March 27, 2017 regarding signature authority on behalf of ULRF; and

WHEREAS, the Board desires to update the titles of the approved signers on behalf of ULRF, as well as to grant signature authority to additional University of Louisville (UofL) employees as described herein.

NOW, THEREFORE, BE IT RESOLVED that the individuals holding the following positions in their capacity as officers of ULRF or employees of UofL acting as agents for ULRF be and hereby are the only officers and agents of ULRF empowered to execute contracts on behalf of the University of Louisville Research Foundation, Inc. (including contracts with the Army, the Air Force, and the Veterans Administration, and other governmental agencies), except for authorization for sponsored projects of November 28, 1983 and patent/technology activities of May 22, 1995:

Title

President, ULRF (President, UofL)
Executive Vice President and University Provost, UofL
Executive Vice President for Research and Innovation, UofL
Chief Operating Officer, UofL
Chief Financial Officer, UofL
Treasurer/Controller, UofL
Chief Procurement Officer, UofL
Associate Vice President for Research and Innovation, UofL
Vice President for Budget & Finance, UofL

BE IT FURTHER RESOLVED that the individuals holding the following positions in their capacity as officers of ULRF or employees of UofL acting as agents for ULRF be and hereby are the only officers and agents of ULRF empowered to endorse securities for sale or subscription, purchase or sell securities, and execute any documents incident to the management and administration of investments, such as documents to include but not be limited to purchase or sale authorizations or agreements, exchange agreements, participation agreements, stock or bond powers and proxies:

Title

President, ULRF (President, UofL)
Executive Vice President and University Provost, UofL
Executive Vice President for Research and Innovation, UofL
Chief Operating Officer, UofL
Chief Financial Officer, UofL
Treasurer/Controller, UofL
Vice President for Budget & Finance, UofL

BE IT FURTHER RESOLVED that the individuals holding the following positions in their capacity as officers of ULRF or employees of UofL acting as agents for ULRF be and hereby are the only officers and agents of ULRF empowered to enter into and execute service agreements and provider and reimbursement related contracts for clinical activities and professional health care services:

Title

President, ULRF (President, UofL)
Executive Vice President and University Provost, UofL
Executive Vice President for Research and Innovation, UofL
Chief Operating Officer, UofL
Chief Financial Officer, UofL
Treasurer/Controller, UofL
Vice President for Budget & Finance, UofL

BE IT FURTHER RESOLVED that the authority granted by this resolution extends to the individuals holding the positions listed above at the time of signature, whether the individuals are then serving in a permanent, interim, or acting capacity. Further, in the event that the title of any of the positions listed above is changed or such title is no longer used by ULRF or UofL, the authority granted by this resolution is further intended to extend to the individuals holding any positions that have a substantially equivalent role within ULRF or UofL as those positions designated above.

BE IT FURTHER RESOLVED that this resolution, effective July 14, 2022, shall and does supersede any and all previous resolutions authorizing such signatures for the University of Louisville Research Foundation, Inc.

Certificate

I certify that I am the duly qualified Assistant Secretary of the Board of Directors of the University of Louisville Research Foundation, Inc., that the foregoing is a true copy of a resolution adopted at the regular meeting of such Board which was duly held on the 14th day of July, 2022, at which meeting a quorum was present, and a majority of members present voted in favor of the adoption of such resolution. I further certify that such resolution is still in full force and effect.

Dated this 14th day of July, 2022.



Signature on file
Assistant Secretary
Board of Directors
University of Louisville Research
Foundation, Inc.