

# **Board of Overseers Bylaws**

## **University of Louisville**



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## **Article 1 Mission and Objectives**

### **1.1 Function**

The function of the Board of Overseers shall be to provide the Office of the President with ongoing assistance in achieving the strategic mission of the University.

### **1.2 Objectives**

The primary objectives of the Board of Overseers shall be:

- i. to maintain and enhance the quality and efficiency of the University's programs,
- ii. to serve as a resource to the President for strategic planning and other special needs,
- iii. to strengthen external relations,
- iv. to assist the University in identifying and obtaining resources, and
- v. to assist the University in recruiting and retaining outstanding students.

### **1.3 Relationship to the University**

The Board of Overseers shall be recognized in *The Redbook* as an integral component of the University of Louisville, serving in an adjunct relationship to the Office of the President, and positioned in the University to reflect its advisory function to the President.

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## **Article 2 Meetings**

### **2.1 Annual Meeting**

The Annual Meeting of the Board of Overseers shall be held during the month of September. Annually, the Board shall elect officers and appoint members to the Board.

### **2.2 Regular Meetings**

Regular meetings of the Board of Overseers shall be held during the second week in the months of January, March, May, July, September, and November in each year.

### **2.3 Notice of Meetings**

Reasonable notice, orally or in writing, and an agenda for each regular or special meeting of the Board of Overseers shall be given to the members of the Board at least ten days prior to the meeting.

### **2.4 Organization of Meetings**

The Chairman of the Board of Overseers shall preside at all meetings. In the absence of the Chairman, the Vice Chairman shall preside. If both are absent, a Chairman pro tempore shall be chosen at the meeting from among the members there present. The Secretary of the Board shall act as Secretary of all meetings, but if the Secretary is absent, the Chairman shall appoint a Secretary pro tempore. Each

meeting shall include, but not be limited to, a report by the President and reports of the standing committees.

**2.5 Quorum**

Twelve members of the Board of Overseers shall constitute a quorum.

*(The structure and procedures for meetings of the Board and the standing committees are described in Appendix A.)*

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**Article 3 Membership of the Board**

**3.1 Composition**

The Board of Overseers of the University of Louisville shall consist of sixty (60) Regular members, at least two-thirds of whom shall reside in the Commonwealth of Kentucky, and Senior members. In addition, there may be Emeritus members. The membership shall be broadly representative of the public.

**3.1.1 Ex Officio Member**

The President of the University of Louisville Alumni Association (ULAA) shall serve as an ex officio member of the Board of Overseers during his or her term as ULAA President.

**3.2 Selection of Overseers**

The Board of Overseers shall appoint, or reappoint, at its Annual Meeting the number of members necessary to maintain sixty Regular members. The Board of Trustees and other University organizations may submit nominations to the Board of Overseers through the Nominating and Review Committee.

**3.2.1 Nomination of Overseers**

The Nominating and Review Committee shall forward its slate of nominees through the Executive Committee to the President of the University. Upon the approval of the President, the Chairman of the Board of Overseers shall present the nominees as Regular, Senior, or Emeritus members to the Board for election at the Annual Meeting.

**3.2.2 Nomination of Overseers to Fill Unexpired Terms**

The Chairman of the Board of Overseers shall notify the Chairman of the Nominating and Review Committee when a vacancy in an unexpired term occurs. Concurrently, the Chairman of the Board of Overseers shall determine whether the vacancy should be filled according to the regular nominating process as described in Article 3.2.1 or whether the vacancy should be filled prior to the Annual Meeting. If it be determined that the vacancy shall be filled prior to the Annual Meeting, the Nominating and Review Committee shall forward a slate of nominees to fill the vacancy through the Executive Committee to the President of the University. Upon the approval of the President, the Chairman of the Board of Overseers shall present the nominees as Regular or Senior members to the Board for election at the next regularly scheduled Board of Overseers meeting. If a member serves more than half of a term, it is considered a full term.

### 3.2.3

#### **Criteria for Nomination**

The Nominating and Review Committee shall nominate for membership individuals exhibiting dominant influence in at least one, preferably more, of the following areas:

- i. **Community Activity.** A prominent community leader involved in charitable, political, or civic organizations.
- ii. **Financial Contribution.** A major benefactor or donor to the fund-raising efforts of the University.
- iii. **University Service.** A person who has provided vigorous service to and support of the programs of the University.
- iv. **Commitment.** A person who exhibits the willingness and capacity to make a solid commitment to active involvement in the work of the Board of Overseers, agreeing to the following:
  - Attending an orientation session for Board members
  - Attending 50% or more of the Overseers meetings
  - Serving on committees of the Board
  - Making annual financial contribution (excluding athletic donor program) commensurate to personal and family income wealth
  - Assisting in the solicitation and cultivation of prospective donors

### 3.3

#### **Expulsion of Overseers**

Upon a two-thirds vote of the Executive Committee, with the approval of the President of the University, any member may be expelled.

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## **Article 4 Officers**

### **4.1 Principal Officers**

The officers of the Board of Overseers shall be a Chairman of the Board, a Vice Chairman, and a Secretary.

### **4.2 Election of Officers**

The Nominating and Review Committee shall recommend annually, through the Executive Committee to the President of the University, a slate of nominees for Chairman, Vice Chairman, and Secretary. Upon the approval of the President, the Chairman of the Board of Overseers shall present the nominees to the Board for election at the Annual Meeting.

### **4.3 Term of Office**

The officers shall assume office at the close of the Annual Meeting at which they are elected and shall serve until the close of the next Annual Meeting or until their successors assume office. Officers may serve two consecutive terms.

### **4.4 Duties of the Chairman**

The Chairman, who shall be elected by the Board of Overseers from among its members for a term of one (1) year, shall preside at all meetings of the Board of

Overseers and the Executive Committee, and shall perform such other duties and have such powers as are prescribed by the Board of Overseers. At the end of the term in office, the Chairman shall be elected to Senior status if he or she is not already a Senior member.

**4.5 Duties of the Vice Chairman**

The Vice Chairman, who shall be elected by the Board of Overseers from among its members for a term of one (1) year, shall perform all the duties and have all the powers of the Chairman during the absence or disability of the Chairman.

**4.6 Duties of the Secretary**

The Secretary, who shall be elected by the Board of Overseers from among its members for a term of one (1) year, shall see that proper minutes and records are kept of proceedings of the Board of Overseers, including all of its committees and shall present such minutes to the Board for its approval. In the absence of the Secretary or in the event of disability, such duties shall be performed by a Secretary pro tempore appointed by the Chairman.

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**Article 5 Classification of Overseers**

**5.1 Composition of the Board**

The Board of Overseers shall consist of Regular members, of which there shall be sixty (60), and Senior members. In addition, there may be Emeritus members.

**5.1.1 Ex Officio Member**

The President of the University of Louisville Alumni Association (ULAA) shall serve as an ex officio member of the Board of Overseers during his or her term as ULAA President.

**5.2 Regular Members**

Regular members shall be elected for three-year terms. After two consecutive terms of service, there shall be an interval of one year before a Regular member shall be eligible for another three-year term, except that this restriction may be waived for members of the Executive Committee.

**5.2.1 Criteria for Continuation of Regular Membership**

Regular members shall demonstrate interest in the advancement of the University by:

- i. attending an orientation session for members of the Board of Overseers,
- ii. attending 50% or more of the meetings of the Board of Overseers,
- iii. serving on committees of the Board,
- iv. making annual financial contributions (excluding athletic donor program) commensurate to personal and family income or worth,
- v. Assisting in the solicitation and cultivation of prospective donors to the University, and

- vi. Advocating and supporting the University's positions, with the following understanding that only the Chairman of the Board speaks for the Board of Overseers.

*(Procedures for orientation are described in Appendix B.)*

### **5.3 Senior Members**

Members shall be eligible for Senior status after completion of four terms as Regular members; two terms of service as Regular members and service as members of the Executive Committee; or service as Chairman of the Board of Overseers or Chairman of the Board of Trustees.

#### **5.3.1 Criteria for Continuation of Senior Membership**

Senior members shall demonstrate interest in the advancement of the University by:

- i. attending (at the minimum) one meeting annually of the Board of Overseers,
- ii. making annual financial contributions (excluding athletic donor program) commensurate to personal and family income or worth, and
- iii. Assisting in solicitation and cultivation of prospective donors to the University.

### **5.4 Emeritus Members**

An Emeritus member shall be a person upon whom emeritus membership is conferred by the Board of Overseers, upon recommendation of the Executive Committee, in recognition of signal service to the University of Louisville. There shall be no specified criteria for continuation of Emeritus membership.

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## **Article 6 Review of Eligible Board Members**

### **6.1 Annual Review**

The Nominating and Review Committee shall review annually all members of the Board of Overseers for compliance with the criteria described in Article 5 and shall submit its findings in writing to the Chairman of the Board of Overseers. Exclusion from review is prescribed in Article 6.2.

### **6.2 Exclusion from Review**

Emeritus members, members holding Senior status prior to July 1983, and former Chairmen of the Board of Trustees and the Board of Overseers shall be excluded from the annual review.

*(The function and procedure for nomination and review are described in Appendix C.)*

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## **Article 7 Committees of the Board**

### **7.1 In General**

The President of the University of Louisville or his designee(s) shall be an ex officio member(s) of all standing committees. In making committee appointments, the Chairman of the Board of Overseers shall not be restricted to selecting members of the Board of Overseers, but members of the Board shall constitute a majority of any standing committee.



**7.2 Standing Committees**

The nine standing committees of the Board, in addition to the Executive Committee, shall be a Community and Governmental Relations Committee, a Committee on Life Sciences, a University Development Committee, a Nominating and Review Committee, a Committee on Visiting Committees, a Student Recruitment and Retention Committee, a Scholarship Committee, and an Enrichment and Special Events Committee. The Chairman of the Board of Overseers shall appoint the chairman of each standing committee for a one-year term beginning November 1, and the Chairman of Board shall serve as an ex officio member of such committees.

**7.3 Executive Committee**

The Executive Committee shall consist of the officers of the Board of Overseers (Chairman, Vice Chairman, and Secretary), the immediate past Chairman, the chairmen of the nine standing committees, and at least two members at-large (to be appointed by the Chairman of the Board for one-year terms). The Executive Committee shall act for the Board of Overseers during the interim between meetings of the Board. The Executive Committee shall meet bimonthly in months alternating with the months in which the regular meetings of the Board of Overseers are held.

**7.4 Community and Governmental Relations Committee**

The Community and Governmental Relations Committee shall consist of at least four members of the Board of Overseers and shall be appointed by the Chairman of the Board after consultation with the Executive Committee. The Committee shall:

- i. assist the University in promoting policies that enhance its image;
- ii. influence public opinion in a manner that supports the programs and activities of UofL; and
- iii. serve as a forum for the discussion of the public relations implications of proposed University actions.

**7.5 Committee on Life Sciences**

The Committee on Life Sciences shall consist of at least five members. As provided in section 7.1 of these Bylaws, members may be appointed from among members of the Board of Overseers and individuals who are not members of the Board, but members of the Board shall constitute a majority of the committee. The committee chairman shall be a member of the Board. All members shall be appointed by the Chairmen of the Board of Overseers after consultation with the Executive Committee. The Committee on Life Sciences shall assist the University in the expansion of communication and collaboration between the community and Life Sciences, focusing on integration of Health Sciences with all the schools of the University.

**7.6 University Development Committee**

The University Development Committee shall consist of at least four members of the Board of Overseers who shall be appointed by the Chairman of the Board after consultation with the Executive Committee. The Committee shall consider the present and future needs of the University of Louisville and shall make recommendations to the Board of Overseers as it sees fit, and shall have overall responsibility for fund-raising as carried out by the Board of Overseers, whether among its members or outside.

**7.7 Nominating and Review Committee**

The Nominating and Review Committee shall consist of at least six members of the Board of Overseers and the Chairman of the Board of Trustees or his designee and shall be appointed by the Chairman of the Board of Overseers after consultation with the Executive Committee. The function and responsibility of the Nominating and Review Committee shall be to assure that members and officers of the Board of Overseers are individuals exhibiting the diverse talents necessary to accomplish the established goals of the Board and the University, and a willingness to serve those goals.

**7.8 Committee on Visiting Committees**

The Committee on Visiting Committees shall consist of three members of the Board of Overseers and shall be appointed by the Chairman of the Board after consultation with the Executive Committee.

**7.8.1 Visiting Committees**

The purpose of the Visiting Committees is to visit, evaluate, and report on the achievements and needs of units within the University or to carry out special assignments designated by the President of the University and thereby:

- i. maintain and enhance the quality and efficiency of the University's programs,
- ii. assist the University in meeting its urban mission,
- iii. evaluate University programs from various perspectives, and
- iv. provide the President, the Board of Overseers and, through the Board of Overseers, the public at large with accurate descriptions of the inner workings of the University.

*(The structure and procedures for visiting committees are described in Appendix D.)*

**7.9 Student Recruitment and Retention Committee**

The Student Recruitment and Retention Committee shall consist of at least four members of the Board of Overseers and shall be appointed by the Chairman of the Board after consultation with the Executive Committee. The Committee shall assist the University in recruiting excellent students from the Commonwealth, with a special emphasis on minority students, and in retaining those students within the University. The Committee shall assist the University in implementing and directing the Overseers Mentoring Program.

**7.10 Scholarship Committee**

The Scholarship Committee shall consist of at least four members of the Board of Overseers and shall be appointed by the Chairman of the Board after consultation with the Executive Committee. The Scholarship Committee shall assist the University in the coordination and direction of programs supported by the Board of Overseers, including, but not limited to, the Overseers International Seminar and the Overseers Scholars Development Program.

**7.11 Enrichment and Special Events Committee**

The Enrichment and Special Events Committee shall consist of at least four members of the Board of Overseers and shall be appointed by the Chairman of the Board after

consultation with the Executive Committee. The Committee shall plan and implement the annual orientation, other special events, and enrichment programs that will enable the Overseers to be more effective representatives of the University.

**7.12 Other Committees**

The Chairman of the Board may appoint such other committees for specified purposes as the Chairman deems appropriate.

**7.13 Organization of Committees**

Reasonable notice, orally or in writing, shall be given to the members of each Committee of meetings of Committees, by the Chairman of the Committee, by the Chairman of the Board of Overseers, or by the President of the University, stating the time, place, and purpose thereof. Any Committee authorized by the Board shall keep the minutes of its meetings. The transactions of each Committee during the interim between the Board meetings shall be reported at the next regular meeting of the Board by the Chairman of that committee.

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**Article 8 Representation on other Organizations**

The Chairman of the Board of Overseers, after consultation with the President, shall serve as or appoint any representatives of the Board of Overseers to other University organizations including University-affiliated corporations. The Chairman, in consultation with the President, shall review these appointments annually.

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**Article 9 Amendment Procedure**

These by-laws may be amended by a two-thirds vote of the members of the Board of Overseers present at any meeting at which a quorum is present, provided that a copy of the proposed amendment shall have been distributed to each member at least ten days prior to the meeting at which the vote on the proposed amendment is taken.

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**Article 10 Appendices**

The four appendices to these by-laws are not a part of these by-laws and may be amended by the respective standing committees set forth below with the approval of the Executive Committee.

- A. Structure and Procedures for Board Meetings—Executive Committee.
- B. New Member Orientation—Enrichment and Special Events Committee.
- C. Structure and Procedures for the Nominating and Review Committee—Nominating and Review Committee.
- D. Structure and Procedures for Visiting Committees—Committee on Visiting Committees.

Approved July 19, 1983

Amended: January 14, 1986; March 17, 1987; September 13, 1988; August 30, 1996;  
November 10, 1998; May 9, 2000; November 14, 2000; May 15, 2001; March 9, 2004;  
May 10, 2005

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## **Appendix A      Structure and Procedures for Board Meetings**

### **I.      Purpose of Board Meetings**

The primary purpose of the meetings of the Board of Overseers is to provide an opportunity for dialogue between the President of the University and Board members. The result of this dialogue should be ongoing assistance from the Board in achieving the strategic mission of the University.

### **II.     Recommended Guidelines**

#### **A.      Frequency**

The Board of Overseers shall meet bimonthly in alternating months. The Chairman shall be encouraged to cancel a meeting whenever, in the discretion of the Executive Committee, matters to be discussed do not warrant such meetings to be held.

#### **B.      Special Board Meetings**

Two special Board meetings shall be held each year as follows:

- i. An annual meeting shall be held for Board members and their spouses. The speaker for this meeting shall be regionally or nationally recognized as an authority on a subject matter which impacts the University of Louisville or higher education in general.
- ii. An annual luncheon meeting shall be held, with the principal speaker to be an individual critical to higher education in Kentucky.

#### **C.      Location and Time of Meetings**

Regular meetings, other than the special meetings, shall be held bimonthly in alternating months on the campus of the University of Louisville. Regular meetings shall begin at 4:00 p.m.

### **III.    Advance Planning for Board Meetings**

The Executive Committee shall meet with University officials to plan each Board meeting and its agenda. The agenda and supporting documentation should be distributed to the Board members at least ten days prior to the Board meeting. To assure attendance, a calendar of Board meetings, both regular and special, should be planned at least one year in advance and communicated to the Board members.

### **IV.    Recommended Agenda**

Set forth below is a description of the core agenda to be used as a guideline for regular meetings. It is recognized that a great deal of discretion and flexibility will be required in designing the Board agenda.

**Agenda Item**

**Person**

|   |                        |
|---|------------------------|
| Standing Committee Reports*   | Committee Chairpersons |
| Report of the President on current developments, trends, policy questions, etc. | President              |
| Question and answer period following the President's Report                     | President              |

*\*It is anticipated there will be occasions when a committee report may require considerably more time than usual. This contingency should be handled in the planning of the meeting. Executive summaries for reports of visiting committees should be distributed at least ten days prior to the Board meeting.*

**Appendix B      New Member Orientation**

The primary purpose of the orientation session is to give all new members of the Board of Overseers a full understanding and appreciation of the organization, its mission, and opportunities for involvement. The orientation should be held on a weekday (Tuesday, Wednesday, or Thursday) on the campus of the University.

The session should include:

- i. Introduction of key University individuals.
- ii. Review of the mission and objectives of the Board of Overseers and its relationship with the University.
- iii. Presentation of the history, tradition, and organization of the University of Louisville and the Board of Overseers.
- iv. Explanation of the Overseers' organization and programs.
- v. Description of Board member's responsibility to the University
  - a. Advocate for the positions of the University
  - b. Shall serve as an ambassador for the University in all matters
  - c. Support the Chair's position as the only spokesperson for the Board

**Appendix C      Structure and Procedures for the Nominating and Review Committee**

The Nominating and Review Committee shall consist of at least six members of the Board of Overseers and the Chairman of the Board of Trustees or his designee and shall be appointed by the Chairman of the Board of Overseers after consultation with the Executive Committee.

**Part I              Nomination of Overseers**  
**I.                  Membership Selection**

The function and responsibility of the Nominating and Review Committee shall be to assure that members and officers of the Board of Overseers are individuals exhibiting the diverse talents necessary to accomplish the established goals of the Board and the University, and a willingness to serve those goals with continuity of leadership.

Nominations shall be submitted through the Executive Committee to the President of the University. Upon approval of the President, the Chairman of the Board of Overseers shall submit the nominees as Regular, Senior, or Emeritus members to the Board for election at the Annual Meeting.

## **II. Criteria for Nomination**

The Nominating and Review Committee shall nominate for membership individuals exhibiting dominant influence in at least one, *preferably more*, of the following areas:

- A. Community Activity.** A prominent community leader involved in charitable, political, or civic organizations.
- B. Financial Contribution.** A major benefactor or donor to the fund-raising efforts of the University.
- C. University Service.** A person who has provided vigorous service to and support of the programs of the University.
- D. Commitment.** A person who exhibits the willingness and capacity to make a solid commitment to active involvement in the work of the Board of Overseers.

## **III. Election of Officers**

The Nominating and Review Committee shall recommend annually, through the Executive Committee to the President of the University, a slate of nominees for Chairman, Vice Chairman, and Secretary. Upon the approval of the President, the Chairman of the Board of Overseers shall present the nominees to the Board for election at the Annual Meeting.

## **Part II Classification of Overseers**

The Board of Overseers shall consist of sixty Regular members and Senior members. In addition, there may be Emeritus members.

### **I. Regular Member**

- A. Term.** The length of a term is three years. After two consecutive terms of service, there shall be an interval of one year before eligible for another three-year term, except that this restriction may be waived for members of the Executive Committee.
- B. Criteria.** Demonstrates interest in the advancement of the University by:
  - i. attending an orientation session for Board of Overseers members,
  - ii. attending 50% or more of the Board of Overseers meetings,
  - iii. serving on committees of the Board,

- iv. making annual financial contributions (excluding athletic donor program) commensurate to personal and family income or worth, and
- v. assisting in the solicitation and cultivation of prospective donors to the University.

## **II. Senior Members**

**A. Term.** Permanent as long as criteria are met.

**B. Eligibility.** Members shall be eligible for Senior status after completion of four terms as Regular members; two terms of service as Regular members and service as members of the Executive Committee; or service as Chairman of the Board of Overseers or Chairman of the Board of Trustees.

**C. Criteria.** Demonstrates interest in the advancement of the University by:

- i. attending (at the minimum) one meeting annually of the Board of Overseers,
- ii. making annual financial contributions (excluding athletic donor program) commensurate to personal and family income or worth, and
- iii. assisting in the solicitation and cultivation of prospective donors at the University.

## **III. Emeritus Members**

An Emeritus member shall be a person upon whom emeritus membership is conferred by the Board of Overseers, upon recommendation of the Executive Committee, in recognition of signal service to the University of Louisville. There shall be no specified criteria for continuation of Emeritus membership.

## **Part III**

### **Annual Review of Eligible Board Members**

To determine the eligibility status of members of the Board of Overseers, the Nominating and Reviewing Committee shall review annually all Regular and Senior members of the Board of Overseers, with the exception of Emeritus members and members holding Senior status prior to July 1983, and former Chairmen of the Board of Trustees and the Board of Overseers, and shall report its results in writing to the Chairman of the Board of Overseers.

As an assistance in this review, a record on each Regular or Senior member will be compiled by the Assistant Secretary of the Board of Overseers, which describes his or her adherence to the criteria for membership (see Classification of Overseers).

## **Part IV**

### **Nomination Procedures**

**A.** The Nominating and Review Committee shall meet with the Executive Committee prior to the Board's Annual Meeting to finalize a slate of nominees for Board election, or at the call of the Chairman of the Board of Overseers to fill interim vacancies.

- B.** The Committee will review the list of potential nominations for new members. All potential nominations will automatically be considered for two years. If the potential nominee is not elected to membership within two years, the nomination expires and the potential nominee's name will be removed from the list of potential nominees.
- C.** The Nominating and Review Committee will recommend to the Executive Committee new and reappointed members. If approved by the Executive Committee, the recommendation will be forwarded to the President.
- D.** The full Board will vote on the Committee's recommendation.
- E.** The Chairman of the Board of Overseers will officially notify the new members of their election to the Board.

## **Appendix D      Structure and Procedures for Visiting Committees**

### **I.      Purpose**

The purpose of the visiting committees is to visit, evaluate, and report on the achievements and needs of units within the University or to carry out special assignments designated by the President of the University and thereby:

- A.      Quality.** To maintain and enhance the quality and efficiency of the University's programs.
- B.      Urban Mission.** To assist the University in meeting its state and urban mission.
- C.      New Perspectives.** To evaluate the University's programs from various perspectives.
- D.      Accurate Descriptions.** To provide the President, the Provost, the Board of Overseers and, through the Board of Overseers, the public at large with accurate descriptions of the inner workings of the University.

### **II.     Establishment**

- A.      Authority to Establish and Number.** Upon the request of the President of the University, the Chairman of the Board of Overseers shall establish a visiting committee with respect to a particular unit of the University, or to carry out special assignments designated by the President. No more than one visiting committee shall be appointed per academic semester, except under the most compelling of circumstances.
- B.      Term.** Each visiting committee shall be established for an active term of two years. Thereafter, the committee shall be deemed inactive unless it is re-activated by the Chairman of the Board of



Overseers acting upon the request of the President or until dissolved at the President's request.

### **III. Appointment and Term of Members**

#### **A. Chairman.**

- i. The Chairman of the Board of Overseers shall appoint the chairman of each visiting committee after consultation with the President of the University or his designee and the Committee on Visiting Committees of the Board of Overseers.
- ii. Each visiting committee chairman shall be an active member of the Board of Overseers.

#### **B. Other Members.**

- i. The chairman of each visiting committee shall appoint its other members after consultation with the Chairman of the Committee on Visiting Committees, the President or his designee, and the dean or administrative head of the unit to be visited.
- ii. The size of each visiting committee, including the chairman, shall usually be from 7 to 15 members.
- iii. Each visiting committee shall include at least one member of the Board of Overseers in addition to the chairman of that visiting committee. The chairman of each visiting committee shall use his best efforts to assure that the membership of the visiting committee includes, in addition, at least three persons with significant professional experience in activities of the type conducted by the unit to be visited, at least two persons with no such experience, at least one alumnus or alumna of the University, and at least one recent graduate of the University. The chairman, with the assistance of the President or his designee, shall use his best efforts to attract to the visiting committee at least one member who is not a resident of the Metropolitan Louisville area with significant professional experience in activities of the type conducted by the unit to be visited.
- iv. No member of the Board of Trustees of the University, no employee of the University, and no full-time student of the University shall be eligible for membership on any visiting committee, unless the committee chairman can demonstrate to the President or his designee compelling circumstances why such person(s) should be made members.
- v. The administrative head of the unit to be visited, or his designee, shall serve as a consultant to the committee and shall be invited to attend such committee or sub-committee meetings as deemed appropriate by the chairman of the visiting committee and the President or his designee.

- C. **Term.** Each chairman of a visiting committee shall serve a single two-year term as chairman, and may serve no more than two consecutive two-year terms as a regular member of that visiting committee. Each regular member of each visiting committee shall serve for a term of two years and may serve not more than two consecutive such terms. The Chairman of the Committee on Visiting Committees may modify these terms, in his discretion, in order to maintain necessary continuity in any visiting committee or to allow a member of a visiting committee to become the chairman of that committee without an interval in service.

#### IV. **General Duties of the Chairman**

- A. **Review of this Statement.** Before undertaking his duties, the chairman of each visiting committee shall review this Statement of Structure and Procedures, all prior reports of that visiting committee, and reports of other visiting committees deemed appropriate by the Chairman of the Committee on Visiting Committees.
- B. **Work Schedule.** The chairman, in consultation with the Special Assistant for Visiting Committees, the Chairman of the Committee on Visiting Committees, and the dean or administrative head of the unit to be visited, shall prepare a brief written work schedule for the visiting committee. The chairman shall use his best efforts to see that the committee completes its work which includes his oral report to the Board of Overseers within six months from the date the committee was formed.
- C. **Recruitment of Members.** The chairman, with the assistance of the Special Assistant for Visiting Committees, shall contact prospective members of the visiting committee, advise them fully of the duties and the proposed work schedule, and obtain their consent to serve.
- D. **Initial Meeting.** The chairman shall call an initial meeting of all members of the visiting committee for the purpose of explaining the functions and responsibilities of the committee, to set an agenda for visits, to agree on a work schedule, to acquaint the committee members with the unit to be visited, and to conduct any other business deemed appropriate. The chairman shall be assisted in this regard by the Special Assistant for Visiting Committees, and the administrative head of the unit to be visited.
- E. **Dissemination of Information.** The chairman, with the assistance of the Special Assistant for Visiting Committees and the administrative head of the unit to be visited, shall assemble and disseminate background information to all designated committee members prior to meetings and visitations.
- F. **Liaison with Committee on Visiting Committees.** The Chairman shall maintain close contact with the Chairman of the

Committee on Visiting Committees, the Special Assistant for Visiting Committees, and the administrative head of the unit during the visitation process regarding the progress of the committee's work.

**G. Drafting Report.** The chairman shall have the responsibility of drafting the written report of the visiting committee in accordance with Section VII of this Statement of Structure and Procedures. The chairman may make a request to the Special Assistant for Visiting Committees for assistance in assembling the report.

**H. Call of Meetings and Visits.** The chairman, with the assistance of the Special Assistant for Visiting Committees, shall organize and call each meeting and visit of his visiting committee.

**V. Visitation Procedures**

**A. Preparation for Visits.** Before making their visits, each visiting committee shall review:

- i. Applicable previous visiting committee reports, University responses, and materials regarding University follow-up to previous reports.
- ii. Reports regarding the unit prepared within the unit, by any special committee, by students within the unit, or from any other source.
- iii. Background materials, planning documents, and compilations of statistics prepared by the dean or administrative head of the unit to be visited.

**B. Activities to be Visited.** Although there is no standard form of visitation, the committee's visit or visits shall include, where appropriate, visits to:

- i. Classes conducted by senior and junior faculty members, seminars, and tutorials.
- ii. Related library facilities.
- iii. Related laboratory facilities.
- iv. Other physical facilities of the University related to the unit.
- v. Similar units at the University of Kentucky, Indiana University, or other comparable universities.

**C. Persons to be Interviewed.** The visits should include, wherever appropriate, meetings with:

- i. The dean or administrative head of the unit.

- ii. A broadly representative sample of faculty members.
- iii. Graduate and undergraduate students.
- iv. Administrators and staff persons.
- v. Similar persons in other universities, research centers, foundations, and other institutions.

## **VI. Areas of Inspection**

The visiting committee should consider all of the following areas of inspection in planning and implementing its visits to academic units and the visits of its sub-committees and individual members.

### **A. Curriculum and Course Offerings**

- i. Review of courses offered.
- ii. Analysis of why certain courses are not offered.
- iii. Plans for additions or deletions in course offerings.
- iv. Comparison with offerings by other units within the University.
- v. Comparison with offerings by other universities in the region.

### **B. Departmental Goals**

- i. Identification of goals.
- ii. Success of unit in reaching goals.
- iii. Availability of resources to meet goals.
- iv. Procedure for establishing existing and additional goals.

### **C. Methods of Instruction**

- i. Categorization and cataloguing of various methods of instruction, such as large lectures, small classes, tutorials, and individual instruction.
- ii. Use of equipment and other teaching aids.
- iii. Use of written materials.
- iv. Overall academic excellence.
- v. Enthusiasm of faculty.
- vi. Enthusiasm of students.

**D. Administration of Unit**

- i. Evaluation of administrative practices and procedures.
- ii. Planning process and practices.
- iii. Efficiency in use of funds.
- iv. Quality of administrative staff.

**E. Research**

- i. Review of research in progress.
- ii. Dissemination of research product in national academic community.
- iii. Evaluation of resources for research.
- iv. Coordination of research within unit and with other units.

**F. Facilities**

- i. Current condition of building and equipment.
- ii. Library resources.
- iii. Laboratory resources
- iv. Plans for replacement and upgrading of facilities.

**G. Students**

- i. Overall caliber of students.
- ii. Student morale.
- iii. Role of minority students.
- iv. Role of women students.
- v. Placement of students upon graduation.
- vi. Long range plans for recruitment and admission.

**H. Faculty**

- i. Overall quality of faculty.
- ii. Gaps in faculty.
- iii. Role of minority faculty members.
- iv. Role of women faculty members.

- v. Policies regarding tenure.
- vi. Role of faculty committees.
- vii. Relationship of faculty to dean or department head.
- viii. Faculty morale.
- ix. Teaching load.
- x. Publications by faculty.
- xi. Use of teaching fellows.

**I. Alumni and Alumnae**

- i. Interest and support of graduates of the unit.
- ii. Programs of the unit to maintain contact with graduates.

**VII. Reports and Responses**

**A. Substance of Report.** In preparing its written report, the committee shall:

- i. Identify the methods of inquiry and the general sources of information used.
- ii. Make findings of fact.
- iii. Identify the particular strengths and successes of the unit.
- iv. Make specific itemized recommendations of improvements in the unit stating the reasons therefore.
- v. Be mindful that each unit of the University always could use additional funds.

**B. Submission for Corrections.** After review and approval by all members of the visiting committee taking part in the visits, the chairman shall submit the written report as promptly as possible to the dean or administrative head to check for factual errors. Any factual errors shall be corrected before the report is submitted to the Board of Overseers.

**C. Submission for Review.** The Special Assistant for Visiting Committees, after the final approval of the report by the committee, shall submit the report to the President and the Committee on Visiting Committees, either of which, in consultation with the others, may request additions to or deletions from the report.

**D. Meeting with President.** The President or his designee shall meet with the chairman of the visiting committee and its

members in the course of the preparation of the report.

- E. The Chair of the Visiting Committee.** The chairman of the visiting committee shall be responsible for the drafting of an executive summary of the report, a copy of which will be sent to the Chairman of the Board of Overseers.
- F. Oral Report to Board of Overseers.** The chairman of the visiting committee shall make a 10 to 20 minute oral report at a regular or special meeting of the Board of Overseers summarizing the report of the visiting committee. The Chairman of the Board of Overseers shall invite all members of the visiting committee to that meeting, and shall make available to each member of the Board of Overseers a copy of the executive summary of the report and, upon request, the full visiting committee report.
- G. University's Response.** The President or his designee shall give an oral response to the visiting committee's report normally at the next regular meeting of the Board of Overseers. Additionally, the President or his designee shall submit to the chairman of the visiting committee and the Chairman of the Committee on Visiting Committees a written response to the report within 60 days after it is submitted to the Board of Overseers. The Chairman of the Committee on Visiting Committees may make available to each member of the Board of Overseers a copy of the response.
- H. Transmittal to Board of Trustees.** The President may, in his discretion, transmit copies of the final report or summaries thereof to the Board of Trustees.
- I. University's Update.** Within one year after the delivery of the report to the Board of Overseers, the President or his designee, in consultation with the chairman of the visiting committee, shall report to the Board of Overseers what actions have been taken on the visiting committee's recommendations. The chairman of the visiting committee may make a report to the committee members regarding the meeting, including the substance of the update.

#### **VIII. Duties of the Special Assistant for Visiting Committees**

- A. General Assistance.** To assist the Provost or appropriate Vice President with the visit and to act as their designee where appropriate.
- B. Coordinator.** To coordinate University staff assistance for each visiting committee and assist the committee in meeting its responsibilities.
- C. Assistance in Communications.** To maintain communication between the Office of the President and the Provost or the appropriate Vice President and the dean or administrative head of the unit to be visited.