

## AGENDA

### UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

January 13, 2022

#### SECTION I – GENERAL AND ACADEMIC MATTERS

##### A. APPROVAL OF MINUTES OF NOVEMBER 4, 2021, MEETING

##### B. ESTABLISHMENT OF NEXT MEETING DATE AND LOCATION

##### C. PRESIDENT’S REPORT

##### D. REPORT ON THE INDIANA GENERAL ASSEMBLY

A report will be presented on the 2022 session of the Indiana General Assembly.

##### E. APPROVAL OF CONFLICT OF INTEREST STATEMENTS

Indiana Code 35-44.1-1-4 states that a public servant commits conflict of interest, a Level 6 felony, if the public servant knowingly or intentionally has pecuniary [financial] interest in, or derives a profit from, a contract or purchase connected with an action by the governmental entity served by the public servant.

It is not an offense under Indiana Code 35-44.1-1-4 if the public servant makes a full and truthful disclosure, in writing, to the governmental entity of a conflict or potential conflict. A public servant may comply with the disclosure requirement by submitting for approval to the Board of Trustees a statement of pecuniary interest on an annual basis.

To ensure individual compliance with the disclosure requirement, the University requires statements from trustees and senior staff, including those with no potential conflicts of interest to disclose. A list of individuals who have submitted a Possible Conflict of Interest Disclosure Statement for calendar year 2022 is in Exhibit I-A. This list must be approved by the Board of Trustees and then statements will be forwarded to the Indiana State Board of Accounts.

Approval to certify the Board of Trustees has reviewed and accepted the disclosure statements in Exhibit I-A is recommended.

##### F. RECOMMENDATION OF AMENDMENT TO BOARD OF TRUSTEES BYLAWS

Article VI Section 2 of the Bylaws of the University of Southern Indiana Board of Trustees ("Board") states "These bylaws may be altered, amended, or repealed at any meeting of the Board of Trustees by a majority vote of the members of the Board of Trustees, provided that the Amendment was presented in writing at the previous meeting of the Board of Trustees." The following amendment was presented to the Board at its meeting on November 4, 2021. Exhibit I-B includes a copy of the bylaws with the proposed amendment.

Approval of the amendment to the Board of Trustees Bylaws is recommended.

**BE IT RESOLVED**, that it is proposed that Article V Section 3 of the Bylaws of the University of Southern Indiana Board of Trustees be amended to read:

Section 3. Ad Hoc Committees

**BE IT FURTHER RESOLVED**, that it is proposed that the previous Article V Section 3 of the Bylaws of the University of Southern Indiana Board of Trustees, titled Nominating Committee, be amended to identify as Subsection (a) under Section 3 of Article V:

(a) Nominating Committee. An ad hoc committee, the Nominating Committee is appointed by the Chair at the May meeting of the Board of Trustees. The committee prepares a slate of officers to be

elected at the Annual Meeting of the Board. It also reviews and revises the policy statement on Board leadership, which has guided the Nominating Committee since the statement was adopted by the Trustees in 1986:

"It is the sense of the Nominating Committee that the leadership of the officers of the Board of Trustees should be balanced between the elements of continuity and change – continuity to provide a kind of stability in the leadership of the Board; change to take advantage of the talents of the several members of the Board."

"To that end, without establishing maximum terms of office for any officer position of the Board, it is recommended that, at each annual election of officers, the Board consciously consider the values both of continuity and change for each officer position and of the development of new leadership among the Board and the University officers.

**BE IT FURTHER RESOLVED**, that it is proposed that the Bylaws of the University of Southern Indiana Board of Trustees be amended to include Subsection (b), titled Presidential Compensation and Evaluation Committee, under Section 3 of Article V.

(b) Presidential Compensation and Evaluation Committee. An ad hoc committee, the Presidential Compensation and Evaluation Committee is appointed annually by the Chair of the Board at the March meeting of the Board of Trustees. The Presidential Compensation and Evaluation Committee shall consist of a minimum of three trustees, with the First Vice Chair of the Board serving as Committee Chair. The Committee shall be charged with conducting research and review to provide the information necessary for the Board to evaluate both the President's performance and the University's presidential compensation. The Committee shall complete its review and present any findings no later than the July meeting of the Board of Trustees. The Committee may present its evaluation to the full Board within Executive Session, as allowed under Indiana Code.

## **SECTION II – FINANCIAL MATTERS**

### **A. REPORT OF CONSTRUCTION CHANGE ORDERS APPROVED BY THE VICE PRESIDENT FOR FINANCE AND ADMINISTRATION**

The construction change orders approved by the vice president for Finance and Administration Exhibit II-A will be reviewed.

### **B. UPDATE ON CURRENT CONSTRUCTION PROJECTS**

A report will be presented on current construction projects. Exhibit II-B includes a summary of the cost and funding sources for each project.

### **SECTION III - PERSONNEL MATTERS**

#### **A. REPORT ON FACULTY, ADMINISTRATIVE, AND STAFF RETIREMENTS**

The following retirements will be reviewed.

IT Inventory Associate Vicki L. Bierley, retired on January 4, 2022, after 17 years of service.

Administrative Associate Lisa C. Staples, retired on November 6, 2021, after 17 years of service.

Custodial Worker Keith A. Wright, retired on December 2, 2021, after 13 years of service.

**Possible Conflict of Interest Disclosure Statements  
Filed for 2022**

DATE	NAME/ TITLE	VENDOR/ CONTRACTOR	DESCRIPTION OF FINANCIAL INTEREST
12-01-21	Carey Beury Senior Executive Assistant to the President	None	N/A
11-22-21	Shelly B. Blunt Associate Provost for Academic Affairs	None	N/A
11-30-21	David A. Bower Vice President for Development; President USI Foundation	None	N/A
11-22-21	Steven J. Bridges Vice President for Finance and Administration	None	N/A
12-14-21	William Harold Calloway Trustee	None	N/A
12-07-21	Liam H. Collins Student Trustee	None	N/A
11-23-21	Michael Dixon Director of Graduate Studies; Professor of History	None	N/A
11-30-21	Khalilah T. Doss Vice President for Student Affairs	None	N/A
11-23-21	Anastasia M. Draper Interim Chief Information Officer	None	N/A
12-01-21	John M. Dunn Trustee	Dunn Hospitality Group	Majority Stockholder
12-06-21	Daniel M. Fuquay Trustee	None	N/A
11-22-21	Jon Mark Hall Director of Athletics	Hall Communications	Spouse Employee
11-23-21	Jennifer R. Hammat Dean of Students	None	N/A
11-23-21	Jacob Hansen Academic Advisor; and Administrative Senate Chair	None	N/A

DATE	NAME/ TITLE	VENDOR/ CONTRACTOR	DESCRIPTION OF FINANCIAL INTEREST
11-22-21	Kimberly Hille Associate Professor of Dental Hygiene; Chair of Dental Assisting and Dental Hygiene; Council of Department Chairs/Program Directors Chair	None	N/A
11-22-21	Mary A. Hupfer Associate Vice President for Finance and Administration; Foundation Fiscal Officer	None	N/A
12-01-21	Christine H. Keck Trustee	None	N/A
11-23-21	Mohammed Khayum Provost	None	N/A
12-01-21	Jeffrey L. Knight Trustee	Old National Bank	Shareholder & Employee
11-30-21	Brian McGuire Interim Dean, Romain College of Business;	None	N/A
11-30-21	Zane W. Mitchell Jr. Dean, Pott College of Science, Engineering and Education; Professor of Engineering	None	N/A
12-01-21	Nita Musich Executive Assistant to the President	None	N/A
11-22-21	Melinda Roberts Interim Dean, College of Liberal Arts	None	N/A
12-01-21	Ronald S. Rochon President	Deaconess Hospital and Deaconess Health System WNIN	Director Director
12-01-21	Ronald D. Romain Trustee	None	N/A
12-01-21	Christina M. Ryan Trustee	German American Bank Corp Deaconess Hospital Henderson	Shareholder None
12-07-21	Kenneth L. Sendelweck Trustee	Merrill Lynch/Bank of America	Employee
12-01-21	Rashad Smith Executive Director for Enrollment	None	N/A
11-30-21	Jeffrey M. Spohn Director of Procurement	None	N/A

DATE	NAME/ TITLE	VENDOR/ CONTRACTOR	DESCRIPTION OF FINANCIAL INTEREST
11-29-21	Dawn M. Stoneking Executive Director of Outreach and Engagement	None	N/A
12-01-21	Rex Strange Associate Professor of Biology; and Faculty Senate Chair	None	N/A
11-22-21	Kindra L. Strupp Vice President for Marketing and Communications	None	N/A
11-22-21	Connie Swenty Interim Dean, College of Nursing and Health Professions	None	N/A
11-23-21	Aaron C. Trump Chief Government and Legal Affairs Officer	None	N/A
11-22-21	Sarah Will Interim Director of Human Resources	None	N/A
11-22-21	Rhonda Woolsey Special Events Supervisor; Staff Council Chair	None	N/A
11-30-21	Emilija Zlatkovska Director for International Programs and Services; Affiliate Assistant Professor of English, Director of Intensive English Program	None	N/A

Amended January 13, 2022

## **BYLAWS OF THE UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES**

### **Article I**

#### **NAME AND SEAL**

Section 1. Name. The name of the Board of Trustees is fixed by Indiana statute as the University of Southern Indiana Board of Trustees.

Section 2. Name of the University. The name of the University under the control of the Board of Trustees is fixed by Indiana statute as University of Southern Indiana.

Section 3. Seal. The seal of the Board of Trustees shall be a circular disc with the words “University of Southern Indiana-Seal” around the outer edge and the words “Board of Trustees” in the center.

### **Article II**

#### **MEMBERSHIP**

Section 1. Membership of the Board of Trustees shall conform with the Indiana statute governing the membership of this Board of Trustees.

### **Article III**

#### **MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held after July 1 at a time and place as shall be fixed in the notice of such meeting, for the purpose of electing officers and transacting such other business as may be brought before the meeting. Notice of such annual meeting shall be mailed or emailed by the secretary to each member not less than five (5) days in advance of such meeting.

Section 2. Order of Business. The order of business at the annual meeting shall be as follows:

1. Roll call
2. Reading of the notice of the meeting
3. Reading of the minutes of the preceding annual meeting and action thereon
4. Reports of officers
5. Reports of special committees
6. Election of officers
7. Other business

Section 3. Delayed Annual Meeting. Upon failure to hold any annual meeting at the time previously prescribed, such meeting may be called at a later date upon request of two members of the Board of Trustees or by the Chair of said Board of Trustees.



Section 4. Regular Meetings. Regular meetings of the Board of Trustees shall be held on a date established at the preceding meeting of the Board of Trustees. The secretary shall give five (5) days notice of each regular meeting in person or by mail, email, or telephone.

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair of the Board of Trustees or by majority of the Board of Trustees and may be held at such place, within the State of Indiana, as shall be fixed in the notice of each meeting. Notice of such special meetings shall be mailed or given personally or by telephone or email by the secretary to each member not less than five (5) days in advance of such meeting.

Section 6. Quorum. At all meetings of the Board of Trustees there shall be at least a majority of all the members in order to constitute a quorum. If at any meeting of the Board of Trustees there shall be less than a quorum present, such meeting shall be adjourned from time to time until a sufficient number of members are present to constitute a quorum. In the event there is less than the total membership present at the Board of Trustees meeting, but a quorum is present, all actions of the Board of Trustees require a majority vote of the total Board of Trustees members.

Section 7. Electronic Attendance. A member may participate in a meeting by an electronic method of communication as coordinated by the secretary. The secretary shall ensure that the electronic method of communication allows all participating members to simultaneously communicate with each other in both an executive session and a public meeting. The secretary shall ensure that the electronic method of communication allows the public to simultaneously attend and observe the public meeting. A member who participates in the meeting by an electronic method of communication shall be considered present for purposes of establishing a quorum but may participate in any final action taken at the meeting only if the member can be seen and heard. At least fifty percent (50%) of the members of the governing body must be physically present at a meeting. A member of the governing body may not attend more than fifty percent (50%) of the governing body's meetings in a calendar year by electronic communication. A member may not attend more than two (2) consecutive meetings by electronic communication.

Section 8. Minutes. As the meeting progresses, the minutes shall be kept and shall include the following: (1) the date, time, and place of the meeting; (2) the name of each member of the governing body who was physically present at the place where the meeting was conducted, participated in the meeting by using an electronic method, or was absent; (3) identify the electronic means of communication by which members of the governing body participated in the meeting and the public observed the meeting; (4) the general substance of all matters proposed, discussed, or decided; and (5) a record of all votes taken by individual members if there is a roll call.

Section 9. Waiver of Notice. Notice of any meeting of the Board of Trustees may be waived in writing by any member, and the presence in person of any member at any meeting shall be deemed to be a waiver of notice of such meeting by such member.

Section 10. Powers of the Board of Trustees. In addition to the powers specifically granted by statutes of the State of Indiana, the Board of Trustees has and may exercise all other implied powers reasonably required for the conduct of the affairs of the University of Southern Indiana. The Board of Trustees may from time to time, by resolution, prescribe the manner in which all contracts shall be

executed. In the absence of such provision, all contracts shall be executed by the Chair or a Vice Chair, and the corporate seal shall be affixed and attested by the Secretary or Assistant Secretary.

## Article IV

### OFFICERS

Section 1. Officers of the University. The officers of the University shall be the Chair, one or more Vice Chairs, a Secretary, Assistant Secretary, and Treasurer of the Board of Trustees, the President and one or more Vice Presidents.

#### Terms

In order to afford each Trustee the opportunity to become Chairperson, the following succession plan is required. The Chair shall serve a term of two consecutive years only, subject to their individual gubernatorial appointment term. However, a previous Chair may be re-elected, after a minimum of a one-year absence as Chair. In the event they are not reappointed, the Board of Trustees shall elect a qualified replacement to complete the remaining term. The elected officer shall then serve the remaining term in addition to their two-year term of office. The President and Vice Presidents shall serve such terms as may be determined by the Board of Trustees at the time of their appointment or election. The one or more Vice Presidents shall be appointed by the President with approval of the Board of Trustees.

Section 2. Election. At its annual meeting and subject to the required term limits noted above, the Board of Trustees shall elect from among its membership a Chair, one or more Vice Chairs (to be designated as First Vice Chair, Second Vice Chair, and so on), and a Secretary and shall also appoint qualified persons, not members of the Board of Trustees, to serve as Assistant Secretary and as Treasurer. Each officer shall be elected for a term of one year or until his/her successor shall be elected and qualified.

Section 3. Vacancies. Whenever a vacancy occurs in an office by death, resignation, or otherwise, the same shall be filled by the Board of Trustees and the officer so elected or appointed shall hold office for the balance of the term of said office or until his successor is chosen and qualified.

Section 4. The Chair. The Chair shall preside at all meetings of the Board of Trustees, discharge all the duties which devolve upon a presiding officer, and perform such other duties as the bylaws provide or the Board of Trustees may prescribe.

Section 5. The Vice Chairs. The Vice Chairs shall perform all duties incumbent upon the Chair during the absence of or disability of the Chair or a Vice Chair by order of their designation first, the First Vice Chair, and second, the Second Vice Chair and so forth and perform any such other duties as the bylaws may require or the Board of Trustees may prescribe.

Section 6. The Secretary. The Secretary shall keep a record of the proceedings of all meetings and shall notify the members of all meetings and shall further be responsible for carrying on all correspondence as directed by the Board of Trustees. The Secretary also shall perform and discharge such other duties as the bylaws provide or the Board of Trustees may prescribe.

Section 7. The Assistant Secretary. The Assistant Secretary shall perform all duties incumbent upon the Secretary during the absence of or disability of the Secretary and perform such other duties as the bylaws may require or the Board of Trustees may prescribe.

Section 8. The Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board of Trustees in overseeing the financial resources of the University including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by the University. The Treasurer shall assure that all books and accounts are accurately kept and furthermore, shall present periodically a full and detailed financial statement to the Board. The Treasurer shall monitor the investments of the University including all funds and endowments. In addition, the Treasurer shall be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board of Trustees or required by state statute.

Section 9. The President. The President of the University shall be the Chief Executive Officer of the University and the official advisor to and executive agent of the Board of Trustees. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, and except as otherwise provided in these bylaws, shall be ex officio a member of all committees of the Board without power to vote.

## **Article V**

### **COMMITTEES**

Section 1. Executive Committee. The Executive Committee consists of the officers of the Board of Trustees (Chair; First Vice Chair; Second Vice Chair; Secretary). The president of the University is an ex officio member of the Executive Committee; without vote.

#### Section 2. Standing Committees

(a) Academic Affairs and Enrollment Management Committee. The Academic Affairs and Enrollment Management Committee shall consist of a minimum of four trustees, and the Board of Trustees will select one of these members to serve as Committee Chair. The Chair of the Board of Trustees is an ex officio member of the Academic Affairs and Enrollment Management Committee with the privilege of voting. The President of the University is an ex officio member without vote. The Committee shall meet at least four times annually, with regular reports to the full Board. The Academic Affairs and Enrollment Management Committee is responsible for reviewing and making recommendations to the Board of Trustees regarding the institution's academic mission, as well as policies and resources needed to realize that mission, and to ensure the quality and integrity of each of the University of Southern Indiana's academic programs. The Committee also monitors and makes recommendations to the Board regarding the institution's policies, plans, and initiatives for student recruitment, retention, and financial assistance. The Committee shall provide governance oversight on such matters as academic program development, review, accreditation and discontinuance; faculty tenure; major academic initiatives; maintain an appropriate balance among teaching, research/scholarship and service; and recruitment and retention programs and plans.

(b) Finance/Audit Committee. The Finance/Audit Committee will consist of a minimum of four trustees, and the Board of Trustees will select one of these members to serve as Committee chair. The Chair of the Board of Trustees is an ex officio member of the Finance/Audit Committee with the privilege of voting. The President of the University is an ex officio member of the Committee without vote. The Committee shall meet at least four times per year with regular reports to the Board. The Finance/Audit Committee is responsible for reviewing and making recommendations to the Board of Trustees regarding the institution's financial accounting and financial reporting, internal controls, risk management, proposed financial budgets and goals and to assist the Board in fulfilling its responsibilities to oversee the financial management of the University of Southern Indiana.

### Section 3. Ad Hoc Committees

(a) Nominating Committee. An ad hoc committee, the Nominating Committee is appointed by the Chair at the May meeting of the Board of Trustees. The committee prepares a slate of officers to be elected at the Annual Meeting of the Board. It also reviews and revises the policy statement on Board leadership, which has guided the Nominating Committee since the statement was adopted by the Trustees in 1986:

"It is the sense of the Nominating Committee that the leadership of the officers of the Board of Trustees should be balanced between the elements of continuity and change – continuity to provide a kind of stability in the leadership of the Board; change to take advantage of the talents of the several members of the Board."

"To that end, without establishing maximum terms of office for any officer position of the Board, it is recommended that, at each annual election of officers, the Board consciously consider the values both of continuity and change for each officer position and of the development of new leadership among the Board and the University officers.

(b) Presidential Compensation and Evaluation Committee. An ad hoc committee, the Presidential Compensation and Evaluation Committee is appointed annually by the Chair of the Board at the March meeting of the Board of Trustees. The Presidential Compensation and Evaluation Committee shall consist of a minimum of three trustees, with the First Vice Chair of the Board serving as Committee Chair. The Committee shall be charged with conducting research and review to provide the information necessary for the Board to evaluate both the President's performance and the University's presidential compensation. The Committee shall complete its review and present any findings no later than the July meeting of the Board of Trustees. The Committee may present its evaluation to the full Board within Executive Session, as allowed under Indiana Code.

## Article VI

### AMENDMENTS

Section 1. The power to make, alter, amend, or repeal these bylaws is vested in the Board of Trustees.

Section 2. These bylaws may be altered, amended, or repealed at any meeting of the Board of Trustees by a majority vote of the members of the Board of Trustees, provided that the amendment was presented in writing at the previous meeting of the Board of Trustees.

**Summary of Construction Change Orders  
Authorized by the Vice President for Finance and Administration**

**PHYSICAL ACTIVITIES CENTER (PAC) RENOVATION PHASE II**

**Empire Contractors, Inc. - General Contractor**

CO P040	Changes to avoid a buried Communications line in Parking lot, added a railing near RFC, and altered metal work of joint connecting PAC with the Arena.	\$ 9,868.00
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**Summary  
Construction Projects**

**January 13, 2022**

**Projects In Design**

**Health Professions Renovation/Addition**

**Project Cost** **\$ 30,000,000**

Funding Source: Legislative Appropriation - 2019

**Wellness Center**

**Project Cost** **\$ 11,000,000**

Funding Source: Legislative Appropriation - 2019

**UC West Electrical Transformers and Supply Panels Replacement**

**Project Cost** **\$ 1,500,000**

Funding Sources:

FY22 State Repair and Rehabilitation \$ 500,000

FY23 State Repair and Rehabilitation \$ 500,000

Special Projects \$ 500,000

**Exterior Signage Replacement**

**Project Cost** **\$ 500,000**

Funding Sources:

Parking Reserves \$ 250,000

Landscape Improvement Reserves \$ 250,000

**Atheneum Tile Roof Replacement**

**Project Cost** **\$ 320,000**

Funding Sources:

DW Vaughn Endowment \$ 100,000

Atheneum Upgrades and Maintenance \$ 153,871

New Harmony Project Reserves \$ 66,129

**Beale House Repairs and Improvements**

**Project Cost** **\$ 170,000**

Funding Source: New Harmony Project Reserves