

## MINUTES

### UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

January 13, 2022

The University of Southern Indiana Board of Trustees met on Thursday, January 13, 2022, in the Griffin Center on campus. Present were Chair Ronald D. Romain '73; and Trustees W. Harold Calloway; Liam H. Collins '23; John M. Dunn; Daniel M. Fuquay; Christine H. Keck; Jeffrey L. Knight; Christina M. Ryan and Kenneth L. Sendelweck '76. Also, in attendance were President Ronald S. Rochon; Provost Mohammed Khayum; Vice President for Finance and Administration Steven J. Bridges '89 M'95; Vice President for Marketing and Communications Kindra L. Strupp; Vice President for Development David A. Bower; Vice President for Student Affairs Khalilah T. Doss; Faculty Senate Chair Rex M. Strange '92; and Student Government Association President Anna Ardelean '22.

Chair Romain called the meeting to order at 11:20 a.m.

#### SECTION I – GENERAL AND ACADEMIC MATTERS

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

On a motion by Mr. Knight, seconded by Mr. Calloway, the minutes of the November 4, 2021, meeting of the Board of Trustees were approved.

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

Mr. Romain called on Vice President Strupp, who reported the next regular meeting of the Board of Trustees is scheduled for Thursday, March 3, 2022, on campus in the Griffin Center.

##### C. PRESIDENT'S REPORT

Chair Romain called on President Rochon for his report. Dr. Rochon began by reporting the spring University meeting and Professional Development Day held on Wednesday, January 5, welcomed back faculty and staff through virtual meetings and professional development opportunities. The sessions included but were not limited to: University Updates, Resources for Student Skill Development, TimelyCare (mental health), Advocating for the Adult Learner, Banner 9 training, Helping Students Develop Intercultural Competence and more. USI has found this to be an effective yet safe way for all University staff to receive important university information and professional education opportunities that are not limited by classroom/meeting room size.

Campus welcomed students back to classes on Monday, January 10. Included in this Spring Semester's welcome activities is a Virtual Wellness Challenge. As mental wellness continues to be a priority across the USI community and beyond, USI strives to provide educational opportunities for self-care to students. The Virtual Wellness Challenge engages students in a different self-care practice each day for 20 days. They will receive tips and resources via email each week and upon completion of the challenge will be entered in a drawing to win a prize. The 20-day challenge began yesterday, January 12.

This year's Martin Luther King Jr. Memorial Celebration will be a virtual event held on Monday, January 17. Keynote Speaker Dr. Gwendolyn Webb will join us at 11 a.m. on YouTube Live. Dr. Webb is a professor of Education at Texas A&M University. She received the 2021 NAACP Advisor Award for most inspiring advisor and the 2021 Lifetime Achievement Award from Texas National Association of Multicultural Education.

President Rochon announced the Liberal Arts Equity, Diversity and Inclusivity Committee is partnering with the Nelson Mandela Social Justice Committee to host keynote speaker, Simon Tam, via Zoom on Thursday, February 24, at 3 p.m. Self-dubbed – author, musician, speaker, and troublemaker – Simon Tam believes that apathy is not compatible with love. He works to change the culture by transforming systems with an equity framework. He may be best known for winning a landmark case in 2017 that helped expand civil liberties, unanimously, at the Supreme Court of the United States (*Matal v. Tam*). He is the founder of The Slants, one of the first all-Asian American dance rock bands in the world, and the co-founder of the Slants Foundation, a

non-profit organization that is pushing the boundaries of what is possible for arts, activism, and civic engagement. He will be discussing anti-Asian violence during the pandemic.

President Rochon called on Vice President Bower for a report from the COVID-19 Presidential Task Force. Mr. Bower began by noting Dr. James Porter, President of Deaconess Health System, joined USI's spring meeting on January 5, to provide the latest regional updates. Dr. Porter was quite candid about the current situation in the community regarding COVID-19 and its variants. He recommended all eligible persons be vaccinated, including the boosters, to protect against severe illness. He also recommended USI continue masking, keep three feet of social distancing and wash or sanitize hands frequently.

The University has ordered 25,000 of the recommended KN-95 masks. They will be distributed at no charge to students, faculty, and staff. Distribution is expected to be the week of January 24.

Since March of 2020, a total of 1,478 USI family members tested positive for COVID – 1,333 students and 145 employees. The official report for the week of January 2-8, 2022, shows a total of 127 positive cases - 112 students and 15 employees. This marks the highest number of USI positive cases in any given week since we began keeping record in March of 2020.

The first COVID-19 Task Force meeting of 2022 was held yesterday, January 12. To date 687 employees and 836 students have voluntarily submitted their vaccination status. Since returning from winter recess, new signage has been placed on campus encouraging all students, faculty, and staff to get the flu shot, be vaccinated for COVID, and report their vaccination status. Mr. Bower concluded his report noting the University Health Center continues to offer the Pfizer vaccine and is open every Tuesday and Thursday, to all age-eligible persons who wish to schedule their vaccination on campus.

President Rochon called on Dr. Rex Strange for a report from Faculty Senate. Dr. Strange began by reporting the Senate has not met yet this semester. The new Omicron variant of COVID is of great concern to the faculty, with several students on roster currently in quarantine. Dr. Rochon thanked the faculty for supporting students outside of the normal classroom and asked that the campus community continue to show grace to our students and remain flexible in providing them instruction and any support that they may need.

Dr. Rochon called on Student Government Association (SGA) President Anna Ardelean to give a report. Ms. Ardelean announced at the end of the fall semester 2021, SGA hosted their November Public Forum with guest speaker, Dr. Jennifer Hammat, Dean of Students. Dr. Hammat discussed COVID-19 safety, mental health, and other services offered by the Dean of Students and the Center for Campus Life. In December, Mr. Jon Mark Hall and Dr. Nicholas LaRowe spoke about the Division 1 Exploratory Committee, the process the committee was going through, and the technical side behind that process.

In early November, SGA passed a letter of support for the implementation of automatic lights on campus. This initiative was brought forth by the Administrative Vice President of Environmental Protection, Chase DeBruyn and Attorney General, Erika Uebelhor. Since passing this letter SGA has met with Mr. Jim Wolfe to discuss the topic. Also in November, SGA's University Court provided 100 brochures to students about parking policies, Public Safety services, and the parking appeal process.

SGA continues to encourage students to fill out their voluntary COVID vaccine report form. Over 300 flyers with QR codes were provided to students, as well as shared on social media. SGA plans to continue to push this initiative through the Spring Semester as well.

On November 18, the members of SGA's First Year Leadership Council met with President Rochon to identify areas of concern, suggest solutions, and build relationships with campus leadership.

SGA passed a resolution in favor of modifying the on-campus bus system. Members and constituents were extremely passionate about this issue. Ms. Ardelean expressed appreciation to administration, public safety, and all those involved with the creation and implementation of the new parking policy for the Spring Semester.

Ms. Ardelean concluded her report noting the Winter Banquet hosted by SGA on December 9 to celebrate the close of an extremely busy and successful semester.

President Rochon announced the Division I Exploratory Committee has completed their feasibility study and submitted a summary of their findings. President Rochon thanked each member by name for their thorough

investigation and diligent work – Co-chairs Nicholas LaRowe and Jon Mark Hall, Xenia Adames, Anna Ardelean, Mary Bean, Steven Bridges, Alex Eaton, Renee Frimming, David Bower, Stan Gouard, Jennifer Hammat, Jake Hansen, Tyler Henry, Kim Hille, Veronica Huggins, Sue Kunkle, Franchesca Laurencio, Chad Milewicz, Zane Mitchell, Karen Ragland, John Schutz, Rex Strange, Kindra Strupp, Aaron Trump, and Rhonda Woolsey.

Chair Romain expressed appreciation on behalf of the Trustees to the DI Exploratory Committee for providing the necessary information that will allow Trustees to continue their considerations and deliberations regarding the possible move to Division I athletics at USI. Mr. Romain authorized the release of the full report from the DI Exploratory Committee following today's public meeting.

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

Chair Romain called on Vice President Bridges to provide a report on behalf of Mr. Aaron Trump. Mr. Bridges reported the 2022 Legislative Session is underway. This is a non-budget year, commonly referred to as a short session. The legislature has introduced approximately 780 pieces of legislation, and Governmental Affairs is currently tracking 96 pieces of legislation on a range of topics. The filing deadlines for both houses have now passed, therefore there are no more bill lists expected to be published.

While USI is tracking numerous bills, some of the most relevant include:

- HB1001 - Addresses workplace immunization requirements and creates a potential conflict for USI between State and Federal law depending on pending Supreme Court decision.
- HB1190 - Codifies into state law much of what is already required by USI under Federal Law regarding First Amendment protections for students and staff.
- SB167 and HB1134 - Both of these bills are essentially the house and senate versions of Critical Race Theory (CRT) bills that bar the teaching of certain philosophies and viewpoints. They would create a conflict for USI with Federal First Amendment requirements and perhaps ironically a conflict with HB1190.
- SB82 - Requires all high school students, except for students at certain nonpublic schools, in their senior year to complete and submit the FAFSA, unless a waiver is granted.

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

Chair Romain called on Vice President Bridges for approval of the 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 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. Mr. Bridges also stated it was necessary to recommend to the Board that Trustees Dunn, Knight, Ryan, and Sendelweck recuse themselves from this vote of approval.

On a motion by Mr. Calloway, seconded by Mr. Collins, the disclosure statements in Exhibit I-A were approved.

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

Mr. Romain announced 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.

On a motion by Ms. Keck, seconded by Mr. Knight, the amendment to the Board of Trustees Bylaws was approved.

**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**

Mr. Romain called on Vice President Bridges for a report. Mr. Bridges directed the Trustees to Exhibit II-A which contains one change order related to the Physical Activities Center Renovation that does not exceed the \$50,000 approval authority by the Vice President for Finance and Administration and is therefore informational only. The change order provides modest adjustments to the construction determined to be positive additions including the addition of a handrail as part of the cost.

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

Mr. Romain called on Vice President Bridges for a report. Mr. Bridges directed the Trustees to Exhibit II-B which includes a summary of the cost and funding sources for each construction project. Jim Wolfe will return to the next Board meeting to provide updates and photos of the construction work, as he does not typically present at the January Board meetings and there are no major changes to report for this period.

**SECTION III - PERSONNEL MATTERS**

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

Mr. Romain called on Vice President Bridges for a report. The following staff retirements were reviewed.

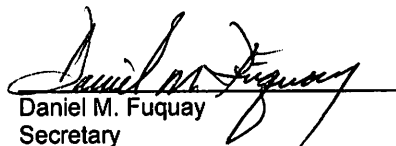
IT Inventory Associate Vicki L. Bierley, retired on January 4, 2022, after 17 years of service.

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.

There being no further business, the meeting was adjourned at 11:47 a.m.

Respectfully submitted,

  
Daniel M. Fuquay  
Secretary

**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. Sponn 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