

MINUTES
2012-2013 ANNUAL MEETING
UNIVERSITY OF SOUTHERN INDIANA
BOARD OF TRUSTEES

July 12, 2012

I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees met in regular session on Thursday, July 12, 2012, in the New Harmony Inn and Conference Center in New Harmony, Indiana. Present were Chair Ted C. Ziemer Jr. and Trustees Ira G. Boots; W. Harold Calloway; John M. Dunn; Susan E. Ellsperman '13; Jeffrey L. Knight; Amy MacDonell; Ronald D. Romain '73; and Kenneth L. Sendelweck '76. Also in attendance were President Linda L. M. Bennett; Provost Ronald S. Rochon; Vice President for Finance and Administration Mark Rozewski; Vice President for Government and University Relations Cynthia S. Brinker; Acting Faculty Senate Chair Steven Williams; and Student Government Association President Sarah Krampe.

Mr. Ziemer called the meeting to order at 2 p.m.

He welcomed newly appointed Trustee Kenneth L. Sendelweck '76 to the Board of Trustees and welcomed 2012-2013 Student Government Association President Sarah Krampe '13 to her first meeting with the Trustees.

A. ROLL CALL

Vice President Brinker called the roll and determined a quorum was present.

B. READING OF THE NOTICE OF ANNUAL MEETING

Vice President Brinker read the notice of the annual meeting.

C. READING AND APPROVAL OF THE MINUTES OF THE 2011-2012 ANNUAL MEETING

Vice President Brinker noted the minutes of the 2011-2012 annual meeting are available for review on the Board of Trustees page on the USI web site. On a motion by Mr. Dunn, seconded by Ms. MacDonell, the reading of the minutes was waived and the 2011-2012 annual meeting minutes were approved.

D. REPORT OF THE NOMINATING COMMITTEE

Mr. Ziemer called on Mr. Dunn, chair of the Nominating Committee. Mr. Dunn reported the Committee was guided by a statement pertaining to leadership of the Board and continuity and change, first adopted by the Trustees in 1986. He read the statement and requested that it be entered into the minutes of the annual meeting.

"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 officership 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."

Mr. Dunn reported that he served as chair of the Nominating Committee along with Trustees Boots and Romain, and reported the Committee's recommendations for officers for 2012-2013 and moved approval of the following slate:

Chair - Ted C. Ziemer Jr.
First Vice Chair - Jeffrey L. Knight
Second Vice Chair - W. Harold Calloway
Secretary - Amy W. MacDonell

E. ELECTION OF OFFICERS

Mr. Dunn called for nominations from the floor. There being none, he declared the nominations closed. Upon the recommendation of the Nominating Committee, the proposed slate of officers was approved.

F. APPOINTMENT OF TREASURER AND ASSISTANT SECRETARY

Mr. Ziemer reported the bylaws of the USI Board of Trustees require the annual appointment of the Assistant Secretary and the Treasurer. He appointed Cynthia S. Brinker as Assistant Secretary for 2012-2013 and Mark Rozewski as Treasurer for 2012-2013.

G. OTHER BUSINESS

Mr. Ziemer appointed Mr. Boots, Mr. Romain, and Ms. MacDonell to serve on the Finance/Audit Committee in 2012-2013, with Mr. Calloway as chair.

Mr. Ziemer appointed Mr. Dunn, Ms. Ellsperman, and Mr. Sendelweck to serve on the Long-Range Planning Committee in 2012-2013, with Mr. Knight as chair.

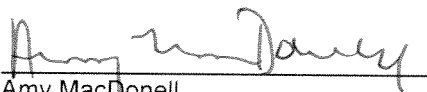
Mr. Ziemer appointed Mr. Calloway, Ms. Ellsperman, and Mr. Knight to the USI Foundation Board of Directors for 2012-2013; and Mr. Boots, Ms. MacDonell, and himself to the Historic New Harmony Advisory Board for 2012-2013.

Mr. Ziemer reviewed the 2004 decision of the Board of Trustees to voluntarily comply with the spirit of the Sarbanes/Oxley Act of 2002 and the Board's approval of a Code of Ethics for USI Employees. In 2005, the Board approved a similar Code of Ethics for the Board of Trustees. Mr. Ziemer noted the University embraces the values expressed in the Code and advocates their observance by all members of the USI community. He referred the Trustees to the Code of Ethics in their handouts and asked them to review it as they begin another year of work on behalf of the University. A copy of the Board of Trustees Code of Ethics is appended to these minutes.

H. ADJOURNMENT

There being no further business, Mr. Ziemer declared the annual meeting of the University of Southern Indiana Board of Trustees adjourned at 2:09 p.m.

Respectfully submitted,



Amy MacDonell
Secretary

UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES CODE OF ETHICS

The conduct of University trustees should be characterized by integrity. Each individual's personal and professional conduct reflects on one's institution and the higher education enterprise at large.

The University of Southern Indiana Board of Trustees has chosen to voluntarily comply with the spirit of the Sarbanes-Oxley Act of 2002 and has developed the following Code of Ethics. USI embraces the values expressed in the Code and advocates their observance by the trustees, who should:

- Comply with applicable governmental laws, rules, and regulations;
- Act with competence and strive to advance competence, both in self and in others;
- Devote time, thought, and study to the duties and responsibilities of a trustee, and be able to render effective and creditable service;
- Understand the University's objectives and policies and contribute constructively to their ongoing evaluation and reformulation;
- Maintain the confidentiality of privileged information that infringes upon another's right to privacy and not disclose information to secure personal or financial gain;
- Complete the University's *Possible Conflict of Interest Disclosure Statement* to disclose any interest, financial or otherwise, direct or indirect, in any business, transaction, or professional activity which may be in substantial conflict with the proper discharge of a trustee's duties;
- Refuse to accept any gift, favor, service, or other item of significant value from any person, group, private business, or public agency which may affect the impartial performance of one's duties; and
- Refuse to engage in actions that violate the ethical principles contained in this Code or provisions of law.

Code violations should be reported and reviewed through the appropriate Board and administrative channels.