

MINUTES

2013-2014 ANNUAL MEETING

UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

July 11, 2013

I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees met for its annual meeting on Thursday, July 11, 2013, 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; Brenden J. Davidson '15; John M. Dunn; Jeffrey L. Knight; and Kenneth L. Sendelweck '76. Trustees Amy MacDonell and Ronald D. Romain '73 were absent. 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; Faculty Senate Chair Mary Hallock Morris; and Student Government Association President R. Zachary Mathis '15.

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

He welcomed newly appointed Trustee Brenden J. Davidson '15 to the Board of Trustees and welcomed 2013-2014 Faculty Senate Chair Mary Hallock-Morris and 2013-2014 Student Government Association President Zack Mathis '15 to their first meeting with the Trustees.

A. ROLL CALL

Mr. Ziemer called on Vice President Brinker, who called the roll and determined a quorum was present.

B. READING OF THE NOTICE OF ANNUAL MEETING

Mr. Ziemer called on Vice President Brinker, who read the notice of the annual meeting.

C. READING AND APPROVAL OF THE MINUTES OF THE 2012-2013 ANNUAL MEETING

Mr. Ziemer called on Vice President Brinker, who noted the minutes of the 2012-2013 annual meeting are available for review on the Board of Trustees page on the USI web site. On a motion by Mr. Knight, seconded by Mr. Davidson, the reading of the minutes was waived and the 2012-2013 annual meeting minutes were approved.

D. REPORT OF THE NOMINATING COMMITTEE

Mr. Ziemer called on Mr. Calloway for a report from the Nominating Committee. Mr. Calloway reported that he served on the Nominating Committee with Trustees Boots and Romain, with Mr. Romain serving as chair of the Committee. He reported the Committee's recommendations for officers for 2013-2014 and moved approval of the following slate:

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| 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. Ziemer 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 2013-2014 and Mark Rozewski as Treasurer for 2013-2014.

G. OTHER BUSINESS

Mr. Ziemer appointed Mr. Dunn, Mr. Davidson, and Mr. Sendelweck to serve on the Finance/Audit Committee in 2013-2014, with Mr. Knight as chair.

Mr. Ziemer appointed Mr. Boots, Mr. Romain, and Ms. MacDonell to serve on the Long-Range Planning Committee in 2013-2014, with Mr. Calloway as chair.

Mr. Ziemer appointed Mr. Calloway, Mr. Davidson, and Mr. Knight to the USI Foundation Board of Directors for 2013-2014; and Mr. Boots, Ms. MacDonell, and himself to the Historic New Harmony Advisory Board for 2013-2014.

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.