

## MINUTES

### 2024-2025 ANNUAL MEETING

#### UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

July 11, 2024

#### I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees met for its annual meeting on Thursday, July 11, 2024, in the Griffin Center on campus. Present were Chair Christine H. Keck and Trustees W. Harold Calloway; John M. Dunn; Fouad L. Hamami '25; C. Wayne Kinney '77; Ronald D. Romain '73 and Christina M. Ryan. Trustees Timothy M. Hollander and Jeffrey L. Knight were absent. Also in attendance were President Ronald S. Rochon; Interim Provost Shelly B. Blunt; Vice President for Finance and Administration Steven J. Bridges '89 M'95; Vice President for Marketing and Communication Kindra L. Strupp M'22; Vice President for Development Andrea R. Gentry '05; Vice President for Student Affairs Khalilah T. Doss; Vice President for Strategic Enrollment Management Troy A. Miller; Vice President for Government Affairs and General Counsel Aaron C. Trump; Vice President and Director of Athletics Jon Mark Hall; Faculty Senate Chair Nicholas D. Rhew and Student Government Association President Tamia N. Smith '25.

Ms. Keck called the meeting to order at 1:01 p.m.

##### A. ROLL CALL

Chair Keck called on Vice President Strupp, who called the roll and determined a quorum was present.

##### B. READING OF THE NOTICE OF ANNUAL MEETING

Ms. Keck called on Vice President Strupp, who read the notice of the annual meeting.

##### C. READING AND APPROVAL OF THE MINUTES OF THE 2023-2024 ANNUAL MEETING

Chair Keck called on Vice President Strupp, who noted the minutes of the 2023-2024 annual meeting are available for review on the Board of Trustees page on the USI website. On a motion by Mr. Dunn, seconded by Mr. Romain, the reading of the minutes was waived, and the 2023-2024 annual meeting minutes were approved.

##### D. REPORT OF THE NOMINATING COMMITTEE

Ms. Keck called on Mr. Calloway for a report from the Nominating Committee. Mr. Calloway stated that the Nominating Committee met on June 14 to discuss the slate of officers. He reported the Committee's recommendation of officers for 2024-2025 and moved to approve the following slate:

Chair	Christine H. Keck
First Vice Chair	Christina M. Ryan
Second Vice Chair	John M. Dunn
Secretary	Jeffrey L. Knight

##### E. ELECTION OF OFFICERS

Chair Keck called for nominations from the floor. There being none, she 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**

Chair Keck reported that the bylaws of the USI Board of Trustees require the annual appointment of the Assistant Secretary and Treasurer. She appointed Kindra L. Strupp as Assistant Secretary for 2024-2025 and Steven J. Bridges as Treasurer for 2024-2025.

## **G. OTHER BUSINESS**

### **1. COMMITTEE APPOINTMENTS FOR 2024-2025**

Ms. Keck appointed Mr. Dunn, Mr. Calloway, Mr. Kinney, and Mr. Knight to serve on the Finance/Audit Committee in 2024-2025, with Mr. Dunn as chair.

Ms. Keck appointed Mr. Romain, Mr. Hamami, Mr. Hollander, and Ms. Ryan to serve on the Academic Affairs and Enrollment Management Committee in 2024-2025, with Mr. Romain as chair.

### **2. FOUNDATION APPOINTMENTS FOR 2024-2025**

Chair Keck appointed Mr. Hamami, Ms. Keck, and Ms. Ryan to the USI Foundation Board of Directors for 2024-2025; and Mr. Calloway, Mr. Knight, and Mr. Romain to the Historic New Harmony Advisory Board for 2024-2025.

### **3. BOARD OF TRUSTEES CODE OF ETHICS REVIEW**

Ms. Keck 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. Ms. Keck noted the University embraces the values expressed in the Code and advocates their observance by all members of the USI community. She 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, Ms. Keck declared the annual meeting of the University of Southern Indiana Board of Trustees adjourned at 1:07 p.m.

Respectfully submitted,

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Kindra L. Strupp  
Assistant 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.