

## MINUTES

### 2011-2012 ANNUAL MEETING

#### UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

July 14, 2011

#### I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees held its annual meeting on Thursday, July 14, 2011, at the New Harmony Inn and Conference Center in New Harmony, Indiana. In attendance were Chair John M. Dunn and Trustees Ira G. Boots; Susan Ellsperman '13; Jeffrey L. Knight; Amy MacDonell; Ronald D. Romain '73; and Ted C. Ziemer Jr. Trustees W. Harold Calloway and Steven J. Schenck 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 representative Kent Scheller and Student Government Association President Jason Whittedge '12.

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

#### 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 2010-2011 ANNUAL MEETING

Vice President Brinker noted the minutes of the 2010-2011 annual meeting are available for review on the Board of Trustees page on the USI web site. On a motion by Mr. Ziemer, seconded by Ms. MacDonell, the reading of the minutes was waived and the 2010-2011 annual meeting minutes were approved.

#### D. REPORT OF THE NOMINATING COMMITTEE

Mr. Dunn called on Mr. Romain, who reported on behalf of the Nominating Committee in the absence of Nominating Committee Chair Harold Calloway. Mr. Romain reported the Committee (Mr. Calloway, Mr. Romain, and Mr. Schenck) met on July 1, 2011. He noted 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. Romain reported the Committee's recommendations for officers for 2011-2012 and moved approval of the following slate:

Chair .....	Ted C. Ziemer Jr.
Vice Chair .....	Jeffrey L. Knight
Vice Chair .....	W. Harold Calloway
Secretary .....	Amy 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.

Mr. Dunn congratulated the new officers and presented the gavel to Mr. Ziemer. Mr. Ziemer and the other trustees applauded Mr. Dunn for his leadership. Mr. Ziemer noted his affiliation with USI began in 1977 when he became a member of the USI Foundation Board of Directors and he thanked his fellow trustees for their confidence in electing him chair of the Board of Trustees.

**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 2011-2012 and Mark Rozewski as Treasurer for 2011-2012.

**G. OTHER BUSINESS**

Mr. Ziemer appointed Mr. Boots, Mr. Romain, and Mr. Schenck to serve on the Finance/Audit Committee in 2011-2012, with Mr. Calloway as chair.

Mr. Ziemer appointed Mr. Dunn, Ms. Ellsperman, and Ms. MacDonell to serve on the Long-Range Planning Committee in 2011-2012, with Mr. Knight as chair.

Mr. Ziemer appointed Mr. Calloway, Ms. Ellsperman, and Mr. Romain to the USI Foundation Board of Directors for 2011-2012; and Mr. Boots, Ms. MacDonell, and himself to the Historic New Harmony Advisory Board for 2011-2012.

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 a copy of 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 the file copy of 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,

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Amy MacDonell  
Secretary