

MINUTES

2018-2019 ANNUAL MEETING

UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

July 12, 2018

I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees met for its annual meeting on Thursday, July 12, 2018, in the Griffin Center on the University campus. Present were Chair W. Harold Calloway and Trustees John M. Dunn; Jeffrey L. Knight; Anjali Patel '19; Ellis S. Redd; Kenneth L. Sendelweck '76; and Ted C. Ziemer, Jr. Trustee Ronald D. Romain '73 was absent. Also in attendance were President Ronald S. Rochon; Interim 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 Enrollment Management Andrew W. Wright; Vice President for Development David A. Bower; Faculty Senate Chair Charles A. Conaway; and Student Government Association President Bradley T. Flittner '19.

Mr. Calloway called the meeting to order at 11 a.m.

A. ROLL CALL

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

B. READING OF THE NOTICE OF ANNUAL MEETING

Mr. Calloway called on Vice President Strupp, who read the notice of the annual meeting.

C. READING AND APPROVAL OF THE MINUTES OF THE 2017-2018 ANNUAL MEETING

Mr. Calloway called on Vice President Strupp, who noted the minutes of the 2017-2018 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. Redd, the reading of the minutes was waived and the 2017-2018 annual meeting minutes were approved.

D. REPORT OF THE NOMINATING COMMITTEE

Mr. Calloway called on Mr. Dunn for a report from the Nominating Committee. Mr. Dunn stated that the Nominating Committee met in June to discuss the slate of officers. He reported the Committee's recommendations for officers for 2018-2019 and moved to approve the following slate:

Chair	W. Harold Calloway
First Vice Chair	Kenneth L. Sendelweck '76
Second Vice Chair	Ronald D. Romain '73
Secretary	Anjali Patel '19

E. ELECTION OF OFFICERS

Mr. Calloway 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

Chair Calloway reported the bylaws of the USI Board of Trustees require the annual appointment of the Assistant Secretary and Treasurer. He appointed Kindra L. Strupp as Assistant Secretary for 2018-2019 and Steven J. Bridges as Treasurer for 2018-2019.

G. OTHER BUSINESS

Mr. Calloway appointed Mr. Sendelweck, Ms. Patel, Mr. Ziemer and new Trustee* to serve on the Finance/Audit Committee in 2018-2019, with Mr. Sendelweck as chair.

Mr. Calloway appointed Mr. Romain, Mr. Dunn, Mr. Knight, and Mr. Redd to serve on the Academic Affairs and Enrollment Management Committee in 2018-2019, with Mr. Romain as chair.

Mr. Calloway appointed Mr. Knight, Ms. Patel, and himself to the USI Foundation Board of Directors for 2018-2019; and Mr. Redd, Mr. Ziemer, and new Trustee* to the Historic New Harmony Advisory Board for 2018-2019.

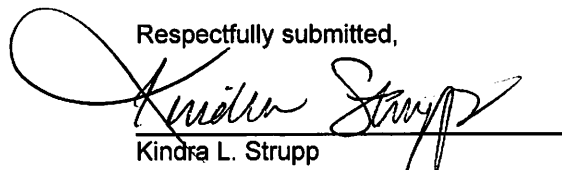
(*Note: New Trustee had not been appointed by the Governor's Office in time for this meeting.)

Mr. Calloway 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. Calloway 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. Calloway declared the annual meeting of the University of Southern Indiana Board of Trustees adjourned at 11:05 a.m.

Respectfully submitted,



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.