

MINUTES

2021-2022 ANNUAL MEETING

UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

July 15, 2021

I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees met for its annual meeting on Thursday, July 15, 2021, in the University Center on campus. Present were Chair Kenneth L. Sendelweck '76 and Trustees W. Harold Calloway; Liam H. Collins '23; Daniel M. Fuquay; Christine H. Keck; Jeffrey L. Knight; Ronald D. Romain '73; and Christina M. Ryan. Trustee John M. Dunn was absent. Also in attendance were President Ronald S. Rochon; 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 Development David A. Bower; Vice President for Student Affairs Khalilah Doss; Chief Government and Legal Affairs Officer Aaron C. Trump; Student Government Association President Anna Ardelean '22 and Faculty Senate Chair Rex M. Strange '92.

Mr. Sendelweck called the meeting to order at 1:07 p.m.

A. ROLL CALL

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

B. READING OF THE NOTICE OF ANNUAL MEETING

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

C. READING AND APPROVAL OF THE MINUTES OF THE 2020-2021 ANNUAL MEETING

Mr. Sendelweck called on Vice President Strupp, who noted the minutes of the 2020-2021 annual meeting are available for review on the Board of Trustees page on the USI website. On a motion by Mr. Knight, seconded by Mr. Calloway, the reading of the minutes was waived, and the 2020-2021 annual meeting minutes were approved.

D. REPORT OF THE NOMINATING COMMITTEE

Mr. Sendelweck called on Ms. Ryan for a report from the Nominating Committee. Ms. Ryan stated that the Nominating Committee met in July to discuss the slate of officers. She reported the Committee's recommendation of officers for 2021-2022 and moved to approve the following slate:

Chair	Ronald D. Romain '73
First Vice Chair	Christine H. Keck
Second Vice Chair	Christina M. Ryan
Secretary	Daniel M. Fuquay

E. ELECTION OF OFFICERS

Mr. Sendelweck 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 Sendelweck 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 2021-2022 and Steven J. Bridges as Treasurer for 2021-2022.

G. OTHER BUSINESS

1. RECOMMENDATION OF AMENDMENT TO BOARD OF TRUSTEES BYLAWS

Chair Sendelweck stated that Article VI Section 2 of the Bylaws of the University of Southern Indiana Board of Trustees ("Board") states "These bylaws may be altered, amended, or repealed at any meeting of the Board of Trustees by a majority vote of the members of the Board of Trustees, provided that the Amendment was presented in writing at the previous meeting of the Board of Trustees."

The following amendment was brought forward in writing and through resolution by Chair Sendelweck to bring the bylaws in compliance with House Enrolled Act 1437 from the 2021 legislative session. He also stated the amendment would be presented to the Board for approval at the Regular meeting.

BE IT RESOLVED, that it is proposed that Article III Section 1. of the Bylaws of the University of Southern Indiana Board of Trustees be amended to read:

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held after July 1 at a time and place as shall be fixed in the notice of such meeting, for the purpose of electing officers and transacting such other business as may be brought before the meeting. Notice of such annual meeting shall be mailed or emailed by the secretary to each member not less than five (5) days in advance of such meeting.

BE IT FURTHER RESOLVED, that it is proposed that Article III Section 4. of the Bylaws of the University of Southern Indiana Board of Trustees be amended to read:

Section 4. Regular Meetings. Regular meetings of the Board of Trustees shall be held on a date established at the preceding meeting of the Board of Trustees. The secretary shall give five (5) days notice of each regular meeting in person or by mail, email, or telephone.

BE IT FURTHER RESOLVED, that it is proposed that Article III Section 5. of the Bylaws of the University of Southern Indiana Board of Trustees be amended to read:

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair of the Board of Trustees or by majority of the Board of Trustees and may be held at such place, within the State of Indiana, as shall be fixed in the notice of each meeting. Notice of such special meetings shall be mailed or given personally or by telephone or email by the secretary to each member not less than five (5) days in advance of such meeting.

BE IT FURTHER RESOLVED, that it is proposed that the Bylaws of the University of Southern Indiana Board of Trustees be amended to renumber Section 7 of Article III to read:

Section 9. Waiver of Notice.

BE IT FURTHER RESOLVED, that it is proposed that the Bylaws of the University of Southern Indiana Board of Trustees be amended to renumber Section 8 of Article III to read:

Section 10. Powers of the Board of Trustees.

BE IT FURTHER RESOLVED, that it is proposed that the Bylaws of the University of Southern Indiana Board of Trustees be amended to include Section 7 of Article III.

Section 7. Electronic Attendance. A member may participate in a meeting by an electronic method of communication as coordinated by the secretary. The secretary shall ensure that the electronic method of communication allows all participating members to simultaneously communicate with each other in both an executive session and a public meeting. The secretary shall ensure that the electronic method of communication allows the public to simultaneously attend and observe the public meeting. A member who participates in the meeting by an electronic method of communication shall be considered present for purposes of establishing a quorum but may participate in any final action taken at the meeting only if the member can be seen and heard. At least fifty percent (50%) of the members of the governing

body must be physically present at a meeting. A member of the governing body may not attend more than fifty percent (50%) of the governing body's meetings in a calendar year by electronic communication. A member may not attend more than two (2) consecutive meetings by electronic communication. (formerly Waiver of Notice)

BE IT FURTHER RESOLVED, that it is proposed that the Bylaws of the University of Southern Indiana Board of Trustees be amended to include Section 8 of Article III.

Section 8. Minutes. As the meeting progresses, the minutes shall be kept and shall include the following: (1) the date, time, and place of the meeting; (2) the name of each member of the governing body who was physically present at the place where the meeting was conducted, participated in the meeting by using an electronic method, or was absent; (3) identify the electronic means of communication by which members of the governing body participated in the meeting and the public observed the meeting; (4) the general substance of all matters proposed, discussed, or decided; and (5) a record of all votes taken by individual members if there is a roll call. (formerly Powers of the Board of Trustees)

BE IT FURTHER RESOLVED, that these proposed amendments be voted upon for adoption at the next meeting of the University of Southern Indiana Board of Trustees.

2. COMMITTEE APPOINTMENTS FOR 2021-2022

Mr. Sendelweck appointed Ms. Ryan, Mr. Dunn, Mr. Fuquay, and Mr. Sendelweck to serve on the Finance/Audit Committee in 2021-2022, with Ms. Ryan as chair.

Mr. Sendelweck appointed Ms. Keck, Mr. Collins, Mr. Calloway, and Mr. Knight to serve on the Academic Affairs and Enrollment Management Committee in 2021-2022, with Ms. Keck as chair.

3. FOUNDATION APPOINTMENTS FOR 2021-2022

Mr. Sendelweck appointed Mr. Collins, Ms. Keck, and Ms. Ryan to the USI Foundation Board of Directors for 2021-2022; and Mr. Calloway, Mr. Fuquay, and Mr. Sendelweck to the Historic New Harmony Advisory Board for 2021-2022.

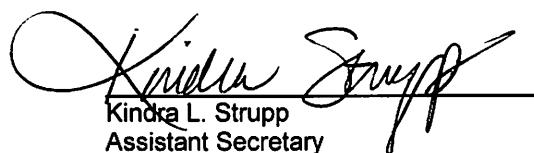
4. BOARD OF TRUSTEES CODE OF ETHICS REVIEW

Mr. Sendelweck 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. Sendelweck 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. Sendelweck provided remarks as outgoing chair and expressed his gratitude to his fellow Trustees and the USI leadership team. He declared the annual meeting of the University of Southern Indiana Board of Trustees adjourned at 1:20 p.m. and officially passed the gavel to incoming chair, Ronald Romain.

Respectfully submitted,


Kindra L. Strupp
Assistant Secretary