

MINUTES

2023-2024 ANNUAL MEETING

UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES

July 13, 2023

I. ANNUAL MEETING OF THE BOARD

The University of Southern Indiana Board of Trustees met for its annual meeting on Thursday, July 13, 2023, in the Griffin Center on campus. Present were Chair Ronald D. Romain '73 and Trustees W. Harold Calloway; John M. Dunn; Daniel M. Fuquay; Fouad L. Hamami '25; Christine H. Keck; Christina M. Ryan and Kenneth L. Sendelweck '76. Trustee Jeffrey L. Knight was 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 Communications Kindra L. Strupp M'22; Vice President for Development David A. Bower; Vice President for Student Affairs Khalilah Doss; Vice President for Strategic Enrollment Management Troy A. Miller; Chief Government and Legal Affairs Officer Aaron C. Trump; Faculty Senate Past Chair Kimberly J. Delaney and Student Government Association President Adrianna E. Garcia '24.

Mr. Romain called the meeting to order at 10:01 a.m.

A. ROLL CALL

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

B. READING OF THE NOTICE OF ANNUAL MEETING

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

C. READING AND APPROVAL OF THE MINUTES OF THE 2022-2023 ANNUAL MEETING

Mr. Romain called on Vice President Strupp, who noted the minutes of the 2022-2023 annual meeting are available for review on the Board of Trustees page on the USI website. On a motion by Ms. Keck, seconded by Ms. Ryan, the reading of the minutes was waived, and the 2022-2023 annual meeting minutes were approved.

D. REPORT OF THE NOMINATING COMMITTEE

Mr. Romain called on Mr. Calloway for a report from the Nominating Committee. Mr. Calloway stated that the Nominating Committee met in June to discuss the slate of officers. He reported the Committee's recommendation of officers for 2023-2024 and moved to approve the following slate:

Chair	Christine H. Keck
First Vice Chair	Christina M. Ryan
Second Vice Chair	Daniel M. Fuquay
Secretary	John M. Dunn

E. ELECTION OF OFFICERS

Mr. Romain 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 Romain 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 2023-2024 and Steven J. Bridges as Treasurer for 2023-2024.

G. OTHER BUSINESS

1. COMMITTEE APPOINTMENTS FOR 2023-2024

Mr. Romain appointed Mr. Dunn, Mr. Fuquay, Mr. Hamami, and Mr. Romain to serve on the Finance/Audit Committee in 2023-2024, with Mr. Fuquay as chair.

Mr. Romain appointed Ms. Ryan, Mr. Calloway, Mr. Knight, and Mr. Sendelweck to serve on the Academic Affairs and Enrollment Management Committee in 2023-2024, with Ms. Ryan as chair.

2. FOUNDATION APPOINTMENTS FOR 2023-2024

Chair Romain appointed Mr. Hamami, Ms. Keck, and Ms. Ryan to the USI Foundation Board of Directors for 2023-2024; and Mr. Calloway, Mr. Fuquay, and Mr. Sendelweck to the Historic New Harmony Advisory Board for 2023-2024.

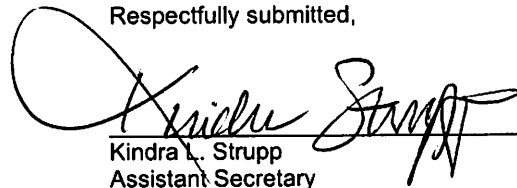
3. BOARD OF TRUSTEES CODE OF ETHICS REVIEW

Mr. Romain 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. Romain provided remarks as outgoing chair and expressed his gratitude to his fellow Trustees and the USI leadership team. President Rochon presented Chair Romain with two encased basketballs signed by USI's first Division I Men's and Women's Basketball teams. Mr. Romain declared the annual meeting of the University of Southern Indiana Board of Trustees adjourned at 10:10 a.m. and officially passed the gavel to incoming chair, Christine H. Keck.

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.