

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

JUNE 6, 2014
10:30 A.M.

FREDERICK P. WHIDDON ADMINISTRATION BUILDING
SUITE 130, BOARD ROOM

MINUTES

ITEM

- Approve: Revised Agenda
- 1 Approve: Minutes
- 2 Report: President's Report
- 3 Approve: Board Meeting Schedule, 2014-2015
- 4 Approve: Amendments to Bylaws of the Board of Trustees
- 5 Approve: Amendments to Presidential Search Guidelines

HEALTH AFFAIRS:

- 6 Approve: USA Hospitals Credentials – February, March and April 2014
- 7 Approve: USA Hospitals Medical Staff Bylaws, and Rules and Regulations, Revisions of April 23, 2014
- 8 Report: Health System and Health Sciences
- 9 Report: USA Mitchell Cancer Institute

ACADEMIC AND STUDENT AFFAIRS:

- 10 Report: Academic Affairs
- 11 Approve: Tenure and Promotion
- 12 Report: Student Affairs
- 13 Approve: Tuition, Housing and Fees Schedules, 2014-2015

BUDGET AND FINANCE:

- 14 Report: Quarterly Financial Statements, Six Months ended March 2014
- 15 Approve: Banking Resolution
- 16 Approve: Sale of Property
- 16.A Approve: Purchase of Property
- 17 Approve: University Infrastructure Study

AUDIT:

- 18 Report: Alabama Department of Examiners of Public Accounts Compliance Report, October 1, 2011, through September 30, 2012

DEVELOPMENT, ENDOWMENT AND INVESTMENTS:

- 19 Report: Endowment and Investments
- 20 Approve: Jaguar Athletic Fund Directors
- 21 Report: Development and Alumni Relations

OTHER:

- 22 Approve: Commendation of Dr. John W. Smith
- 23 Approve: Commendation of Mr. M. Wayne Davis
- 24 Approve: Commendation of Mrs. Christie D. Miree
- 25 Approve: Commendation of Mr. J. Cecil Gardner
- 26 Approve: Commendation of Mr. Samuel L. Jones
- 27 Special Announcement(s):
Approve: Recognition of Mr. Abraham A. Mitchell as Honorary Trustee

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

**June 6, 2014
10:30 a.m.**

A meeting of the University of South Alabama Board of Trustees was duly convened by Dr. Steve Furr, Chair *pro tempore*, on Friday, June 6, at 10:30 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

- Trustees Present: Drs. Scott Charlton, Steve Furr and Steve Stokes; Capt. Ron Jenkins; Messrs. Tom Corcoran, Bryant Mixon, John Peek, Jimmy Shumock, Ken Simon, Sandy Stimpson, Mike Windom and Jim Yance; and Mss. Chandra Brown Stewart, Bettye Maye and Arlene Mitchell.
- Trustee Absent: Dr. Robert Bentley.
- Administration and Others: President Tony Waldrop; Drs. Joe Busta, Nicole Carr, Julie Estis/ Doug Marshall/Kevin West (Faculty Senate), Angela Coleman, Joel Erdmann, Ron Franks, Mark Gillespie, David Johnson, Mike Mitchell, Kit Outlaw (MAA), Bill Richards, John Smith, Sam Strada and Julee Waldrop; Messrs. Zeke Aull, Owen Bailey, Brian Catlin, Monty Collins, Wayne Davis, Happy Fulford, Cecil Gardner, Stan Hammack, Mark Miree, Abe Mitchell, George Moore, Jim Nix, Steve Simmons and Herman Thomas; and Mss. Beth Anderson, Jessica Callahan, Kristin Dukes, Lynne Chronister, Laura Davis, Lisa Furr, Susan Gardner, Christie Miree, Ann Sirmon (NAA), Jeanne Smith, Danielle Watson (SGA), Kristi Williams and Catherine Zivanov.
- Press: Messrs. Matthew Strickland (*Vanguard*), Chad Petri/Jesse Kelley (WKRK), and Darwin Singleton/Andrew Ankrom (WPMI); and Ms. Sally Ericson (*Press-Register/al.com*).

Upon the call to order, Chairman Furr recognized Dr. Stokes for receipt of the Alabama Medical Association's (AMA) *Ira L. Myers Service Award* for 2014. He added that USA alumna Ms. Casandra Andrews was honored with AMA's *William H. McDonald Print Journalism Award*. He called for adoption of the revised agenda to include a special presentation at the end of the meeting. On motion by Ms. Mitchell, seconded by Mr. Shumock, the revised agenda was approved unanimously. Chairman Furr called for approval of **ITEM 1**, the minutes of the Board of Trustees meeting held on March 7, 2014, and the Executive Committee meeting held on May 9, 2014. On motion by Mr. Corcoran, seconded by Mr. Peek, the minutes were approved unanimously.

Chairman Furr called upon President Waldrop for presentation of **ITEM 2**, the President's Report. President Waldrop expressed enthusiasm for the start of his tenure at USA. He stated he is often asked about his vision for the University, which he explained is being honed as a shared mission through the receipt of feedback from the people at South Alabama and in the greater community and through observation. He commented on his first USA Commencement on May 10 and on the

assertive handshakes exchanged with graduates. He congratulated Ms. Miree for her recent appointment as Georgia Power Vice President and Regional Chief Information Officer of the Southern Company. He called for a report from Ms. Chronister, who advised that the U. S. Department of Commerce recently named southwest Alabama as a top manufacturing community, a designation that gives southwest Alabama the opportunity to compete for more than a billion dollars in federal funds. She talked about opportunities for the University to get involved in the economic surge that would result.

President Waldrop called for remarks from Mr. Fulford, who reported on the 2014 regular legislative session and the less-than-one-percent increase in state appropriation approved for the University for fiscal year 2014-2015. He stated that the \$3 million special appropriation for the Mitchell Cancer Institute (MCI) would continue, along with MCI's regular funding from the general education budget. He discussed passage of a legislative bill to amend provisions of the Alabama statute that govern the University of South Alabama, among which are the amendment of Trustee districts, a reduction in Trustee terms from twelve to six years and authorization of the Chair *pro tempore* to call special meetings. He talked about Governor Bentley's tour of USA's Coastal Innovation Hub and visit with President Waldrop on April 11, and his plans to attend the USA-Navy football game on November 28 and participate in the coin toss. A photo of the Governor's visit to campus was shown.

President Waldrop called for a report from Dr. Erdmann, who discussed concentrated efforts by USA Athletics to help student athletes improve their academic performance in concurrence with team activities. He expressed pride in the academic standing of USA athletes as ranked among Sun Belt Conference schools. Photos were shown of a degree conferral ceremony held on the playing field, a practice instituted for student athletes who cannot attend commencement due to travel. Dr. Erdmann reported that the GPA average among USA athletes is 2.9, the highest since recording began. He recognized Mr. Jesse Kelley, standout USA defensive end player, who is serving a broadcast internship with WKRG.

Chairman Furr called for approval of **ITEM 3** as follows. On motion by Mr. Shumock, seconded by Dr. Stokes, the resolution was approved unanimously. Chairman Furr advised that an inauguration ceremony for President Waldrop would be held at 2:00 p.m. in conjunction with the Board meeting on September 12, and that USA would play Mississippi State on September 13:

**RESOLUTION
BOARD MEETING SCHEDULE, 2014-2015**

WHEREAS, Article II, Section 1, of the Bylaws provides that the Board shall schedule annually, in advance, regular meetings of the Board to be held during the ensuing year, and may designate one of such meetings as the annual meeting of the Board,

THEREFORE, BE IT RESOLVED that the regular meetings of the University of South Alabama Board of Trustees shall be held on the following dates:

Friday, September 12, 2014
Friday, December 5, 2014

Friday, March 6, 2015
Friday, June 5, 2015

FURTHER, BE IT RESOLVED that the date of June 5, 2015, be designated as the annual meeting of the University of South Alabama Board of Trustees for 2014-2015.

Chairman Furr reported that, at its meeting on June 5, the Committee of the Whole unanimously recommended **ITEM 4** as follows, and he called for a vote (for copies of policies and other authorized documents, refer to **APPENDIX A**). The resolution was approved unanimously:

**RESOLUTION
AMENDMENTS TO BYLAWS OF THE BOARD OF TRUSTEES**

WHEREAS, Article VIII of the Bylaws of the University of South Alabama Board of Trustees provides that "the bylaws may be amended or repealed at any meeting of the Board by eight members of the Board voting in favor of same, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment or repeal shall have been given at a previous meeting or notice in writing of the substance of the proposed change shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change. However, by unanimous consent of the entire Board, the requirements for such notice may be waived," and

WHEREAS, a copy of the proposed amended bylaws was mailed to each member of the Board on May 7, 2014, and

WHEREAS, the proposed amended bylaws (a copy of which is attached hereto and incorporated by reference herein) are presented for the Board's consideration of approval, a vote of eight members being necessary to adopt such amendments, and

WHEREAS, the foregoing actions comply with the notice requirements of Article VIII, pertaining to amendment of the bylaws, and

WHEREAS, the Board, after due consideration and deliberation, has determined that the proposed amendments are in the best interest of the efficient operation of the Board in carrying out its role and responsibilities to the University,

THEREFORE, BE IT RESOLVED, the Board of Trustees approves and adopts the Bylaws of the Board of Trustees as amended.

With regard to **ITEM 5** as follows, Chairman Furr called for a vote with the stipulation that the guidelines be corrected to show the title "Faculty Senate President" in lieu of "Faculty Senate Chair." On motion by Judge Simon, seconded by Mr. Corcoran, the resolution was approved unanimously:

**RESOLUTION
AMENDMENTS TO PRESIDENTIAL SEARCH GUIDELINES**

WHEREAS, a committee composed of representatives of the University of South Alabama Board of Trustees, Faculty, Student Government Association, Administration, National Alumni Association, and Mobile community developed recommended guidelines to be followed in searches for presidents of the University, and

WHEREAS, at a regular meeting of the Board on August 24, 2000, the *Presidential Search Guidelines* ("*Guidelines*") were adopted, and a revision of same adopted by the Board on August 27, 2001, and

WHEREAS, said *Guidelines* were utilized in the presidential search which USA undertook beginning in 2013, and

WHEREAS, in an effort to address issues which arose during the above referenced use of the *Guidelines*, the Board desires to amend the *Guidelines* as indicated,

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby adopts the University of South Alabama *Presidential Search Guidelines* as amended and in the form attached hereto and incorporated herein by reference.

Chairman Furr announced assignments to standing committees of the Board effective immediately for the period 2014-2016, and he noted the addition of an Audit Committee. Copies of a list of the standing committees were distributed to the Board.

Chairman Furr called for a report on health affairs items. Dr. Stokes, Chair of the Health Affairs Committee, introduced **ITEM 6** as follows, and he called for comments from Ms. Anderson. Ms. Anderson gave assurances as to the protocols employed. On motion by Dr. Stokes, seconded by Ms. Mitchell, the resolution was approved unanimously:

**RESOLUTION
USA HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS
FOR FEBRUARY, MARCH AND APRIL 2014**

WHEREAS, the Medical Staff appointments and reappointments for February, March and April, 2014 for the University of South Alabama Hospitals are recommended for Board approval by the Medical Executive Committees and the Executive Committee of the University of South Alabama Hospitals,

THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of South Alabama approves the appointments and reappointments as submitted.

Dr. Stokes presented **ITEM 7** as follows. Ms. Anderson stated that the amendments proposed comply with the standards of The Joint Commission, the accrediting body for the USA Hospitals. On motion by Dr. Stokes, seconded by Capt. Jenkins, the resolution was approved unanimously. Judge Simon commended Ms. Anderson and the Medical Center team for earning the prestigious American Heart Association Gold Plus Award for stroke care:

**RESOLUTION
USA HOSPITALS MEDICAL STAFF BYLAWS AND RULES AND REGULATIONS
REVISIONS OF APRIL 23, 2014**

WHEREAS, revisions to USA Hospitals Medical Staff Bylaws and Rules and Regulations, approved at the April 23, 2014, Medical Staff meeting and attached hereto, are recommended for approval by the Medical Staffs and the Executive Committee of the University of South Alabama Hospitals,

THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of South Alabama approves the revisions as submitted.

As to **ITEM 8**, a report on the activities of the Division of Health Sciences and the USA Health System, Dr. Franks prefaced the demonstration that followed as reflective of the University-wide initiative to increase collaboration across the disciplines. Ms. Chronister made introductory remarks on the groundbreaking translational research conducted by Dr. Mark Gillespie, Professor

and Chair of the Department of Pharmacology and USA Center for Lung Biology scientist. As Board members viewed a graphic presentation, Dr. Gillespie gave an overview of his joint research with Dr. Glenn Wilson, retired Professor and Chair of Cell Biology and Neuroscience, which led to the discovery of a protein that can attach to cell mitochondria and repair organ damage. The University has rights to the invention disclosure and product patent, while USA Coastal Innovation Hub tenant Exscien, the University-affiliated biotech company co-founded by Drs. Gillespie and Wilson, holds the license for pharmaceutical distribution in the marketplace. Dr. Gillespie described an array of short- and long-term treatment applications, and he welcomed questions. Dr. Franks thanked Dr. Gillespie and his colleagues for their significant contributions.

Dr. Franks addressed **ITEM 9**, a report on the activities of the Mitchell Cancer Institute (MCI). He gave an update on the search to fill the position of MCI Director, advising that two candidates had made preliminary visits to campus. He reported in excess of 600 people had attended the western-themed 2nd Annual Cancer Survivors Day celebration on June 1 at Geri Moulton Children's Park. Photos were shown of the event sponsored by the MCI and Children's & Women's Hospital (CWH) and held in conjunction with National Cancer Survivors Day. Mr. Bailey noted that former CWH lymphoma patient Mr. Michael Daves was pictured among the guests in attendance. Photos were shown of Miss Starla Chapman, former leukemia patient at CWH, who was named the Children's Miracle Network's 2014 Champion Child representing Alabama. Mr. Bailey said this distinction would enable Miss Chapman to participate in national events alongside children representing other states. He discussed plans for the 25th Annual NICU Reunion slated for June 6 at Geri Moulton Children's Park. With reference to the common desire of former patients and their families to give back in appreciation of the care received at USA, he advised that former NICU patient Mr. Bryan Ayers, now a young musician, would perform at the reunion with his band.

Chairman Furr called for consideration of academic and student affairs items. Ms. Maye, Chair of the Academic and Student Affairs Committee, called upon Dr. Johnson to address **ITEM 10**, a report on the activities of the Division of Academic Affairs. Dr. Johnson introduced Dr. Angela Coleman, Associate Vice President for Institutional Effectiveness, who gave an overview of the USA Accountability Scorecard, a compilation of broad outcomes data published annually to track progress towards the goals and objectives prescribed by the University's Strategic Plan 2014-2017. As Board members viewed a visual presentation, Dr. Coleman discussed a set of scorecard indicators and demonstrated how the University uses the data to make informed decisions. She stated new measures are being developed, such as to show students' impressions on campus climate and student services, as well as USA Health System data for national comparison. She asserted that use of the scorecard will promote accountability and transparency, and she said feedback is welcome.

Dr. Johnson gave information on an initiative of the College of Education that focuses on improving education for African-American males who are often disadvantaged due to socio-economic obstacles. The program, featuring activities such as guest lectures and seminars on improving instruction, took place over the 2014 Spring Semester. Dr. Johnson said the University has a service responsibility to meet the needs of all citizens. Dr. Nicole Carr gave de-

tails on a minority mentoring program that will begin in the fall. Trustees Simon and Yance complimented the University for these strides.

Dr. Johnson updated the Board on the Mitchell College of Business dean's search. He said a number of strong candidates were considered, and, following interviews, Dr. Bob G. Wood, Dean of the Franklin P. Perdue School of Business at Salisbury University in Maryland, was offered the position. Dr. Wood begins his tenure as dean in July.

Dr. Johnson discussed USA's Academic All Stars Program, which recognizes students for scholarly achievement. A poster showcasing this year's honorees was shown. Dr. Johnson introduced Mr. George Moore, a Mechanical Engineering major who was accepted into the summer research program at the University of Illinois; and Mss. Kristi Williams, Foreign Languages and Communications major who was named the *2013 Caldwell Scholar*, which funded her travel to Dijon, France, to study the French culture in the summer of 2013; and Catherine Zivanov, Chemistry major who was awarded a National Science Foundation *Research Experiences for Undergraduates* travel grant and a prestigious Goldwater Scholarship to cover her education expenses for 2014 through 2016. Each was given an opportunity to talk briefly about the academic projects that earned them distinction, as well as their career aspirations.

Dr. Johnson presented ITEM 11 as follows, noting that copies of the resolution had been distributed to Board members. On motion by Dr. Charlton, seconded by Mr. Windom, the resolution was approved unanimously:

**RESOLUTION
TENURE AND PROMOTION**

WHEREAS, in accordance with University policy, faculty applications for tenure and promotion have been reviewed by the respective faculty peers, Departmental Chair, College Dean, and by the Senior Vice President for Academic Affairs or the Vice President for Medical Affairs, and the President, and of those faculty considered, the following individuals are hereby recommended for tenure and/or promotion,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees approves and grants tenure and/or promotion to those individuals whose names are listed below to be effective August 15, 2014.

PAT CAPPS COVEY COLLEGE OF ALLIED HEALTH PROFESSIONS:

Tenure:

Coral M. Gubler
Kelli J. Evans

Promotion to Assistant Professor:

Cheryl L. Davis

Promotion to Associate Professor:

Coral M. Gubler
Ishara Ramkissoon
Kelli J. Evans

Promotion to Senior Instructor:

Charles O. Erwin

COLLEGE OF ARTS AND SCIENCES:

Tenure:

Maria A. Byrne
Christine R. Eaton
Christopher R. Freed

Promotion to Associate Professor:

Maria A. Byrne
Christine R. Rinne Eaton
Christopher R. Freed

COLLEGE OF ARTS AND SCIENCES cont.:

Tenure:

T. Allan Hillman
Laura M. Moore
Sinead M. Ni Chadhain
Mollie E. Nouwen
William F. Patterson, III
Carol F. Sawyer
Corina S. Schulze
Wesley D. Terwey

Promotion to Senior Instructor:

Nadia K. Bush
Megan S. Sparks

Promotion to Associate Professor:

T. Allan Hillman
Laura M. Moore
Mollie E. Nouwen
Carol F. Sawyer
Corina S. Schulze

Promotion to Professor:

Nicole E. Amare
David Z. Durant
Harrison S. Miller
John F. Shelley-Tremblay
Richard E. Sykora
Peter J. Wood
Roger Anthony Wright

COLLEGE OF EDUCATION:

Tenure:

Wanda Maulding Green
Shelley L. Holden

Promotion to Senior Instructor:

Randall J. Anastasio

Promotion to Associate Professor:

Shelley L. Holden

Promotion to Professor:

Susan P. Santoli
Karyn W. Tunks

COLLEGE OF ENGINEERING:

Tenure:

M. Yousef El-Sharkh
Samantha Islam
Silas J. Leavesley
Bret M. Webb
Kevin N. West

Promotion to Associate Professor:

M. Yousef El-Sharkh
Samantha Islam
Silas J. Leavesley
Bret M. Webb
Kevin N. West

COLLEGE OF MEDICINE:

Tenure:

Paul Brett
Andrea Wright
Robert Britton

Promotion to Professor:

Brian Fouty
Hanes Swingle

Promotion to Associate Professor:

Diego Alvarez
Jonathan Audia
Ghulam Awan
Rosina Connelly

Promotion to Associate Librarian:

Andrea Wright
Robert Britton

COLLEGE OF NURSING:

Promotion to Professor:

Jennie A. Gunn
Kimberly A. Williams

Promotion to Associate Professor:

Christopher T. Harlan

Promotion to Senior Instructor:

Suzanne M. Bihan

MITCHELL CANCER INSTITUTE:

Tenure:
Ajay Singh
Yaguang Xi

Promotion to Associate Professor:
Ajay Singh
Yaguang Xi

MITCHELL COLLEGE OF BUSINESS:

Promotion to Senior Instructor:
Nancy J. Lambe
Ellen K. Madden

Promotion to Professor:
Treena L. Gillespie Finney
Kenneth J. Hunsader
Donald C. Mosley, Jr.

Promotion to Associate Professor:
Teresa G. Weldy

SCHOOL OF COMPUTING:

Tenure:
Jeffrey T. McDonald

Promotion to Professor:
Jeffrey T. McDonald

UNIVERSITY LIBRARY:

Tenure:
Angela M. Rand

Promotion to Associate Librarian:
Angela M. Rand

Ms. Maye shared positive remarks on the increase in African-American students enrolled who originated from her district.

Dr. Smith presented **ITEM 12**, a report on the Division of Student Affairs. He discussed the USA Bookstore's designation as an authorized dealer of Apple products. He recognized Mr. Brian Catlin, Bookstore Manager.

Dr. Smith introduced USA Chief of Police, Mr. Zeke Aull, who gave an overview of police operations and services. As the Board viewed a graphic presentation, Chief Aull shared data on the USA police force, and discussed characteristics desired in officers on the force; upkeep and posting of crime statistics; methods of patrol on multiple campuses; the campus-wide alert network that includes weather tracking and warnings; and the process to gain accreditation through the International Association of Campus Law Enforcement Administrators (IACLEA). He talked about ongoing efforts to educate students on safety, including promotion of the *MyForce* mobile monitoring application and distribution of safety-themed materials and items to students that increase awareness.

Chairman Furr introduced Ms. Danielle Watson, SGA President, for an opportunity to comment on **ITEM 13** as follows. On behalf of USA students, Ms. Watson acknowledged the necessity of raising tuition as a means to keep quality faculty. Chairman Furr noted that detailed discussion took place at the Committee of the Whole meeting, at which Trustees agreed unanimously to recommend Board approval. He called for a vote and the resolution was approved unanimously. President Waldrop reiterated the Administration's wish is not to cause additional financial burden, but to preserve quality. He announced the implementation of a plan to use a portion of the increase to help students with financial hardships:

**RESOLUTION
TUITION, HOUSING AND FEES SCHEDULES, 2014-2015**

WHEREAS, the University of South Alabama is committed to maintaining high-quality educational and student services programs, and

WHEREAS, the Alabama Legislature has approved a 2014-2015 education budget that increases USA's state funding by only \$728,084 or .71 percent from last year, in the face of an increased PEEHIP cost of \$735,416, and

WHEREAS, USA has faced accumulated reductions in state appropriations of \$262.1 million since 2007-2008, and

WHEREAS, the University responded to the recession and reductions in state appropriations by implementing numerous cost-cutting measures that remain in place, and

WHEREAS, after extensive analysis of the University's financial needs for 2014-2015 and beyond, the University Administration and Budget Council have determined that increases in tuition and fees, housing, and meals are necessary to maintain the standard of quality that USA students and their families desire and expect, and

WHEREAS, with the proposed tuition, housing, and meal rates for 2014-2015, as set forth in the attached schedules, such costs at the University would continue to be among the lowest in effect at peer public doctoral-level research institutions in the state of Alabama,

THEREFORE, BE IT RESOLVED, that the Board of Trustees of the University of South Alabama approves the tuition, housing, meals, and required student fees for the 2014-2015 academic year as set forth in the attached schedules.

Chairman Furr called for consideration of budget and finance items. On behalf of Mr. Corcoran, Budget and Finance Committee Chair, Mr. Simmons addressed **ITEM 14**, a report on the quarterly financial statements for the six months ended March 2014. He said use of reserves over the course of the economic downturn has begun to show an impact in the University's financial statements.

Mr. Corcoran introduced **ITEM 15** as follows, and moved approval. Mr. Peek seconded and the resolution was approved unanimously:

**RESOLUTION
BANKING RESOLUTION**

BE IT RESOLVED that the President and either the Vice President for Financial Affairs or the Treasurer of the University are authorized to:

1. Open and close bank, brokerage, custody, safekeeping, or other accounts in the name of the University.
2. Sell, transfer, and endorse for sale or transfer any and all securities on behalf of the University.
3. Buy securities for the account of the University.
4. Order the transfer or delivery of securities on the University to any other person.

5. Pledge collateral, securities, or other property in the name of the University and to make withdrawals, substitutions, and exchanges in connection therewith.
6. Exercise any other rights related to securities, including signing for all releases, powers of attorney, and/or other documents in connection with securities of the University.
7. Designate individuals authorized to sign checks, drafts, notes, acceptances, and other orders for the payment of money or the withdrawal of funds for the account of the University.
8. Designate individuals authorized to endorse, negotiate, receive, or authorize the payment of the proceeds of any instruments or orders for the payment of money to the University.
9. Designate individuals authorized to make telephone transfer of funds of the University and the manner in which such funds can be transferred.
10. Issue any other instructions for the conduct of any accounts in the name of the University.

BE IT FURTHER RESOLVED that this resolution supersedes any resolutions dated as of a date prior to the date of this resolution and relating to the University's banking activities and,

BE IT FINALLY RESOLVED that the secretary of this University's Board of Trustees is authorized to certify, under the corporate seal of the corporation, a copy of these resolutions and the names and specimen signatures of the persons authorized to act on behalf of the University.

Mr. Corcoran presented **ITEM 16** as follows, and provided a brief description of the land being considered for sale by the University. As unanimously recommended by the Committee of the Whole, Chairman Furr called for a vote, and the resolution was approved unanimously:

**RESOLUTION
SALE OF REAL PROPERTY**

WHEREAS, the University of South Alabama owns real property in Mobile, Alabama, consisting of fifty-seven parcels located in the southwest corner of the Hillsdale subdivision, and

WHEREAS, the University has been the beneficiary of three donations of residential lots located in Mobile and Baldwin counties, which donations were intended to provide funds for various endowments, and

WHEREAS, the University has been the beneficiary of three donations of timberland totaling 1,080 acres located in Barbour County, Alabama, which donations were intended to provide funds for an endowment in creative writing, and

WHEREAS, the University has determined that using the property in its current form is not beneficial to the University and has deemed it economically justified and in the best interest of the state and the University of South Alabama to sell the Hillsdale lots and the other three residential lots through a listing with one of more duly licensed real estate brokers and the timberland through the sealed-bid process and utilize the proceeds of the sales to further the mission of the University,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama authorizes the University President and the Vice President for Financial Affairs to place the property on the market through the process outlined in the *Policy and Procedure by Which The University of South Alabama Would Sell or Lease Real Property or Interest Owned by the University of South Alabama*, as approved by this Board on March 9, 2006.

Mr. Corcoran introduced **ITEM 16.A** as follows. Having received the unanimous recommendation of the Committee of the Whole, the Board voted unanimously to approve the resolution:

**RESOLUTION
ACQUISITION OF PROPERTY OWNED BY THE BOARD OF WATER AND SEWER COMMISSIONERS
OF THE CITY OF MOBILE D/B/A MOBILE AREA WATER AND SEWER SYSTEM (MAWSS)**

WHEREAS, the Board of Water and Sewer Commissioners of the City of Mobile d/b/a Mobile Area Water and Sewer System (MAWSS) has offered to sell to the University its property located on Catherine and Cox streets, and

WHEREAS, this MAWSS property is contiguous to the University of South Alabama Children's & Women's Hospital, and

WHEREAS, this property includes office space that could be used to relocate University hospital employees from the Spring Hill Avenue Campus, and

WHEREAS, the University of South Alabama Children's & Women's Hospital has a pressing need for additional parking spaces this property could provide, and

WHEREAS, the University's Hospital Administration has stated a desire for the University to pursue the possible purchase of this property,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama authorizes the Vice President for Financial Affairs to issue purchase agreement(s) for the acquisition of the MAWSS property located on Catherine and Cox streets for a total purchase price of \$3,548,760.00 plus any closing and inspection costs, and

BE IT FURTHER RESOLVED, after a thorough inspection of the MAWSS property to confirm its functional operability, the Vice President for Financial Affairs is authorized to proceed to close this property purchase.

Mr. Corcoran addressed **ITEM 17** as follows. Having received the unanimous recommendation of the Committee of the Whole, the resolution was approved unanimously:

**RESOLUTION
UNIVERSITY INFRASTRUCTURE STUDY**

WHEREAS, the University of South Alabama has existed for 51 years, and

WHEREAS, much of the University's facilities infrastructure is 25 years old or older, and

WHEREAS, components of the University's infrastructure are failing or in need of a plan for improvement,

THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of South Alabama grants its approval for the Vice President for Financial Affairs to proceed with a study and prioritized plan to address the campus infrastructure issues.

Chairman Furr called for a report on audit items. On behalf of Mr. Peek, Chair of the Audit Committee, Mr. Simmons reported on the Alabama Department of Examiners of Public Accounts

Compliance Report for the period October 2011 through September 2012, **ITEM 18**. He said the state's audit was close to flawless and did not have negative comments. He explained the one procedural finding related to two construction projects and allowances for portions of work not advertised for public bid. He said the University has implemented corrections to its procedures.

Chairman Furr called for consideration of development, endowment and investments items. Mr. Yance, Chair of the Development, Endowment and Investments Committee, said a report on endowment and investment performance, **ITEM 19**, was delivered at the Committee of the Whole meeting, and that discussion took place on the annual endowment rankings published by the National Association of College and University Business Offices (NACUBO) and on investment rebalancing for portfolio stability.

Dr. Erdmann presented **ITEM 20** as follows. On motion by Mr. Corcoran, seconded by Dr. Charlton, the resolution was approved unanimously:

**RESOLUTION
JAGUAR ATHLETIC FUND DIRECTORS**

WHEREAS, pursuant to the Amended Bylaws of the Jaguar Athletic Fund, Inc. ("USAJAF"), the Board of the Trustees of the University of South Alabama ("University") shall approve the USAJAF slate of Officers and Directors, and

WHEREAS, the University and USAJAF have a history of interaction and cooperation that has served the interests of the University, and

WHEREAS, the Board of Directors of the USAJAF is authorized to nominate Directors consistent with the aforesaid bylaws for consideration and approval by the Board of Trustees of the University, and

WHEREAS, the Nominating Committee of the USAJAF Board of Directors has nominated the following persons for consideration and approval by the Board of Trustees of the University for four (4) year terms beginning June 2014, and these persons have agreed to serve in this capacity if approved,

Mr. John J. Basset
Ms. Shelly Holden, Ed.D.
Mr. C. Wesley Hinkle, Jr.
Mr. Robert A. Marks
Dr. Amy M. Morris
Mr. Alex Pastore
Mr. James H. Shumock
Mr. C. L. Walters

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama does hereby approve the aforementioned individuals as members of the Board of Directors of the USAJAF for the terms noted.

Mr. Yance called on Dr. Busta to report on the activities of the offices of Development and Alumni Relations, **ITEM 21**. Dr. Busta introduced Mss. Ann Sirmon, President of the USA National Alumni Association (NAA), and Jessica Callahan, Assistant Director of the Office of Alumni Relations, who shared details on the success of the first annual *JaguarsCare* service project held

on April 26. Ms. Sirmon discussed how the idea evolved to engage alumni in community outreach while raising public awareness for the University. Ms. Callahan talked about the impact individuals and chapters made nationally and internationally, with participation as far-reaching as Mongolia and Scotland. Photos were shown of some participants, and the formation of new chapters in Bangladesh and India was reported. Recognized for their contributions were Dr. Jim Connors, Assistant to the Vice President for Research and Economic Development and former Interim Director of the Office of International Education, and Ms. Brenda Henson, Director of International Student Services and Admissions. Details were shared on President Waldrop's visits to Birmingham and Atlanta to be introduced at chapter meetings.

Chairman Furr announced the creation of the USA Board of Trustees Endowed Scholarship, a concept inspired by the generosity of Mr. Abe Mitchell. He said that gifts to the scholarship fund will be matched through the *Mitchell-Moulton Scholarship Initiative* and that the highest-achieving student in each freshman class would be selected as a Board of Trustees scholar, the first of whom will be introduced at the September Board meeting. Scholarship awards will fund tuition, books, room and board, and, eventually, study abroad opportunities. Chairman Furr thanked the founding Board members, past and present, for leading by example and contributing in excess of the \$125,000 goal. President Waldrop thanked Chairman Furr for making his vision a realization.

Dr. Furr stood and read **ITEM 22** as follows. On motion by Mr. Peek, seconded by Ms. Maye, the resolution was approved unanimously. Dr. Smith joined Dr. Furr and President Waldrop as Trustees and guests gave him a standing ovation. Upon receipt of a commemorative resolution, Dr. Smith shared appreciation for the Board's faith in him to fill the role of Acting President:

**RESOLUTION
COMMENDATION OF DR. JOHN W. SMITH**

WHEREAS, Dr. John W. Smith arrived at the University of South Alabama in 2008 as Vice President for Student Affairs, quickly earning the respect of administrators, faculty, staff and students, and

WHEREAS, Dr. Smith has been a key agent for enhancing student life on campus, including the renovation of the USA Bookstore, Food Court and Student Center; the construction of a centrally located dining facility; and the construction of the Stokes and New residence halls, along with the renovation of others, and,

WHEREAS, Dr. Smith has created strong relationships with USA partners that have resulted in creating positive residential and dining experiences for students and helped build community, and

WHEREAS, Dr. Smith's counsel was highly respected and sought after during the administration of University President V. Gordon Moulton, who appointed Dr. Smith as Special Assistant to the President in 2010, and

WHEREAS, Dr. Smith continued to serve as Vice President during that time, handling duties of both positions with honor, proficiency and aplomb, and

WHEREAS, in February 2013, the Board of Trustees appointed Dr. Smith as Acting President of the University of South Alabama, a reflection of its faith and trust in Dr. Smith to lead the University during a time of uncertainty and transition, and

WHEREAS, Dr. Smith, with integrity and focus, guided the University during this critical period, during which USA's 50th Anniversary was celebrated and the process for reaffirmation of the University's accreditation was achieved, and

WHEREAS, Dr. Smith and his wife, Jeanne, have represented the University with poise and selfless generosity, particularly following the death of President Moulton, and

WHEREAS, Dr. Smith continues his dedicated service to the University of South Alabama as Special Assistant to the President and Vice President for Student Affairs,

THEREFORE, BE IT RESOLVED that the Board of Trustees expresses its heartfelt appreciation to Dr. John W. Smith for his leadership, counsel and continued support of USA's mission of teaching, research, public service and health care.

President Waldrop stood and read **ITEM 23** as follows. On motion by Mr. Peek, seconded by Mr. Corcoran, the resolution was approved unanimously, and a standing round of applause was given in honor of Mr. Wayne Davis, who was accompanied by his wife, Mrs. Laura Davis. Mr. Davis was presented with a commemorative resolution, and he and Mrs. Davis remarked on their experiences during Mr. Davis' tenure at USA. They expressed gratitude to their friends in the room:

**RESOLUTION
COMMENDATION OF MR. M. WAYNE DAVIS**

WHEREAS, Mr. M. Wayne Davis served in many official capacities at the University of South Alabama since his employment on April 25, 1978, including Controller; Associate Vice President for Finance & Controller; Treasurer & Controller; Vice President for Financial Affairs; and Executive Assistant to the President, and

WHEREAS, during Mr. Davis's 36-year tenure with the University, student enrollment grew from 7,084 to 15,311, and

WHEREAS, during Mr. Davis's career the University budget increased from \$62 million to \$700 million, and

WHEREAS, Mr. Davis has contributed his time and expertise to serving as a board member for the University of South Alabama Health Services Foundation, the USA Federal Credit Union, and the USA Research and Technology Corporation, and

WHEREAS, Mr. Davis played a major role in creating the original plan for the implementation of a football program at the University, and

WHEREAS, Mr. Davis worked tirelessly to establish the Jaguar Challenge Golf Tournament, now in its eleventh year, which raises over \$100,000 annually for the USA Athletics Department, and

WHEREAS, Mr. Davis possesses a transcendent financial mind, an uncanny ability to inveigle others with great equanimity, a mystical talent for keeping his weight at a certain level and implausible luck both on and off the golf course,

THEREFORE BE IT RESOLVED that the University of South Alabama Board of Trustees expresses its sincere appreciation to Mr. M. Wayne Davis for his many contributions to the University of South Alabama and offers its best wishes upon his retirement from the Institution he served so well.

Chairman Furr called upon Ms. Maye for presentation of **ITEM 24** as follows. Ms. Maye stood and addressed Ms. Miree, commenting on their close friendship, and she read the resolution, and the Board of Trustees cast a unanimous vote of approval. Trustees and guests stood and applauded in honor of Ms. Miree, who was accompanied by her husband, Mr. Mark Miree. Ms. Miree was presented with a commemorative resolution and a jaguar sculpture. She welcomed the new Trustees and shared heartfelt words with fellow Board members and USA friends, adding that she counted it a privilege to serve on behalf of the University of South Alabama:

**RESOLUTION
COMMENDATION OF MRS. CHRISTIE D. MIREE**

WHEREAS, Mrs. Christie D. Miree was appointed to the Board of Trustees of the University of South Alabama in 2001, and

WHEREAS, during her tenure as a member of the Board, Mrs. Miree played a key role through her service on the Budget and Finance/Audit Committee and the Academic and Student Affairs Committee, for which she served as Chair since 2004, and

WHEREAS, Mrs. Miree has been instrumental to the success of several significant development initiatives, including service on the 50th Anniversary Alumni Annual Fund Leadership Council, and has provided generous financial support for USA's 50th Anniversary Annual Fund and to create the Christie D. Miree National Alumni Association Employee Service Awards Endowment Fund, contributions for which she, as a 1993 graduate of the University, was honored by the USA National Alumni Association with a Distinguished Alumni Award in 2011, and

WHEREAS, Mrs. Miree has served the University with distinction, graciously contributing her time, energy, wisdom and guidance to the growth and development of higher education in the state of Alabama and region, and to the students, alumni, faculty and administration of the University of South Alabama,

NOW, THEREFORE, BE IT RESOLVED that the University of South Alabama Board of Trustees expresses its deep appreciation and gratitude to Mrs. Christie D. Miree for her devotion, service and commitment to advancing the interests of the Institution and its constituencies.

Chairman Furr called upon Judge Simon for presentation of **ITEM 25** as follows. Judge Simon stood and expressed appreciation to Mr. Gardner for his dedication to the University. He read the resolution as Mr. Gardner stood with his wife, Mrs. Susan Gardner. On motion by Mr. Peek, seconded by Mr. Corcoran, the resolution was approved unanimously. Mr. Gardner was presented with a commemorative resolution and a jaguar sculpture. He said it had been his pleasure to serve the Institution and work with the late President Gordon Moulton. He regarded USA as a flagship in the region:

**RESOLUTION
COMMENDATION OF MR. J. CECIL GARDNER**

WHEREAS, Mr. J. Cecil Gardner was appointed to the Board of Trustees of the University of South Alabama in 2001, and

WHEREAS, during his tenure as a member of the Board, Mr. Gardner played a key role on numerous important committees, including the Executive Committee, the Academic and Student Affairs Committee, the

Long-Range Planning Committee, the Budget and Finance/Audit Committee and the Development, Endowment and Investments Committee, and

WHEREAS, Mr. Gardner has been instrumental to the success of several significant development initiatives, including service on the Campaign USA Leadership Team and the 50th Anniversary Business Leadership Circle, and has provided generous financial support for the University's Bell Tower Campaign and to Celebrate Hope benefiting the Mitchell Cancer Institute, and

WHEREAS, Mr. Gardner has served the University with distinction, graciously contributing his time, energy, wisdom and guidance to the growth and development of higher education in the state of Alabama and region, and to the students, alumni, faculty and administration of the University of South Alabama,

NOW, THEREFORE, BE IT RESOLVED that the University of South Alabama Board of Trustees expresses its deep appreciation and gratitude to Mr. J. Cecil Gardner for his devotion, service and commitment to advancing the interests of the Institution and its constituencies.

Chairman Furr advised that former Trustee Sam Jones could not be in attendance, and he called for consideration of **ITEM 26** as follows. On motion by Ms. Maye, seconded by Mr. Shumock, the resolution was approved unanimously:

**RESOLUTION
COMMENDATION OF MR. SAMUEL L. JONES**

WHEREAS, the Honorable Samuel L. Jones was appointed to the Board of Trustees of the University of South Alabama in 2001, and

WHEREAS, during his tenure as a member of the Board, first as a Mobile County Commissioner and later as Mayor of Mobile, Mr. Jones played a key role on numerous important committees, including the Executive Committee, the Budget and Finance/Audit Committee, the Health Affairs Committee, and the Long-Range Planning Committee, for which he served as Chair since 2008, and

WHEREAS, Mr. Jones has provided generous financial support to the University and has been instrumental to the success of several significant development initiatives, including service on the Campaign USA Leadership Team, the 50th Anniversary Business Leadership Circle and the Mitchell-Moulton Scholarship Initiative Committee, and

WHEREAS, Mr. Jones received a USA Distinguished Service Award in 2008 and addressed graduates as the 2009 Fall Commencement Speaker, and

WHEREAS, Mr. Jones has served the University with distinction, graciously contributing his time, energy, wisdom and guidance to the growth and development of higher education in the state of Alabama and region, and to the students, alumni, faculty and administration of the University of South Alabama,

NOW, THEREFORE, BE IT RESOLVED that the University of South Alabama Board of Trustees expresses its deep appreciation and gratitude to the Honorable Samuel L. Jones for his devotion, service and commitment to advancing the interests of the Institution and its constituencies.

Mrs. Lisa Furr was invited to join Chairman Furr for a special announcement, **ITEM 27**. President Waldrop declared the University fortunate for the leadership of Chairman Furr, and he shared background demonstrating the indelible mark the dynamic couple has made on the University of South Alabama. He announced the Furr's commitment of a legacy gift to the Children's & Women's Hospital Excellence Endowment, which funds priority projects of the

hospital. Mr. Bailey stepped forward to present the Furr's a plaque commemorating the naming of the CWH lobby in their honor. The Furr's expressed surprise and gratitude, and Chairman Furr acknowledged Mrs. Furr's full support of the University and of all he has endeavored to accomplish.

Chairman Furr introduced former Trustees Jim Nix, Monty Collins and Herman Thomas, and thanked them for being present. He welcomed new Trustees Chandra Brown Stewart, Ron Jenkins, Sandy Stimpson and Mike Windom.

Chairman Furr called upon Mr. Yance to deliver a special presentation, for which Mr. Abe Mitchell was asked to join them and President Waldrop. Mr. Yance read the following resolution and moved for approval. Mr. Peek seconded and the resolution was approved unanimously. Mr. Mitchell accepted a ceremonial resolution, and Trustees and guests honored him with a standing ovation. He stated he was deeply grateful for the honor of being named an honorary member of the Board of Trustees and pledged to continue in his efforts to advance the mission of the University of South Alabama:

**RESOLUTION
RECOGNITION OF MR. ABRAHAM A. MITCHELL AS HONORARY TRUSTEE**

WHEREAS, Mr. Abraham A. Mitchell has been a tireless advocate for the University of South Alabama, and

WHEREAS, Mr. Mitchell has focused his philanthropy on the University of South Alabama, giving generously and encouraging others to do the same, and

WHEREAS, Mr. Mitchell's commitment of \$50 million in 2013 greatly enhanced the Mitchell College of Business and provided a transformational expansion of educational opportunities for USA students in all disciplines through the endowment of the Mitchell-Moulton Scholarship Initiative, and

WHEREAS, Mr. Mitchell contributed the funds necessary to purchase and renovate a presidential residence for the University, giving the Institution a suitable place to receive guests and house its president, and

WHEREAS, the total amount of giving by the Mitchell family exceeds \$93 million, touching all aspects of the University, and

WHEREAS, Mr. Mitchell has given not only of his resources, but also has provided vast quantities of his time and talent to the University, and

WHEREAS, Mr. Mitchell, offering trusted and wise counsel, has been an invaluable resource to the University's Board of Trustees and leadership, and

WHEREAS, the Board has the discretion to recognize as an honorary trustee any individual who has demonstrated sustained and extraordinary commitment to the mission of the University, and

WHEREAS, such a designation is reserved for rare occasions,

THEREFORE, BE IT RESOLVED that the University of South Alabama Board of Trustees is deeply appreciative of Mr. Abraham A. Mitchell, who has served the University with distinction and whose counsel and advice is particularly valued by the Board, and

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BE IT FURTHER RESOLVED that the University of South Alabama Board of Trustees hereby recognizes Mr. Mitchell as an honorary trustee.

Judge Simon remarked briefly on the tour by Trustees of the Archaeology Museum held June 5. He said the outstanding exhibits provide a new perspective on the Mobile region.

There being no further business, the meeting was adjourned at 12:49 p.m.

Attest to:

Respectfully submitted:



James H. Shumock, Secretary



Steven P. Furr, M.D., Chair *pro tempore*

B Y L A W S
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF SOUTH ALABAMA

PREAMBLE

The Legislature of the State of Alabama vested full management and control over the University of South Alabama in a Board of Trustees pursuant to Act No. 157, Acts of Alabama, 1963, Secondary Extraordinary Session, stating at that time: "The Governor and the State Superintendent of Education, by virtue of their respective offices, and the [T]rustees appointed from the senatorial districts of the state, enumerated in Section 16-55-2, are constituted a public body corporate under the name of the University of South Alabama to carry into effect the purposes expressed in this article and to establish a state institution of higher learning."(Code of Alabama, 1975, Section 16-55-1). For the purpose of providing a definitive and orderly form of governance, and in order to continue to carry out the purposes required of the Board of Trustees of the University of South Alabama, in the establishment and continuation of a state institution of higher learning, the Board of Trustees hereby does promulgate and adopt these Bylaws.

ARTICLE I
THE BOARD OF TRUSTEES

The entire management and control over the University of South Alabama (hereinafter referred to as the "University") shall be vested in the Board of Trustees of the University of South Alabama (hereinafter referred to as the "Board"); however, upon general or specific authorization or delegation made or provided for in these Bylaws, the Board may exercise such management and control through the officers, officials, committees and agents as it may deem fit and appropriate, all in accordance with state law. The Board acts as a body politic and no individual member of the Board shall have the authority to act for the Board or for the University.

Section 1. **Composition of Board.** Consistent with the 2014 amendatory language to Sections 16-55-2, Code of Alabama 1975, the Board shall consist of **three** members from Mobile County; **five** members from the state at large; **two** members from the United States at large; the Governor, who shall be *ex officio* President of the Board; and **one** each from each of the following state senatorial districts, or combinations thereof, as those districts existed in 1963: (1) Sixteenth and Seventeenth Districts comprising Monroe and Wilcox Counties, and Butler, Conecuh, and Covington Counties, respectively; (2) Nineteenth and Twentieth Districts comprising Choctaw, Clark, and Washington Counties, and Marengo and Sumter Counties, respectively; (3) Twenty-first District comprising Baldwin and Escambia Counties; (4) Twenty-third, Twenty fifth, and Thirtieth Districts comprising Dale and Geneva Counties, Coffee and Crenshaw Counties, and Dallas and Lowndes Counties, respectively; and (5) Thirty-fifth District comprising Henry and Houston Counties.

Section 2. **Election and Term of Office.** The Governor, as an *ex officio* Trustee, serves his or her term of office in correspondence with his or her term of office as Governor of the State of Alabama. In accordance with the statute regarding the University of South Alabama, the Trustees are appointed by the Governor, by and with the advice and consent of the State Senate, and, for those appointed or reappointed after the effective date of the 2014 amendment to said statute, hold office for a term of six years, and until their successors shall be appointed and qualified. Any Trustee appointed to serve a twelve-year term before the effective date of the 2014 amendment will continue to serve for the remainder of that term. As terms expire after that date, appointments to fill positions on the Board shall be for six-year terms. There are three classes of

board members, so that, after the transition to all Trustees serving six-year terms, one-third of the members of the Board is appointed every two years. Vacancies occurring in the office of Trustee, from death or resignation, and the vacancies regularly occurring by expiration of the term shall be filled by the Governor, and the appointee holds office until the next meeting of the Legislature. Successors to those Trustees whose terms expire during an interim shall hold office for a full term, unless they are rejected by the Senate. Neither the existence nor continuation of a vacancy in the office of the Trustee shall serve to impair or hinder any provisions of these Bylaws or the validity of the operation and actions by the Board by virtue of that vacancy alone.

Section 3. Compensation of Trustees. No Trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of duties as a Trustee; such expenses shall be paid or reimbursed from university funds, upon the authorization of the President of the University (hereinafter referred to as the "President").

Section 4. Primary Functions of the Board. The Board acts as a public body corporate, and no individual member of the Board has the authority to act for the Board or the University. Communications to the Board shall be directed to the Board through the President or Chair *pro tempore*, except as otherwise provided herein. The Board of Trustees, as a public body corporate, has all rights, privileges, and authority necessary to promote the purpose of its creation, which is to establish and provide for the maintenance and operation of a state university in Mobile County. In accordance with such powers, the Board of Trustees shall have the power to organize the institution by appointment of instructors and faculty members, and such executive and administrative officers and employees, as may be necessary to operate the University, which the Board hereby delegates to the President; the Board may remove any faculty members or employees in its discretion, and shall have the power and authority to fix salaries or compensation, increase or reduce same at its discretion, all of which duty the Board hereby delegates to the President. The Board may prescribe courses of instruction, rates of tuition and fees, confer such academic and honorary degrees as are usually conferred by institutions of like character, and may do all else necessary and considered in the best interest of the institution to carry out the purposes of the institution.

Section 5. Emeritus Status. The Board, in its sole discretion, may recognize any Trustee who has served with distinction as Trustee Emeritus following said Trustee's term of

service. The Trustee must have provided distinguished and meritorious service, outstanding leadership, and exceptional contributions to the University over a period of years. Any Trustee so recognized as Trustee Emeritus shall have no voting rights and will remain Trustee Emeritus at the pleasure of the Board of Trustees. Such designation shall confer no responsibilities, duties, rights, privileges, or benefits, but shall constitute recognition of service and experience and will publicly acknowledge that person as particularly suited for counsel and advice to the Board. The Board encourages the availability of those who have been awarded Trustee Emeritus status for such counsel and advice and may request special services of them.

Section 6. Honorary Trustee. The Board, in its sole discretion, may recognize as an Honorary Trustee any individual who has demonstrated a sustained and extraordinary commitment to the mission of the University. Election of an Honorary Trustee shall occur at any regular meeting of the Board and, because of the prestige of this position, shall occur on very rare occasions. Honorary Trustees shall have no voting rights and will maintain this designation at the pleasure of the Board. Such designation shall confer no responsibilities, duties, rights, privileges, or benefits, but shall constitute recognition of service with distinction to the University. It will also publicly acknowledge that person as particularly suited for counsel and advice to the Board.

Section 7. Removal of a Trustee. Under the laws of the State of Alabama, the Board of Trustees has no power to remove one of its members. Section 60 of the Constitution of Alabama, which provides that “[no] person convicted of embezzlement of the public money, bribery, perjury, or other infamous crime, shall be eligible to the legislature, or capable of holding any office of trust or profit in this state” sets forth the constitutional grounds and procedure for removing a Trustee.

ARTICLE II MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Annual and Regular Meetings. The Board shall hold a regular annual meeting each year at the University on the first Monday in June, unless the Board, in regular session, shall determine to hold its annual meeting at some other time and place. Each year at the annual meeting, the Board shall schedule its regular meetings to be held during the ensuing year, and may designate one such meeting as the annual meeting of the Board. This schedule of

meetings then will be recommended to the Governor for approval. The Chair *pro tempore* may cancel or change the date, place or time of a scheduled regular or annual meeting. The President will provide advance notice of such changes or cancellation. In any event, the Board shall meet at least once in each year.

Section 2. Special Meetings. In addition, other than the annual and regularly scheduled meetings of the Board, special meetings of the Board may be assembled, as follows: Special meetings may be called by the Chair *pro tempore* of the Board or the Governor by written notice mailed to each Trustee at least ten (10) days in advance of the date of the meeting; a special meeting shall be called by the Chair *pro tempore* or the Governor upon application in writing of any three or more members of the board. No special meeting shall be held on a date less than ten (10) days subsequent to the Chair *pro tempore's* or Governor's notice of the meeting, except in case of an emergency, which the Chair *pro tempore* or Governor shall specify in his or her notice to the Board of Trustees.

Section 3. Adjourned Meetings. At any meeting, the Board may continue in session as long as it may deem proper for the welfare of the institution. Any session may be adjourned, as provided in *Roberts Rules of Order*, as last revised, and continued at a future time with proper notice to all members.

Section 4. Quorum. Seven members of the Board of Trustees shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present. A majority of those present shall govern unless a greater number is required hereunder. Members of the Board of Trustees may participate in a meeting of the Board or committee by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting may hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes. However, a majority of a quorum of the members of the Board of Trustees, or, in the event of a meeting of only the executive committee, a majority of a quorum of the executive committee of the Board of Trustees, must be physically present at the location noticed and called for the meeting in order to conduct any business or deliberation. Members of the Board of Trustees and any committees of the board may not utilize electronic communications or otherwise conduct meetings except as in compliance

with the Alabama Open Meetings Act. No Trustee for whom a conflict of interest exists shall vote on such matter before the Board.

Section 5. Agenda. The President shall mail to each member of the Board notice of the time and place of any meeting, which shall include an agenda for the meeting, at least ten (10) days prior to the time of meeting. The development and preparation of the agenda for Board meetings shall be vested in the President, who shall place such items on the agenda as are needed for the ongoing operation of the institution and/or that require the approval of the Board. Members of the Board desiring to place any item or items on the agenda for meetings shall inform the President in writing not less than fifteen (15) days prior to the meeting concerning such items, and the President shall include the items in the agenda to be mailed out to the members of the Board in accordance with the foregoing. Any item not included on the agenda mailed to members prior to a meeting may be considered upon the approval of a majority of those present and voting; provided, however, that any discussion or action upon the election of officers of the Board and/or the appointment and/or termination, including a contract renewal, of the President of the University, must be specifically identified on the agenda that was mailed at least ten (10) days prior to the time of meeting. The agenda that is approved by the Board at the commencement of the Board meeting shall be considered the official agenda. The omission of an item from the official agenda shall not invalidate otherwise valid actions by the Board.

Section 6. Minutes. Minutes of all meetings of the Board and its committees shall be prepared and distributed promptly to all members of the Board under the direction of the Secretary of the Board. Upon approval by the Board or committee, such minutes shall be recorded in substantially bound books retained in the Office of the President under the direction of the Secretary of the Board.

Section 7. Public Admission to Meetings. All meetings of the Board of Trustees shall be open to the public, except that the Board may declare an executive session as authorized by law. Formal action by the Board resulting from any executive session discussions shall be taken by the Board in an open meeting and made a part of the official minutes.

Section 8. **Rules of Order.** Rules of order shall be in accordance with *Robert's Rules of Order*, as last revised, which are the normal governing parliamentary procedure rules. The Chair of the meeting will determine all questions concerning such rules.

Section 9. **Meeting Attendance.** Inasmuch as the Board of Trustees has determined that meeting attendance is crucial to the most efficient management of the University and operation of the Board, the names of all Trustees who do not attend at least half the meetings scheduled each Board year will be reported to the Chair *pro tempore* at the next annual meeting of the Board, and the Chair *pro tempore* will then take the actions he or she deems appropriate.

ARTICLE III OFFICERS

The Board shall have the following officers and any other officers it may elect from time to time. Such officers shall have the powers and shall perform the duties as are set forth herein, together with those which may be authorized and delegated by the Board from time to time. The terms of office for the Chair *pro tempore*, Vice Chair, and Secretary will be three years, with elections held at the annual meeting of the Board corresponding with the expiration of those terms. If a vacancy occurs during the term of any such office, an election to complete the term of that office will be held at the next meeting of the Board.

Section 1. **Chair of the Board.** The Governor of the State of Alabama shall be *ex officio* President of the Board as well as *ex officio* Chair of the Board. The Chair shall preside at all Board meetings which he or she attends and shall call special meetings of the Board upon the conditions set forth herein.

Section 2. **Chair Pro Tempore.** Upon adoption of these Bylaws and thereafter, the Board of Trustees shall elect from its membership a Chair *pro tempore* for a three-year term, commencing immediately following the annual meeting at which the election is held. Such officer may not be elected for successive terms. He or she shall preside at all Board meetings in the absence of the Governor and call special meetings of the Board upon the conditions set forth herein. The Chair *pro tempore* shall serve as chair of the Executive Committee, and shall appoint such committees as may be authorized by the Board, or as he or she may deem desirable, fill

vacancies which will occur on such committees, and give final approval to the agenda for the Board meeting.

Section 3. Vice Chair. Concurrent with the time of election of the Chair *pro tempore* for the term set forth for the Chair *pro tempore* in Section 2, the Board shall elect from its membership a Vice Chair. In the absence of both the Governor and the Chair *pro tempore*, the Vice Chair shall assume those duties. The Vice Chair shall serve on the Executive Committee.

Section 4. The Secretary. Concurrent with the time of election of the Chair *pro tempore* and for the term set forth for the Chair *pro tempore* in Section 2, the Board shall elect a Secretary. Through the Office of the President of the University, the Secretary shall be responsible for the preparation and distribution of notices of Board meetings and agendas. In addition, he or she shall attend Board meetings and make, record, and retain complete records and minutes of all official actions of the Board and its committees. The Secretary shall be the custodian of the corporate seal and affix the seal to documents as executed on behalf of the Board and shall attest to the same and certify any action of the Board. The Secretary shall serve on the Executive Committee.

Section 5. Removal from Office. Any officer of the Board may be removed from his or her office for cause by a two-thirds vote of the full Board of Trustees.

ARTICLE IV COMMITTEES

Organization. The Board may create such committees as it deems proper, and may assign to such committees any authority, duty or responsibility desired by the Board; provided, however, that all committees, except the Executive Committee, are advisory to the full Board. The committees of the Board shall consist of the standing committees created herein and other committees created by the Board from time to time. The standing committees shall have the powers, duties and responsibilities set forth herein, or subsequently assigned by the Board through adoption and approval of amendments to these Bylaws. Vacancies in committee memberships shall be filled in the same manner as when appointments originally were made. Committee

members and the chair and the vice chair of the committees shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*.

Method of Operation. The committees and subcommittees shall meet upon the call of the President, the Chair *pro tempore*, or the chair of the committee or subcommittee. Unless otherwise provided, actions taken by such committees are not binding upon the Board, but shall be advisory, except those actions undertaken by the Executive Committee, as authorized in Article IV, Section I, herein. All recommendations and actions of the committees shall be reported to the Board of Trustees.

Committee Participation. The President of the University is vested with the responsibility of providing notice of all committee meetings to the members of the committees. The Chair *pro tempore* will serve as an *ex officio* member on each committee. The President and the Chair *pro tempore* may participate in all meetings but shall have no vote, except that the Chair *pro tempore* shall have a vote when he or she is a member of the committee. All committees assist and support the Board, President, faculty, and staff in carrying out their responsibilities. Committees may request through the Office of the President any information necessary or appropriate to their deliberations. All committee reports and recommendations shall be submitted for consideration and are advisory in nature until they have been approved by the full Board. Any Board member may attend any committee meeting.

Section 1. **Executive Committee.** The Chair *pro tempore* shall appoint an Executive Committee consisting of seven (7) members of the Board, subject to the approval of the Board, with terms concurrent with the term of the Chair *pro tempore*, who serves as chair of the Executive Committee. The majority of the Executive Committee constitutes a quorum. With notice from the President or the Chair *pro tempore*, the Executive Committee may meet at any time. The Executive Committee has the power to transact all business of the Board in the interim between meetings of the Board and may perform all duties and transact all business necessary for the well-being of the University, including, but not limited to, matters related to real estate, personnel, investments and athletics. However, action by the full Board is required to amend these Bylaws, remove officers of the Board, select or remove the President of the University, issue bonded indebtedness on behalf of the University, or as otherwise determined by the full Board. The Executive Committee shall serve a dual role as Governance Committee responsible for trustee

matters including, but not limited to, service, honorary designations, efficiency, educational development, and travel. Minutes of the Executive Committee shall be submitted to all members of the Board.

Section 2. **Budget and Finance Committee.** The Budget and Finance Committee shall be responsible for the review and study of budget requests; recommending comprehensive budgets; review and study of real estate transactions and matters related to facilities construction and infrastructure maintenance; and submitting such reports and recommendations to the Executive Committee of the Board and/or the full Board, as deemed necessary and appropriate.

Section 3. **Audit Committee.** The Audit Committee shall be responsible for the oversight and integrity of the financial statements and other financial reports; performance of the University's internal and external audit functions; selection of an external auditor; assurance that the University is performing self-assessment of operating risks and evaluations of internal controls on a regular basis; the study and review of all reports and other correspondence from external auditors; and the submission of audit reports and recommendations to the Board of Trustees. The Executive Director of Internal Audit shall be accountable to the Board of Trustees through the Audit Committee, and shall make reports to the Audit Committee as appropriate.

Section 4. **Long Range Planning Committee.** The Long Range Planning Committee shall be responsible for long range plan recommendations; review of new and existing academic programs; academic planning and organization; mission statement and statements of role and scope; review of planning for new facilities; and other matters which may be referred to it by the President or the Board.

Section 5. **Health Affairs Committee.** The Health Affairs Committee shall be responsible for providing guidance to and receiving reports from staff and administrative personnel responsible for the University of South Alabama Hospitals and Clinics. It will consider and make recommendations requiring Board action relating to the Hospitals and Clinics and the College of Medicine. In addition to committee members designated as provided in these Bylaws, the committee includes, as non-voting *ex officio* members, the President, the Vice President for Health Sciences, Dean of the College of Medicine, the President of the Medical Staff of the University of South Alabama Medical Center and the Vice President for Health Systems.

Section 6. **Academic and Student Affairs Committee.** The Academic and Student Affairs Committee shall be responsible for receiving and reviewing information relevant to issues involving academic affairs and student affairs at the University.

Section 7. **Development, Endowment and Investments Committee.** The Development, Endowment and Investments Committee shall be responsible for establishing policies and guidelines to oversee the University's Development and Alumni Relations programs, invest and manage the University's endowment and other investment funds, and for submitting such reports and recommendations to the Executive Committee of the Board and/or the full Board of Trustees, as deemed necessary and appropriate.

ARTICLE V PRESIDENT AND DUTIES

Appointment of the President of the University as Chief Executive Officer of the Institution. The President shall be selected by the Board of Trustees and serve at the pleasure of the Board but may be removed only by a vote of eight members of the Board. The Board of Trustees is responsible for conducting periodic evaluations of the performance of the President.

The President is the chief educational and administrative officer of the University. Unless excused by the Chair, he or she shall attend and participate in all meetings of the Board and may make recommendations on matters before the Board. The President does not vote on Board matters. The President shall be responsible for the execution of the policies of the Board and the Executive Committee and performing all those matters necessary to carry out the ends and purposes for which the University was established. The President shall have all authority necessary to conduct the programs of the University, including the authority to award degrees, add officers to the University which he or she deems necessary, delegate authority among subordinates and all other authority which shall, from time to time, be delegated by the Board of Trustees to the President. Prior to appointment of vice presidents, the President shall notify the Board of his or her intention to appoint such officers to the University. The President reports to the Board on the current operations of the University and directs, coordinates and implements the planning, development and appraisal of all activities of the University of South Alabama.

ARTICLE VI CONFLICT OF INTEREST

Members of the Board of Trustees (“Trustees”) of the University of South Alabama have an affirmative obligation to act at all times in the best interests of the University. This policy serves to define the term “conflict of interest” to assist members of the Board in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of the University whenever possible.

Fiduciary duty. Each Trustee has a fiduciary duty to conduct himself or herself without conflict to the interests of the University. When acting within his or her capacity as a Trustee, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the University.

Conflict of interest. A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Trustee’s obligations to the University and his or her personal, business, or other interests. A conflict of interest may arise in any circumstance that may compromise the ability of a Trustee to make unbiased and impartial decisions on behalf of the University. Such circumstances may involve family relationships,¹ business transactions, professional activities, or personal affiliations.

Further, Alabama Code §13A-10-62 (1975) provides:

- (a) A public servant commits the crime of failing to disclose a conflict of interest if he exercises any substantial discretionary function in connection with a government contract, purchase, payment or other pecuniary transaction without advance public disclosure of a known potential conflicting interest in the transaction.
- (b) A “potential conflicting interest” exists, but is not limited to, when the public servant is a director, president, general manager or similar executive officer, or owns directly or indirectly a substantial portion of any non-governmental entity participating in the transaction.

¹Family relationships include spouse, child, grandchild, parent, grandparent, sibling, niece, nephew, aunt, uncle, cousin, in-laws and step relations, as well as any person living in the household of a Trustee.

- (c) Public disclosure includes public announcement or notification to a superior officer or the attorney general.
- (d) Failing to disclose a conflict of interest is a Class A misdemeanor.

Disclosure. The Board of Trustees recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the University. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Trustee shall disclose any and all facts that may be construed as a conflict of interest, both through an annual completion of a Statement of Disclosure, and completion of an amended Statement of Disclosure whenever such actual or potential conflict occurs.

Process. Any actual or potential conflicts which are presented in a Statement of Disclosure or amended Statement of Disclosure will be evaluated for action, as needed, by the Chair *pro tempore* of the Board of Trustees. The Chair *pro tempore*, or Vice Chair if evaluating a possible conflict of the Chair *pro tempore*, of the Board may either handle the evaluation on his or her own or refer it to the Board for further consideration. Additional information from a Trustee may be sought at any time. A Trustee whose potential conflict is under review may not debate, vote, or otherwise participate in the evaluation of the conflict. If a conflict is being evaluated or has been found to exist, the Trustee shall recuse himself or herself from any discussion or voting regarding transactions involving the area of conflict.

Resolution. If it is determined that an actual or potential conflict of interest does exist, an appropriate remedy shall be determined. Such remedy may include, but is not limited to, the following:

- Waive the conflict of interest as unlikely to affect the Trustee's ability to act in the best interests of the organization.
- Determine that the Trustee should be recused from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest.

Policy regarding Trustees doing business with the University. A conflict of interest exists any time a Trustee seeks to enter into a business relationship with the University. Similar

conflicts may arise through family members or through organizations in which a Trustee serves in a leadership, employment, or ownership capacity.

Such conflicts do not necessarily preclude business relationships with the University. The following procedure is designed to resolve conflicts of interest whenever a Trustee or a member of his or her family (see footnote number 1) has an ownership interest in, is a director, officer, or key individual of an entity which intends to enter into a business relationship with the University:

- The Trustee must promptly disclose the intent to enter into a business relationship with the University to the Chair *pro tempore* of the Board of Trustees.
- The Trustee must recuse himself or herself from all deliberation, debate and voting related to the contemplated business relationship.
- The Chair *pro tempore* or the Board if the issue is referred by the Chair, must determine without the presence or participation of the Trustee under review that the transaction is fair and in the best interest of the University.
- If the business relationship under consideration is approved, the Trustee may not participate in any process by which his or her performance as a vendor or recipient is evaluated, or in any such evaluation of a related party.

Notwithstanding the foregoing, contracts, or proposals for purchases of goods, property, or services will not be awarded to organizations in which a Trustee either:

- 1) holds an interest of ten percent (10%) or greater, or
- 2) serves as a director or senior executive officer,

if a substantial part of the contract or proposal involves the quality of performance (i.e. possibly requiring enforcement of a performance bond or filing suit for non-performance). Also, no Trustee shall advocate or attempt to influence the employment by the University of any member of his or her family.

ARTICLE VII

SEAL

Section 1. **Official Corporate Seal.** The official corporate seal of the University of South Alabama shall be circular in form, encircled as follows:



ARTICLE VIII

AMENDMENT OR REPEAL OF BYLAWS

After the adoption of these Bylaws, they may be amended or repealed at any meeting of the Board by eight members of the Board voting in favor of same, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment or repeal was given at a previous meeting or notice in writing of the substance of the proposed change was served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change. However, by unanimous consent of the entire Board, the requirements for such notice may be waived. The Chair *pro tempore* may appoint an ad hoc committee which may meet from time to time to consider Bylaw amendments.

12th Edition, June 6, 2014

UNIVERSITY OF SOUTH ALABAMA PRESIDENTIAL SEARCH GUIDELINES

(First Adopted August 2000; Amended August 2001; Amended March 2014)

I. LEADERSHIP STATEMENT

UNIVERSITY'S MISSION AND GOALS

The Mission and Goals of the University of South Alabama are set forth in official university documents, including the current Undergraduate and Graduate Bulletin, and are incorporated by reference herein.

PRESIDENTIAL EXPECTATIONS

This section will be reviewed, revised, and updated by the Presidential Search Committee. The intent of this section is to highlight expected qualifications for prospective candidates and the University's constituents. It will be the duty of the Search Committee to identify candidates who best demonstrate these qualifications and present them to the Board of Trustees for consideration.

PREFERRED CREDENTIALS

- Demonstrated ability to lead a large, complex educational institution.
- Proven ability to set a clear, positive agenda for the organization and to achieve excellent results.
- An earned doctorate in an appropriate discipline. In lieu of an earned doctorate, must possess outstanding training and exemplary record of success in the administration of a large educational organization.
- Proven ability to comprehend and deal with the distinct needs and interests of a complex, comprehensive institution that includes undergraduate and graduate programs, as well as a medical college and hospitals.

CHARACTER

- Demonstrates integrity in all situations; takes clear and consistent positions on important issues; and demonstrates intellectual honesty.

- Possesses self-discipline and a high-energy level focused toward the University's goals.
- Exemplifies the role of a Servant Leader and believes that those served should grow as persons by becoming healthier, wiser, freer, and more autonomous, thereby more likely themselves to become servants.
- Demonstrates respect for others; recognizes the strengths and contributions of university faculty, staff, students, alumni, and supporters, and demonstrates a consistent and sincere concern for them and their feelings; and practices a high degree of objectivity and fairness in all situations.
- Demonstrates a commitment to enhancing racial, gender, and ethnic diversity and equal opportunities throughout the institution.

LEADERSHIP BEHAVIOR

- Articulates a clear vision and leads the organization toward it.
- Demonstrates passion, conviction, and commitment to making a positive difference.
- Clearly communicates performance expectations.
- Holds people accountable for their professional commitments.
- Is willing to share power and influence to benefit the organization.
- Is willing to gather constituent input without compromising timely decision-making.
- Has effective interpersonal skills for coaching and managing, and is capable of gently but relentlessly enforcing the organization's standards of performance.
- Recognizes a need for a strong executive leadership team to assist with organizational success.

COMMUNICATION

- Excellent ability to communicate, both verbally and in writing.
- Committed to open and timely communication throughout the organization.
- Is an effective listener, gives feedback, asks questions, and summarizes.
- Encourages the free exchange of ideas and opinions in a collegial manner regardless of job level, age, gender, race, or economic status.
- Asks students, staff, faculty, alumni, and others for input and makes time available for them.
- Works to establish and enrich communication opportunities with key constituents.
- Can effectively articulate the many needs of the University to governmental and resource-providing bodies.

FINANCIAL MANAGEMENT

- Has significant experience in planning and managing large budgets and a comprehensive understanding of all financial operations and issues in a large, complex public institution.

RESOURCE DEVELOPMENT

- Demonstrates substantial prior experience and success with fundraising and resources acquisition.
- Fully understands the University's vision, mission, and development plan.
- Is motivated and willing to devote a high degree of personal involvement and commitment to leading and directing resources efforts.
- Possesses ability to work effectively with government funding entities at all levels to secure an equitable share of resources for the institution.

II. SEARCH PROCESS

At such time as there is a vacancy in the presidency of the University, a nationally recognized search firm will be engaged to work in concert with the appointed Search Committee, utilizing appropriate national standards and procedures, to provide a slate of candidates. The search consultant will be responsible for conducting background investigations and securing additional information on all candidates, and shall maintain the confidentiality of the files of all candidates. Within six months from the date the list of finalists is submitted, the Board will select the new president.

Any provision of these Guidelines inconsistent with the foregoing hereby is deemed amended to conform herewith.

BOARD OF TRUSTEES ACTIONS

The following procedures are for the Board's consideration at the outset of the search process:

- Discuss issues of confidentiality and openness in the search process.
- Resolve how to handle potential candidacy of any interim or acting president.
- Decide when the next president should assume office.
- Set a preliminary budget for the search.
- Set the range of compensation for the next president.
- Review and modify, as necessary, policies on presidential performance reviews and contracts.
- Consider the role of the outgoing president.
- Identify the tasks the Search Committee must perform and approve a written charge to identify and recommend to the Board an appropriate pool of qualified finalists.
- Review the Board's role in the course of the search.

- Appoint a Search Committee representing the institution's major constituencies, including the Board of Trustees, faculty, staff, students, alumni, and the community. Care shall be taken to appoint a Search Committee that, in its totality, gives due weight to the gender, racial, and ethnic diversity of the student body and the community.

SEARCH COMMITTEE COMPOSITION

- Three (3) Trustees appointed by the Chair *pro tempore*- one to be designated by the Chair as chair of the Search Committee, another as vice chair, and the third as a member of the committee.
- Four (4) faculty members - the President of the Faculty Senate and three (3) full-time, tenured faculty members appointed by the Chair *pro tempore* of the Board, at least one of whom represents the Division of Health Sciences.
- Two (2) students - the President of the Student Government Association (SGA) and one (1) student from the student body at large appointed by the Chair *pro tempore*.
- Four (4) University administrators- Three (3) non-academic administrators, including at least one (1) from the University Hospitals, and one (1) academic administrator at the rank of dean or higher, all appointed by the Chair *pro tempore* of the Board.
- One (1) member of the USA National Alumni Association Board of Directors, appointed by the Chair *pro tempore* of the Board.
- The Chair *pro tempore* of the Board of Trustees, or the Vice Chair in the absence of the Chair (or, in the absence of both, a Trustee appointed by the Chair) serves *ex officio* on the Search Committee with full voting rights.
- One (1) community representative from the region primarily served by the University of South Alabama, appointed by the Chair *pro tempore* of the Board.

- The Secretary of the Board of Trustees, who shall be a voting member and act as secretary for the Search Committee and will work with the search consultant to coordinate all search efforts. The secretary of the Search Committee may engage university staff to assist in any of the above-described duties as appropriate.
 - The Chair *pro tempore* of the Board shall appoint a non-committee member to assist the secretary in carrying out his/her responsibilities and in the coordination of the search, and to serve as liaison with any professional search consultant engaged pursuant to these guidelines.
 - The President or Acting President shall not be involved in matters related to the Search Committee process.
- The Board shall use one or more search organizations to help generate a pool of candidates.
 - The Board shall otherwise participate in the search process as it sees fit.
 - Upon receipt of the Search Committee's list of finalists, the Board of Trustees will vote to accept or reject the slate of candidates for on-campus interviews and arrange for Board members' participation in interviews.
 - The Board will coordinate and conduct finalist interviews by Board members.
 - Upon completion of all interviews, the Board will evaluate the respective qualifications of the finalists and obtain input from appropriate constituent groups and individuals.
 - Selection of the President shall be majority vote of the Board.

SEARCH COMMITTEE ACTIONS

- Review relevant passages in bylaws, codes, and state regulations.
- Set up a tentative schedule for the search process.
- Update Leadership Statement.

- Communicate timely news about the structure, timing, process, and progress of the search to the major constituents.
- Recommend a search firm to the Board of Trustees to increase the pool of candidates and assist with identifying those candidates who would otherwise not apply.
- Prepare an announcement/advertisement for the position to include:
 - Position
 - Minimal Credentials required
 - Website address directly to Leadership Statement
 - Closing date for applications
 - Equal Opportunity Employer – Minorities/Females/Veterans/Disabled statement.
- Advertise in appropriate and diverse national publications.
- After interviewing all of the semifinalists, the committee selects a candidate or candidates to recommend to the Board as finalist(s) to be invited for campus interviews. These selections should be by consensus if possible, but if not, then by any means determined appropriate by the chair of the committee.
- After forwarding its recommendations to the Board of Trustees, the Search Committee will continue to play an active role in the search process by helping to coordinate campus visits and interviews.

APPENDIX A
Search Committee Code of Ethics

Presidential Search Committee Members:

1. Accept their responsibility to protect the integrity of the institution, as well as the integrity of all prospective candidates, semi-final candidates, and finalists.
2. Acknowledge that only the Chair *pro tempore* of the Board of Trustees is authorized to speak to the news media on behalf of the Board, and only the chair of the Search Committee is authorized to speak to the news media on behalf of the Search Committee.
3. Certify that they are not candidates for the position.
4. Agree to disclose promptly to the committee any appearance of real or potential conflict of interest in a relationship with a prospect or candidate.
5. Acknowledge that information management is a crucial component of the search committee's work. This work includes information developed and received about prospects, candidates, and their employing institutions. Specifically, committee members will adhere to the following principles:
 - Respect the absolute confidentiality of all prospects and candidates by not revealing the identity of or any other information about prospects and candidates before or after the committee completes its work.
 - Be fair, accurate, honest, and responsible in managing information related to the search.
 - Guard against inaccuracies, carelessness, bias, and distortion made by either emphasis or omission of information.
 - Strive to treat issues impartially and handle controversial subjects dispassionately, understanding that prospects and candidates who have held executive positions and made difficult decisions have not been in positions to win popularity contests.
 - Give accurate and complete reports on candidates to the search committee chair.
6. Place the best interests of the institution ahead of all special and personal interests and use common sense and good judgment in applying ethical principles to search work.

7. Consider the letter and spirit of this statement to be a matter of personal responsibility.

Adapted from the Illustrative Code of Ethics model presented in Presidential Search Guidelines and Directory, a publication of the Association of Governing Boards.

University of South Alabama

Tuition & Fees, 2014-2015

3.5% Increase

Student Classification	Current	Proposed	Change
	<u>2013-2014</u>	<u>2014-2015</u>	
Undergraduate In-State	\$277	\$287	\$10
Graduate In-State	\$374	\$387	\$13

Non-resident rate is twice the resident rate.

Student Classification	Current full academic year tuition plus fees	Proposed full academic year tuition & fees	Change in full academic year tuition
	<u>2013-2014</u>	<u>2014-2015</u>	
Undergraduate In-State	\$8,310	\$8,610	\$300
Graduate In-State	\$8,976	\$9,288	\$312

Note: Based on 30 undergraduate and 24 graduate hours over two semesters per academic year.

Non-resident rate is twice the resident rate.

Web Course per Hour Tuition

3.5% Increase

Undergraduate	\$365	\$378	\$13
Graduate	\$444	\$460	\$16

College of Medicine

4% Increase

College of Medicine	\$26,617	\$27,682	\$1,065
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UNIVERSITY OF SOUTH ALABAMA
2014-2015 Proposal

In-State Tuition Rate	Undergraduate		Graduate	
	Current Tuition	3.5% Increase	Current Tuition	3.5% Increase
Tuition Rate by College				
College of Arts and Sciences	\$277	\$287	\$374	\$387
College of Education				
School of Continuing Education				
Pat Capps Covey College of Allied Health Professions	\$292	\$302	\$394	\$408
Mitchell College of Business				
School of Computing*				
College of Nursing				
College of Engineering	\$296	\$306	\$398	\$412

Out-of-State Tuition Rate	Undergraduate		Graduate	
	Current Tuition	2 times the in-state rate	Current Tuition	2 times the in-state rate
Tuition Rate by College				
College of Arts and Sciences	\$554	\$574	\$748	\$774
College of Education				
School of Continuing Education				
Pat Capps Covey College of Allied Health Professions	\$584	\$604	\$788	\$816
Mitchell College of Business				
School of Computing*				
College of Nursing				
College of Engineering	\$592	\$612	\$796	\$824

Web Course Tuition Rate	Undergraduate		Graduate	
	Current Tuition	3.5% Increase	Current Tuition	3.5% Increase
Tuition Rate by College				
College of Arts and Sciences	\$365	\$378	\$444	\$460
College of Education				
School of Continuing Education				
Pat Capps Covey College of Allied Health Professions	\$379	\$392	\$465	\$481
Mitchell College of Business				
School of Computing*				
College of Nursing				
College of Engineering	\$384	\$397	\$469	\$485

*Prior to the 2014-15 Academic Year, School of Computing's tuition rate was the same as the College of Arts & Sciences.

2014 - 2015 Proposed Semester Room Rates

Residence Hall	2013-2014 Current Rate	2014-2015 Proposed Rate	Difference	
BETA	Two Bedroom Apartment for Four	\$1,835	\$1,900	\$65
	Two Bedroom Apartment for Two	\$2,600	\$2,650	\$50
	Studio Apartment for Two	\$2,030	\$2,110	\$80
	Private Apartment	\$2,600	\$2,650	\$50
GAMMA	Suite for Two	\$2,470	\$2,485	\$15
	Two Bedroom Apartment for Two	\$2,600	\$2,650	\$50
	Studio Apartment for Two	\$2,030	\$2,110	\$80
	Private Apartment	\$2,600	\$2,650	\$50
DELTA	Two Person Room (D3-5)	\$1,835	\$1,900	\$65
	Large Private Room (D3-5)	\$2,470	\$2,485	\$15
	Private Room (D3-5)	\$2,195	\$2,250	\$55
	Two Person Room w/ kitchenette (D6)	\$2,030	\$2,110	\$80
	Private Room w/ kitchenette (D6)	\$2,470	\$2,485	\$15
EPSILON 1	Two Person Room	\$2,030	\$2,150	\$120
EPSILON 2	Two Person Room	\$1,835	\$2,150	\$315
NEW HALL	Two Person Room	\$2,300	\$2,300	\$0
STOKES	Suite for Two	\$2,600	\$2,650	\$50

Proposed 2014-2015 Semester Meal Plan Rates

Current 2013-2014	Proposed 2014-2015	Difference
All Access Jag Pass +150 Bonus Bucks	All Access Jag Pass +175 Bonus Bucks	\$1,650
All Access Jag Pass +250 Bonus Bucks	All Access Jag Pass +300 Bonus Bucks	\$1,715
All Access Jag Pass +400 Bonus Bucks	All Access Jag Pass +450 Bonus Bucks	\$1,850
USA 7 + 100 Bonus Bucks	USA 7 + 100 Bonus Bucks	\$0
USA 7 + 425 Bonus Bucks	Block 25 + \$1,000 Bonus Bucks	-\$160
USA 7 + 600 Bonus Bucks	Block 50 + \$1,300 Bonus Bucks	-\$10

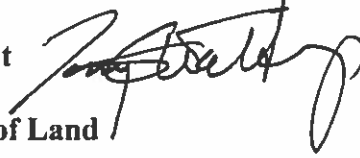
Declaration of Best Interest

To: University of South Alabama Board of Trustees

From: Tony G. Waldrop, Ph.D., President

Re: Use of Real Estate Broker in Sale of Land

Date: June 5, 2014



The University of South Alabama (USA) owns fifty-seven parcels of land located in the southwest corner of the Hillsdale subdivision of the City of Mobile, adjacent to the main campus, but in excess of the needs of the University. The parcels are all residential lots. Rental houses are located on four lots, while fifty-three lots have no house or other structure. Interspersed in a checkerboard pattern among the USA-owned parcels are approximately eighty privately-owned parcels. The University also owns three other residential lots in Mobile and Baldwin counties which were the result of donations to the University. Given the residential nature of the parcels and their various locations, I believe it to be in the best interest of the University of South Alabama to sell the land [and any improvements thereon] and use the proceeds to further the mission of the University. Also, given the parcels and their locations, I approve the placement of the land with one or more duly licensed real estate brokers as economically justified and in the best interest of the State of Alabama and the University in order to achieve the most economically advantageous and expeditious sale possible. The University's intention is to select the real estate broker through the process of requesting proposals. I would, therefore, recommend that should the Board agree to the sale of this land, that the Board ratify my approval, as the agent of the Board, of this method of sale.

Further, as an item of information, the University will also request approval from the Board to sell through the sealed bid process 1,080 acres of timberland located in Barbour County, Alabama.