

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE  
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

In Open Session

Members of the University of Louisville Foundation, Inc., Board of Directors met at 12 Noon on September 4, 2008, in the Bingham Library, Chancey Center, Belknap Campus, with members present and absent as follows:

Present: Mr. J. Chester Porter, Chairman  
Mr. Kevin Cogan  
Mr. Owsley Frazier  
Dr. Salem George  
Ms. Joyce Hagen  
Mr. D. Harry Jones  
Dr. James Ramsey  
Mr. Sam Rechter  
Mr. Eddy Roberts  
Mr. Robert W Rounsavall, III  
Ms. Sandy Metts Snowden  
Dr. Barbara Weakley-Jones  
Mr. Frank Weisberg

Foundation Legal

Counsel: Mr. Kennedy Helm, Stites & Harbison  
Mr. Tyler Whitty, Stites & Harbison

From the

University: Dr. Shirley Willihnganz, EVP and Provost  
Dr. Manuel Martinez, EVP for Health Affairs  
Mr. Mike Curtin, Vice President for Finance  
Mr. Larry Owsley, VP for Business Affairs  
Mr. Keith Inman, VP for Advancement  
Mr. Joe Gahlinger, Controller's Office  
Mrs. Kathleen Smith, Assistant Secretary  
Mrs. Debbie Dougherty, Board Liaison

Guests: Mr. Bob Gunnell, Peritus Public Relations

I. Convene Meeting

Having determined a quorum present, Chair Porter called the meeting to order at 12 Noon.

II. Consent Agenda

- Approval of Minutes of Regular Meeting, 6/5/08
- From the Finance Committee
- Information Item: Investment Performance Report
  - Action Item: Approval of Increase in Advancement Support

Chair Porter read the roll of consent agenda items. Hearing no objection, Ms. Hagen made a motion, which Mr. Roberts seconded, to approve the consent agenda. The motion passed.

III. Action Item: Approval of New Minimum Amount Needed for Funding Endowments

President Ramsey explained that on March 27, 2001 the Board resolved to establish the threshold endowment at \$25,000, with the exception of unrestricted scholarship funds which could be established for \$10,000. The variation causes some confusion among donors and discourages those who wish to establish memorial funds restricted for the general use of the university, an academic unit, or more specifics. Dr. Ramsey said the opportunity to establish a named endowment at the \$10,000 level will recruit endowment gifts from new prospects not otherwise capable of making significant single gifts. The recommendation suggests a new minimum of \$10,000 be required for new endowments. Ms. Hagen made a motion, which Mr. Jones seconded, to approve the

**President’s recommendation that the Board of Directors approve the amount needed for funding endowments at a new minimum of \$10,000 to create a new separate endowment fund.**

The motion passed.

IV. Action Item: Approval of Resolution to Amend the Articles of Incorporation of LMCDC and Transfer of Certain Assets of LMCDC

President Ramsey reported this action completes the initiatives regarding LMCDC that the Board began more than a year ago. At Dr. Ramsey’s request, Mr. Helm explained the resolution. Mr. Deutsch made a motion, which Dr. George seconded, to approve the

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
REGARDING THE AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF LOUISVILLE MEDICAL CENTER DEVELOPMENT CORPORATION AND  
TRANSFER OF CERTAIN ASSETS OF  
LOUISVILLE MEDICAL CENTER DEVELOPMENT CORPORATION**

**WHEREAS, University of Louisville Foundation, Inc., a Kentucky non-profit corporation (the “Foundation”), is a member of Louisville Medical Center Development Corporation, a Kentucky non-profit corporation (“LMCDC”); and**

**WHEREAS, at a meeting of the Board of Directors of LMCDC held on August 28, 2008, the Board of Directors of LMCDC recommended to its members that LMCDC (i) amend its Articles of Incorporation by filing the Amendment to Articles of Incorporation (the “Amendment Transaction”) in substantially the form attached to these Resolutions as Exhibit A, and (ii) enter into the transaction described in the Executive Summary (the “Transfer Transaction”) attached to these Resolutions as Exhibit B (collectively, the “Transactions”); and**

**WHEREAS, in connection with the foregoing, the Board of Directors of the Foundation deems it to be in the best interest of the Foundation, in its capacity as a member of LMCDC, to approve the Transactions, thereby permitting LMCDC to amend its Articles of Incorporation and enter into the Transfer Transaction.**

**NOW, THEREFORE, BE IT RESOLVED, that, the Board of Directors of the Foundation, in its capacity as a member of LMCDC, hereby authorizes, approves and consents to the Transactions;**

**FURTHER RESOLVED, that, in order to effectuate the Transactions, the Foundation hereby authorizes the officers of LMCDC to negotiate the terms of, and execute and deliver, for and on behalf of LMCDC, (i) an asset purchase agreement, (ii) bills of sale, (iii) an assignment and assumption agreement, (iv) deeds, (v) an amendment to articles of incorporation and (vi) such other agreements, documents, instruments or certificates as such officers in their sole discretion deems necessary or appropriate to consummate the Transactions, each of which shall be in such form and on such terms as approved by counsel to LMCDC and such officers may deem to be in the best interest of LMCDC, in each case such approval and authority to be conclusively evidenced by such officer’s execution thereof; and**

**FURTHER RESOLVED, that, in order to effectuate the Transactions, the Foundation authorizes the officers of LMCDC to take all steps and do all things that they deem necessary, desirable or appropriate to carry out the aforesaid resolutions, to obtain any necessary regulatory approvals, to incur such expenses and to take such other action to fully effectuate the Transactions; and**

**FURTHER RESOLVED, that, in order to effectuate the Transactions, the Foundation authorizes its officers to take all steps and do all things that they deem necessary, desirable or appropriate to carry out the aforesaid resolutions, to obtain any necessary regulatory approvals, to incur such expenses and to take such other action to fully effectuate the Transactions, including, without, limitation, the execution and delivery of any written consent of the members of LMCDC as may be required by applicable law; and**

**FURTHER RESOLVED, that all acts and deeds heretofore done by such officers of LMCDC for and on behalf of LMCDC with respect to the subject matter of the foregoing resolutions be and they hereby are, in all respects, approved, ratified, reaffirmed and confirmed.**

The motion passed.

V. Report of Nominating Committee

President Ramsey reported the Nominating Committee, comprised of Mr. Burt Deutsch, Ms. Joyce Hagen, Mr. Frank Weisberg, and Dr. Ramsey, recommended the reappointment of Messrs. Harry Jones and Eddy Roberts for three year terms as community at-large directors and submitted the following names for election as officers for 2008-09:

<b>Chair</b>	<b>Chester Porter</b>
<b>Vice Chair</b>	<b>Burt Deutsch</b>
<b>Treasurer</b>	<b>Joyce Hagen</b>
<b>Secretary</b>	<b>Eddy Roberts</b>
<b>Foundation Counsel</b>	<b>Stites &amp; Harbison</b>
<b>Assistant Treasurer</b>	<b>Michael J. Curtin</b>
<b>Assistant Secretary</b>	<b>Kathleen Smith</b>

The motion passed.

VI. Report of the President

President Ramsey gave a brief update on the progress of the 2020 Plan, reported it has been a record year with the capital campaign and UofL has admitted the best freshman class ever.

VII. Report of the Chair

The Chair had no report. Mr. Helm gave a brief update on the status of the Supreme Court case.

VIII. Adjournment

Ms. Hagen made a motion, which Dr. Weakley-Jones seconded, to adjourn the meeting at 1:30 p.m.