

MINUTES OF THE SPECIAL 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 3:30 p.m. on June 14, 2017, in the ULF Boardroom at Cardinal Station, with members present and absent as follows:

Present: Ms. Diane B. Medley, Chair  
Mr. Ronald Abrams  
Mr. Paul Carrico  
Ms. Laura Douglas  
Mr. J. David Grissom (arrived at 3:37 p.m.)  
Ms. Donna Heitzman  
Ms. Alice Houston  
Dr. Mark Lynn (arrived at 3:45 p.m.)  
Dr. Greg Postel  
Mr. Earl Reed (arrived at 3:37 p.m.)  
Mr. John H. Schnatter

Absent: Mr. Mike Bowers  
Mr. Tom Meeker  
Mr. Nitin Sahney  
Mr. Vincent Tyra

From the  
Foundation: Mr. Keith Sherman, Interim Executive Director/COO  
Mr. Jay Barbee, Administrative System Analyst  
Mr. Mike Kramer, Director of Investment & Financial Management  
Ms. Julie Kroger, Executive Assistant  
Ms. Gina Lankswert, Project Manager  
Mr. Justin Ruhl, Director of Accounting Operations

From Legal  
Counsel: Mr. Franklin Jelsma, Wyatt Tarrant & Combs  
Mr. Corky Coryell, Wyatt Tarrant & Combs

From the  
University: Mr. John Karman, Director of Media Relations  
Ms. Enid Trucios-Haynes, UofL Board of Trustees

Guests: Mr. Sean Southard, RunSwitch  
Ms. Katherine North, RunSwitch

I. Call to Order  
Having determined a quorum present, Chair Medley called the meeting to order at 3:35 p.m.

II. Consent Agenda  
Chair Medley read the consent agenda as follows:

**Consent Agenda**

- **Approval of Minutes, 4-25-2017**

Hearing no objection, Ms. Houston made a motion, which Mr. Abrams seconded, to approve the Consent Agenda. The motion passed unanimously.

III. Action Item: Approval of Banking Authority  
Mr. Sherman reported a recent review of banking documents showed that Dr. James Ramsey still had signatory authority on the Foundation's PNC banking accounts. He asked the board remove Dr. Ramsey from all accounts. Mr. Sherman requested the board give him signatory authority on its banking accounts.

Ms. Heitzman noted the **attached** resolution also gives Mr. Jason Tomlinson signatory authority. Mr. Sherman told the Board that Mr. Tomlinson is on leave and he remains an employee of the Foundation. Ms. Heitzman asked if Mr. Sherman was comfortable with the resolution. Mr. Sherman noted he is, as anything greater than \$50,000 requires two signatures.

Chair Medley recommended the changes granting Mr. Sherman signatory authority and if changes are needed in the future they can be made at such time.

Dr. Postel made a motion, which Ms. Houston seconded, to pass the banking signature authority. The motion passed unanimously.

IV. Executive Session to Discuss Personnel Matters and Potential Litigation Pursuant to KRS 61.810(1)(f) and KRS 61.810(1)(c)

Chair Medley asked for a motion to go into executive session to discuss personnel matters and potential litigation pursuant to KRS 61.810(1)(f) and KRS 61.810(1)(c).

Mr. Abrams made the motion, which Ms. Houston seconded, to go into executive session. The motion passed.

Mr. John Schnatter left at 5:00 p.m. Mr. David Grissom and Dr. Greg Postel left after the executive session ended.

V. Reconvene Open Session

After open session was reconvened, Chair Medley reported that personnel matters and potential litigation were discussed during the executive session but no action was needed or taken.

Chair Medley noted there is a lot of information to digest in the A&M report and the Board is taking it very seriously. They want to use good judgment to protect the Foundation going forward, in response, she is delegating authority to a special ad hoc committee. The committee will be chaired by Mr. Earl Reed. Serving on the committee will be Mr. Ron Abrams, Mr. Paul Carrico, Ms. Donna Heitzman, and Ms. Diane Medley. The purpose of the committee is to recommend action, as result of the audit, to the full board that will entail analyses of any affirmative action, which may include litigation. It will also entail continuing our efforts to further strengthen the Foundation through operational changes. As the report pointed out, many changes have already been made, but more changes are necessary. These changes will be implemented as soon as possible.

Chair Medley thanked Mr. Keith Sherman for his efforts and that of his team. The current situation puts a burden on the organization, including open records requests. She stated she wants the Foundation to take action as soon as reasonably possible in response to the audit.

VI. Adjournment

Having no other business before the Board, Chair Medley asked for a motion to adjourn. Mr. Abrams made a motion to adjourn, which Mr. Reed seconded. The motion passed. Meeting adjourned at 5:58 p.m.

Approved by:



Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.  
REGARDING BANKING AUTHORITY**

**JUNE 14, 2017**

**RESOLUTION**

**RESOLVED THAT:**

- (1) PNC Bank (“Bank”) is designated a depository of funds of the University of Louisville Foundation, Inc. (“Foundation”).
- (2) This resolution applies to all accounts under University of Louisville Foundation, Inc., name.
- (3) The following officers of the Foundation, listed below, are authorized to open and/or close Accounts, delegate and delete check signers, obtain Treasury Management services, sign checks on, or withdraw funds from, the Accounts and the Bank is authorized to pay and charge the Accounts for checks or withdrawal requests:

Keith M. Sherman  
Interim Executive Director and Chief Operating Officer \_\_\_\_\_

R. Jason Tomlinson  
Chief Financial Officer \_\_\_\_\_

- (4) The following employees of the University of Louisville Foundation Inc., listed below, are authorized to obtain Treasury Management services and sign checks on or withdraw funds from the Accounts as agents of the Foundation and the Bank is authorized to pay and charge the Accounts for checks or withdrawal requests subject to the conditions of paragraph (5) of this Resolution:

Justin W. Ruhl  
Director of Accounting Operations \_\_\_\_\_

Susan D. Magness  
Director of Budget and Accounting \_\_\_\_\_

Michael D. Kramer  
Dir, Investment & Financial Mgmt \_\_\_\_\_


- (5) The following limitations shall apply to the signature authority of the above named Foundation officers and employees: (a) for amounts less than \$50,000 – one signature which may be mechanical; (b) for amounts equal to, or greater than, \$50,000 – two signatures, one of which must be the Foundation’s Executive Director and one of which may be mechanical.
- (6) The officers and employees named above have provided specimen signature herein and are authorized to sign signature cards and Accounts agreements.
- (7) The Secretary of the Foundation Board of Directors is authorized and directed to deliver for and on behalf of the University of Louisville Foundation, a certificate of this resolution to the bank.

- (8) The Bank is authorized to rely upon this Resolution until the bank has received written notice of any amendment or recession of the resolution.

Certificate

I certify that I am the duly qualified Secretary of the Board of Directors of the University of Louisville Foundation, Inc., that the foregoing is a true copy of a resolution adopted at the regular meeting of such Board which was duly held on the 14<sup>th</sup> day of June 2017, at which meeting a quorum was present, and a majority of members present voted in favor of the adoption of such resolution. I further certify that such resolution is still in full force and effect.

Dated this 14 day of June 2017

  
Secretary, UofL Foundation, Inc. Board of Directors