

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF ULH, INC.

In Open Session

Members of the ULH, Inc., Board of Directors met at 9:30 a.m. on September 20, 2013, in the Jefferson Room, Grawemeyer Hall, Belknap Campus, with members present and absent as follows:

Present: Mr. Burt Deutsch, Vice Chair, Presiding
Dr. Larry Benz
Mr. Jonathan Blue
Mr. Chuck Denny
Dr. Salem George
Ms. Joyce Hagen
Dr. Mark Lynn
Dr. Jody Prather
Ms. Debbie Scoppechio
Mr. Frank Weisberg

Absent: Mr. Junior Bridgeman
Ms. Margaret Handmaker
Mr. Frank Minnifield

From Legal
Counsel: Mr. David Saffer, Stites & Harbison

From the
Foundation: Dr. Shirley Willihnganz, Vice President
Mr. Michael Curtin, Assistant Treasurer
Mrs. Kathleen Smith, Assistant Secretary

From the
University: Dr. David Dunn, Executive Vice President for Health Affairs
Dr. William Pierce, Executive Vice President for Research and Innovation
Mr. Jason Tomlinson, Assistant Vice President for Finance
Ms. Anne Rademaker, Dir. Of General Reporting and University Accounting
Mr. Mike Kramer, Accounting, Controller's Office
Ms. Becky Simpson, Associate VP for Communications and Marketing
Mr. Mark Heber, Director of Media Relations
Ms. Susan Howarth, Director of Budgets, Vice President for Finance
Mr. Jake Beamer, Boards Liaison

I. Call to Order

Having determined a quorum present, Vice Chair Deutsch called the meeting to order at 9:30 a.m.

Approval of Minutes, February 26, 2013

Dr. George made a motion, which Mr. Denny seconded, to approve the minutes of February 26, 2013. The motion passed.

II. Report of the Nominating Committee

President Ramsey recommended the following officers for 2013-14:

CHAIR	Debbie Scoppechio
PRESIDENT	James R. Ramsey
VICE CHAIR	Joyce Hagen
TREASURER	Junior Bridgeman
SECRETARY	Frank Weisberg
COUNSEL	Stites & Harbison
ASSISTANT SECRETARY	Kathleen Smith
ASSISTANT TREASURER	Jason Tomlinson

Executive Committee:

CHAIR	Debbie Scoppechio
EX. OFFICIO	James R. Ramsey
	Joyce Hagen
	Junior Bridgeman
	Frank Weisberg

Board Appointments:

- Reappointment of Chuck Denny and Frank Weisberg with terms ending June 30, 2016.
- Appointment of Frank Minnifield, William Selvidge, and Jean Frazier as at large members with terms ending June 30, 2016.
- ULF Finance Committee Chair:
William Selvidge
- Audit Committee Chair:
Salem George

Approval of Minutes, 12/19/2011

From the Audit Committee

- Action Item: Approval of the Audited Financial Statements FY 2012

Hearing no objections, Dr. Selvidge made a motion, which Mr. Denny seconded, to approve the consent agenda. The motion passed.

III. Action Item: Approval of Signature Authority

President Ramsey noted this action was routine in nature and discussed the recommended changes. The President made a motion, which Mr. Weisberg seconded, to approve the

**RESOLUTION
BOARD OF DIRECTORS
ULH, INC.**

A. CORPORATE SIGNATURE AUTHORITY:

BE IT RESOLVED, that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to execute contracts on behalf of ULH, Inc.:

NAME	TITLE
Debbie Scoppechio	Chair
Joyce Hagen	Vice Chair
James R. Ramsey	President
Shirley Willihnganz	Executive Vice President
Junior Bridgeman	Treasurer
Jason Tomlinson	Assistant Treasurer
Frank Weisberg	Secretary
Kathleen M. Smith	Chief of Staff/Assistant Secretary

B. FINANCE/INVESTMENT SIGNATURE AUTHORITY:

BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to endorse securities for sale or subscription, purchase or sell securities, and execute any documents incident to the management and administration of investments, such documents to include but not be limited to purchase or sale authorizations or agreements, participation agreements, stock or bond powers and proxies, on behalf of ULH, Inc.;

NAME	TITLE
Debbie Scoppechio	Chair
Joyce Hagen	Vice Chair
James R. Ramsey	President
Shirley Willihnganz	Executive Vice President
Junior Bridgeman	Treasurer
Jason Tomlinson	Assistant Treasurer
Susan Magness	Associate Controller, UofL
Michael D. Kramer	Director, Investments

C. REAL ESTATE TRANSACTIONAL SIGNATURE AUTHORITY:
BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to execute documents pertaining to the receipt, transfer, purchase, sale, lease or other acquisition, disposition or financing transaction related to real property, on behalf of ULH, Inc.:

NAME	TITLE
Debbie Scoppechio	Chair
Joyce Hagen	Vice Chair
James R. Ramsey	President
Shirley Willihnganz	Executive Vice President
Junior Bridgeman	Treasurer
Jason Tomlinson	Assistant Treasurer
Susan Magness	Associate Controller, U of L
Mitchell H. Payne	Associate Vice President for Administration, U of L
Kathleen M. Smith	Chief of Staff/Assistant Secretary

D. CERTIFICATION AUTHORITY:
BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to certify or authenticate the signatures of a corporate officer and the minutes, resolutions and other records of ULH, Inc., when such action is required of ULH, Inc.:

NAME	TITLE
Frank Weisberg	Secretary
Kathleen Smith	Assistant Secretary

BE IT FURTHER RESOLVED that this resolution shall and does supersede any and all previous resolutions authorizing such signatures for ULH, Inc.

Ms. Hagen made a motion, which Dr. Prather seconded, to approve the resolution. The motion passed.

IV. Other Business

Hearing no other business,

V. Adjournment

Mr. Denny made a motion, which Mr. Blue seconded, to adjourn the meeting at 9:37 a.m.

Approved by:

Katalin M. Smith

Asst. Secretary