

MINUTES OF THE REGULAR 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 were scheduled to meet at 12:00 p.m. on September 16, 2016, in the UofL Foundation Board Room, ULF Board Room, Cardinal Station, with members present and absent as follows:

Present: Dr. Robert Curtis Hughes, Chairman  
Ms. Joyce Hagen, Vice Chair  
Dr. Larry Benz  
Mr. Ulysses L. Bridgeman, Jr. Treasurer  
Dr. Salem George, Sr.  
Ms. Margaret Handmaker  
Dr. Mark Lynn  
Mr. Frank Minnifield  
Ms. Brucie Moore  
Dr. Neville Pinto, *ex officio* Director  
Dr. William Selvidge  
Mr. Frank Weisberg

Absent: Mr. Jonathan Blue

From the  
Foundation: Mr. Jason Tomlinson, Assistant Treasurer, Chief Financial Officer (CFO)  
Mrs. Kathleen M. Smith, Assistant Secretary, Acting Chief Administrative  
Officer (CAO)

From Legal  
Counsel: Mr. David Saffer, Stites and Harbison  
Mr. Thomas Halbleib, Stites and Harbison

From the  
University: Mr. Keith Inman, Vice President  
Ms. Becky Simpson, Sr. Assoc. VP for Communications and Marketing  
Mr. John Karman, Interim Director of Media Relations  
Ms. Trisha Smith, Deputy Chief of Staff to Dr. Pinto

I. Call to Order

Having determined a quorum present, Chairman Hughes called the meeting to order at 12:39 p.m.

II. Consent Agenda

Chairman Hughes read the consent agenda as follows:

- **Approval of Minutes, March 7, 2016**
- **From the Finance Committee, June 23, 2016**
  - **Approval of FY17 Operating Budget**
  - **Approval of Spending Policy for FY17**
- **From Finance Committee, September 16, 2016**
  - **Action Item: Appoint RFP Committee on Audit**
- **Approval of Minutes, July 10, 2015 Nominating Committee**

Hearing no objection, Ms. Hagen made a motion, which Dr. Selvidge seconded, to approve the consent agenda.

The motion passed.

### III. Executive Session to Discuss Possible Litigation

Chairman Hughes mentioned the original intention was to go into executive session as authorized per KRS 161.810(1)(c). The Board, however, decided to postpone this executive session to a future meeting.

### IV. Reconvene Open Session

No report was necessary because there was no closed session.

### V. Report of the Chairman

Chairman Hughes then addressed the significant amount of open records requests (ORR) that the Foundation has received and requested support to hire up to four additional employees. Chairman Hughes stated the urgent need was to hire two staff in order to respond to immediate ORRs.

Mr. Bridgeman made a motion to authorize the employment of up to four staff to expedite ORRs and relieve the backlog of these requests. Ms. Handmaker seconded and the motion passed.

### VI. Report of the Nominating Committee

Chairman Hughes asked for a motion to approve the Nominating Committee's slate of officers, as presented by Dr. Pinto. Dr. Benz abstained, with explanation. Dr. Benz noted that he was pleased that four of the five nominations were filled by new individuals, but asked for clarification concerning the By-laws about who could serve on the Nominating Committee. Mr. Saffer stated that the membership of the committee met the criteria defined in the By-laws.

Chairman Hughes asked for a motion to approve the slate, Mr. Weisberg made the motion and Dr. George seconded. Ms. Moore and Ms. Hagen abstained. The motion carried.

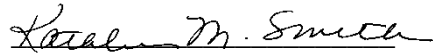
Chairman Hughes asked for a motion to approve the corporate officers, Jason Tomlinson as Assistant Treasurer and Kathleen Smith as Assistant Secretary, which was moved by Mr. Bridgeman and seconded by Dr. George. The motion passed.

Foundation Counsel provided Chairman Hughes with Dr. James Ramsey's letter of resignation as President of the Foundation. Chairman Hughes distributed the letter to the Board and the public. Dr. Hughes detailed the profound impact that Dr. Ramsey had on the University of Louisville and the Foundation, describing his work as "transformational". A motion to accept Dr. Ramsey's resignation, effective September 16, 2016, was moved by Ms. Handmaker and seconded by Mr. Bridgeman. The motion carried.

## VII. Adjournment

Having no other business to come before the board, Mr. Bridgeman made a motion, which Dr. Selvidge seconded, to adjourn the meeting. The meeting adjourned at 12:57 p.m.

Approved by:

  
Assistant Secretary