UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

MINUTES OF MEETINGS

COMMITTEE MEETINGS HELD ON NOVEMBER 30, 2022

Audit Committee

Development, Endowment and Investments Committee

Health Affairs Committee

Academic and Student Affairs Committee

Budget and Finance Committee

Long-Range Planning Committee

Committee of the Whole

BOARD OF TRUSTEES MEETING HELD ON DECEMBER 1, 2022

1 Roll Call

2 Approved: Minutes

3 Report: University President

4 Report: Faculty Senate President

5 Report: Student Government Association President

6 Approved: Consent Agenda Resolutions

- Evaluation of Endowment and Non-Endowment Investment Policies
- USA Health Hospitals Medical Staff Appointments and Reappointments for August, September and October 2022
- USA Health Hospitals Medical Staff Bylaws and Associated Documents Revisions
- Sabbatical Awards
- Faculty Emeritus

7 Report: Audit Committee

8 Report: Development, Endowment and Investments Committee

9 Report: Health Affairs Committee

10 Report: Academic and Student Affairs Committee

11 Approved: Tenure

12 Report: Budget and Finance Committee

13 Report: Long-Range Planning Committee

14 Approved: Commendation of Mrs. Mary Jo Hrabe

15 Approved: Tribute to the Late Mrs. June Ledyard Whiddon

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

December 1, 2022
10:30 a.m.

A meeting of the University of South Alabama Board of Trustees was duly convened by Ms. Arlene Mitchell, Chair *pro tempore*, on Thursday, December 1, 2022, at 10:33 a.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Alexis Atkins, Chandra Brown Stewart, Scott Charlton, Steve Furr, Ron Jenkins, Bill Lewis, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes, Margie Tuckson, Mike Windom and Jim Yance were present.
Members Absent:	Tom Corcoran, Ron Graham and Kay Ivey.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Jaclyn Bunch (Faculty Senate), Camille Bonura (SGA), Lynne Chronister, Leslie Churchwell, Kennon Drew, Kristin Dukes, John Elliott, Joel Erdmann, Julie Estis, Monica Ezell, Dianne Greer, Rita Harper, Krista Harrell, Mary Jo Hrabe, Andi Kent, Kim and Nick Lawkis, John Marymont, Abe Mitchell, Mike Mitchell, Karen and Tom Peterson, Laura Schratt, Polly Stokley and Margaret Sullivan.

Chair Mitchell called the meeting to order and made brief introductory remarks, which included congratulating Dr. Furr for being elected the American Academy of Family Physicians' president-elect for 2022-2023. Following the attendance roll call, **Item 1**, Chair Mitchell asked for consideration of the minutes of the Board of Trustees meeting held on September 22, 2022, **Item 2**. On motion by Ms. Atkins, seconded by Dr. Stokes, the Board voted unanimously to adopt the minutes.

Chair Mitchell called on President Bonner to deliver the President's Report, **Item 3**. President Bonner recognized Mr. Abe Mitchell, Honorary Trustee and introduced the new staff members in the offices of the President and Executive Vice President/Provost, Ms. Leslie Churchwell, Special Assistant to the President; Ms. Dianne Greer, Administrative Assistant; and Ms. Rita Harper, Executive Assistant.

President Bonner noted it had been one year since he was named University President and he thanked the Board for its support over his and First Lady Bonner's first year at South. He highlighted several events that had occurred during the 2022 fall semester, such as the annual dinner for student organization leaders held on October 26 at the President's Home; the *Top Prof* faculty recognition program held on November 8, sponsored annually by the *Sally Steadman Azalea Chapter of Mortar Board*; the annual *Wall of Honor* ceremony held on November 11 at Moulton Tower and Alumni Plaza; the inaugural *Celebration of Life* ceremony held on October 24; and the dedication of the *USA Health Mapp Family Campus* in Fairhope on November 30. He ex-

pressed enthusiasm for the football team's winning season and impending bowl competition, as well as for the *Holiday Concert* taking place later in the evening.

Chair Mitchell called for a report from Dr. Delaware Arif, Faculty Senate President, **Item 4**. Dr. Arif discussed the faculty's involvement in the Institution's student recruitment initiative, as well as the results of a recent survey that measured the faculty's impressions about various aspects of the campus environment. He and Dr. Jaclyn Bunch, Faculty Senate Vice President, responded to questions and comments from the Trustees.

Chair Mitchell called for a report from Ms. Camille Bonura, Student Government Association (SGA) President, **Item 5**. Ms. Bonura gave an update on the SGA's work over the fall term. Among the topics she spoke on were voter registration drives held for the students; student attendance at the USA vs. Southern Mississippi football game in Hattiesburg; and her participation in the yearly walk across campus with members of the Administration and campus safety professionals to evaluate exterior lighting. On behalf of Mr. Clement Williams, Black Student Union President, she advised that the annual *Black Girls Rock* scholarship fundraiser would occur early in 2023. Judge Windom noted that the Office of Multicultural Student Affairs (OMSA) held a grand opening at its new location in the former Toulmin House and that Ms. Tuckson participated. Dr. Mitchell added that Ms. Tuckson had also donated artwork on display at OMSA. Ms. Tuckson recounted how she discovered the piece painted by Dr. James E. Kennedy, USA Professor Emeritus of Visual Arts, and acquired it through an auction in New York to bring it home to South.

Returning to **Item 3**, the President's Report, Dr. Kent discussed the student recruitment activities that had occurred over the fall term and were planned for the spring semester, such as the Bonner Bus Tour visits to campus for high school students; recruiting trips to Montgomery and Birmingham high schools; and expansion of the *Pathway USA* and implementation of the *Map Your Path* programs in partnership with community and state colleges in Alabama, Mississippi and Florida. She added that, in collaboration with the Office of Alumni Relations, an alumni event also took place in Birmingham in conjunction with the recruiting trip. She stated the second annual *Marching Band Championships* took place at Hancock Whitney Stadium on October 22 with more than 20 high school bands from Alabama, Florida and Mississippi participating. She gave an update on the searches underway and starting soon to fill dean positions for the Covey College of Allied Health Professions, Honors College, School of Computing, College of Education and Professional Studies and Mitchell College of Business, and noted that a search for Mr. Sal Liberto's successor as Associate Vice President for Enrollment Services was imminent.

Dr. Erdmann discussed the outreach activities of Jaguar Athletics that furthered goals pertaining to campus life for student athletes; civic partnerships; and educational access for high school students, first responders, and members of the armed forces. He also advised that South's football program would soon learn which bowl game it would compete in and that Coach Wommack's contract had been extended. Dr. Mitchell recognized Dr. Krista Harrell, Assistant Vice President for Student Affairs/Associate Dean of Students, who was leaving USA for a position at Old Do-

minion University. Dr. Harrell shared words reflective of her time at South. Ms. Stokley introduced Mr. John Elliott, South's new Associate Vice President for Finance and Administration in the Office of Human Resources. She added that Mr. Gerald Gattis, who previously led the Office of Human Resources as Assistant Vice President for Finance and Administration would soon retire after 34 years of service.

Chair Mitchell called for consideration of consent agenda resolutions as follows, **Item 6**, all of which were unanimously recommended for Board approval by the respective committees that met on November 30, 2022. (To view policies approved and other documents authorized, refer to Appendix A.) On motion by Dr. Stokes, seconded by Mr. Shumock, the Board voted unanimously to approve the resolutions:

RESOLUTION
EVALUATION OF THE UNIVERSITY'S ENDOWMENT AND NON-ENDOWMENT INVESTMENT POLICIES

WHEREAS, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) requires that investment policies be evaluated regularly, and

WHEREAS, the Board of Trustees has previously approved the University's endowment funds policies and guidelines and the University's non-endowment cash pool investment policy,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby acknowledges and accepts the current year annual evaluation of both policies by the Development, Endowment and Investments Committee and the Committee's recommendation that no changes be made to either policy at this time.

RESOLUTION
USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS FOR AUGUST, SEPTEMBER AND OCTOBER 2022

WHEREAS, the medical staff appointments and reappointments for August, September and October 2022 for the USA Health Hospitals are recommended for approval by the medical executive committees and the USA Health Credentialing Board,

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

RESOLUTION
USA HEALTH HOSPITALS MEDICAL STAFF BYLAWSAND ASSOCIATED DOCUMENTS REVISIONS

WHEREAS, revisions to USA Health Hospitals Medical Staff Bylaws and to associated documents, approved October 31, 2022, by the active voting general medical staff members via email and attached hereto, are recommended for approval by the medical executive committees and the Executive Committee of the USA Health Hospitals,

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

RESOLUTION
SABBATICAL AWARDS

WHEREAS, in accordance with University policy, proposals for sabbatical awards from the following faculty have been reviewed and recommended by the respective faculty committees, departmental chair, college dean, the Executive Vice President and Provost, and the University President,

- Ermanno Affuso, Associate Professor of Economics, Finance and Real Estate
- Sinead Ni Chadhain, Associate Professor of Biology
- Steven Clontz, Associate Professor of Mathematics and Statistics
- Kip Franklin, Associate Professor of Music
- Erin Nelson, Assistant Professor of Sociology and Anthropology
- Andrei Pavelescu, Associate Professor of Mathematics and Statistics
- Charlotte Pence, Associate Professor of English
- Steven Schultze, Associate Professor of Earth Sciences
- Corina Schulze, Associate Professor of Political Science/Criminal Justice
- Alex Sharland, Professor of Marketing and E-Commerce
- Elizabeth VandeWaa, Professor of Adult Health Nursing
- Rebecca Williams, Associate Professor of History
- Bob Wood, Professor of Economics, Finance and Real Estate

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby approves the sabbatical awards for Fall 2023 through Spring 2024 as recommended.

RESOLUTION
FACULTY EMERITUS

WHEREAS, the following faculty members have retired from the University of South Alabama:

ACADEMIC AFFAIRS:

- Christopher Hollingsworth, Associate Professor in the Department of English
- R. Burke Johnson, Professor in the Department of Counseling and Instructional Sciences
- John Steadman, Professor in the Department of Electrical and Computer Engineering

WHIDDON COLLEGE OF MEDICINE:

- Curtis Norman Harris, M.D., Associate Professor in the Department of Surgery,

and,

WHEREAS, in recognition of their contributions to the University through extraordinary accomplishments in teaching and in the generation of new knowledge through research and scholarship; in serving to positively inspire students; and, regarding those with clinical backgrounds, for dedication to the treatment and healing of patients; all for which, in accordance with University policy, the respective faculty committees, departmental chair and college dean, the Executive Vice President and Provost or the Vice President for Medical Affairs, and the University President have duly recommended the aforementioned faculty retirees be appointed to the rank of Professor Emeritus or Associate Professor Emeritus,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby appoints these individuals to the rank of Professor Emeritus or Associate Professor Emeritus with the rights and privileges thereunto appertaining, and

BE IT FURTHER RESOLVED that the Board of Trustees conveys its deep appreciation to these individuals in recognition of their significant contributions and dedicated service to the University of South Alabama.

Chair Mitchell called for a report from the Audit Committee, **Item 7**. On behalf of Mr. Graham, Audit Committee Chair, Ms. Atkins, Audit Committee Vice Chair, advised of a Committee meeting held on November 30, 2022, and provided an overview of the business that took place.

Chair Mitchell called for a report from the Development, Endowment and Investments Committee, **Item 8**. Mr. Yance, Committee Chair, stated that the Committee met on November 30, 2022, and gave a summary of the proceedings.

Chair Mitchell called for a report from the Health Affairs Committee, **Item 9**. Mr. Shumock, Committee Chair, said a Committee meeting took place on November 30, 2022, and reviewed the matters that were addressed.

Chair Mitchell called for a report from the Academic and Student Affairs Committee, **Item 10**. Judge Windom, Committee Chair, advised that the Committee held a meeting on November 30, 2022, and provided an overview of the information presented. He added that the Committee voted unanimously to recommend Board approval of **Item 11** as follows. On motion by Capt. Jenkins, seconded by Mr. Yance, the Board voted unanimously to approve the resolution:

RESOLUTION
TENURE

WHEREAS, in accordance with University policy, an application for tenure from Robert A. Barrington, Ph.D., a Whiddon College of Medicine faculty member, has been reviewed by faculty peers, the Chair of the Department of Microbiology and Immunology, the Dean of the Whiddon College of Medicine/Vice President for Medical Affairs, and the University President, and is hereby recommended for approval effective on January 1, 2023,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby grants tenure to Robert A. Barrington, Ph.D., as recommended.

Chairman Mitchell called for a report from the Budget and Finance Committee, **Item 12**. Mr. Corcoran, Committee Chair, advised of a Committee meeting on November 30, 2022, and shared a summary of the proceedings.

Chair Mitchell called for a report from the Long-Range Planning Committee, **Item 13**. Ms. Brown Stewart, Committee Chair, stated that the Committee held a meeting on November 30, 2022, and gave a recap of the topics covered.

Chair Mitchell, Judge Windom and President Bonner stood and USA donor Ms. Mary Jo Hrabe and her friend and financial advisor, Mr. Kennon Drew, were invited to join them for the presentation of **Item 14** as follows. Judge Windom read the resolution and, on motion by Mr. Yance, seconded by Ms. Brown Stewart, the Board voted unanimously to approve the resolution. Ms. Hrabe was presented a commemorative resolution marking the occasion and she spoke briefly about the inspiration behind her gift:

RESOLUTION
COMMENDATION OF MRS. MARY JO HRABE

WHEREAS, the University of South Alabama (USA) pursues the vision of being a leading comprehensive public university internationally recognized for educational, research and health care excellence, as well as for its positive intellectual, cultural and economic impact on those it serves, and

WHEREAS, the mission of USA's College of Education and Professional Studies is to transform the community and expand outreach through a commitment to excellence in education and human services, advancement of innovative research and supporting the dedicated service of its faculty, staff, students and alumni, and

WHEREAS, Mrs. Mary Jo Hrabe and her late husband, Charles Fullington Hrabe, Jr., aspired to endow a scholarship honoring the memory of his sister, Patricia Ann Hrabe, and Mrs. Mary Jo Hrabe desires to fulfill this wish through a transformational gift to the College of Education and Professional Studies, and

WHEREAS, Patricia Ann Hrabe received her Bachelor of Science degree in Secondary Education in the field of Social Studies in 1972 and a Master's Degree in Health, Physical Education and Recreation in 1976, and

WHEREAS, Mrs. Mary Jo Hrabe values educators and the difference they make in our communities, and through her generosity, many future educators will be positively impacted for years to come,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby recognizes the extraordinary commitment and generosity of Mrs. Mary Jo Hrabe and her late husband, Charles Fullington Hrabe, Jr., and joins the University President, faculty, staff and students in extending deepest gratitude for their impactful gift to USA.

President Bonner invited Dr. Karen Peterson, Senior Instructor in the Department of English and daughter of the late founding first couple Dr. Frederick P. Whiddon and Mrs. June Ledyard Whiddon, as well as her husband, Mr. Tom Peterson, to join Chair Mitchell, Mr. Yance and him for the presentation of **Item 15** as follows. Mr. Yance reflected on Mrs. Whiddon's service to the University as *First Lady* over more than three decades and read the resolution. On motion by Mr. Shumock, seconded by Dr. Stokes, the Board voted unanimously to approve the resolution. Dr. Peterson was presented a commemorative resolution and she expressed appreciation for the Board's recognition of her mother:

RESOLUTION
TRIBUTE TO THE LATE MRS. JUNE LEDYARD WHIDDON

WHEREAS, Mrs. June Ledyard Whiddon, who faithfully served the University of South Alabama (USA) as its very first *First Lady* and filled that role for nearly 35 years, passed away on October 29, 2022, and

WHEREAS, Mrs. Whiddon was born in Tuscaloosa, Alabama, to the late Charles Ledyard and Gladys Kicker Ledyard and went on to earn a Bachelor's Degree in Education before teaching elementary education in Georgia, and

WHEREAS, Mrs. Whiddon married Dr. Frederick Palmer Whiddon, who would later become the founder of the University of South Alabama, the first four-year, state-supported university in Mobile, and become its first President, and

WHEREAS, the Whiddons served as President and First Lady from the University's creation in 1964 until 1998, a period of tremendous growth and progress for USA and the greater Mobile community, and

WHEREAS, during the 1960s and 1970s, when most of the faculty members were men, Mrs. Whiddon began a Women's Club at USA and helped start a campus chapter of the Alpha Omicron Pi sorority, and

WHEREAS, Mrs. Whiddon was directly involved in the planting of beautiful azaleas and camellias that still bloom outside the Whiddon Administration Building, helping to make the University of South Alabama campus a welcoming setting for students, faculty, staff and alumni, and

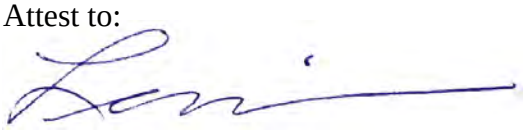
WHEREAS, Mrs. Whiddon was a member of the National Society of Colonial Dames XVII Century, a member of the Society of Mayflower Descendants, a Meals on Wheels volunteer for 15 years and a member of Mount Hebron United Methodist Church in Newton, Alabama,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama acknowledges the legacy of late Mrs. June Ledyard Whiddon and pays tribute to her memory for her many contributions to the University community, local community, and people of the State of Alabama, all of whom have benefitted from her dedication, service, kindness and generosity, and

BE IT FURTHER RESOLVED, the Board of Trustees extends heartfelt sympathy to the children of Dr. Frederick P. Whiddon and Mrs. June Ledyard Whiddon, Dr. Karen Whiddon Peterson, a Senior Instructor in the Department of English; John T. Whiddon, a member of the USA Foundation Board of Directors; Charles Whiddon; and Keith F. Whiddon, and to the entire Whiddon family.

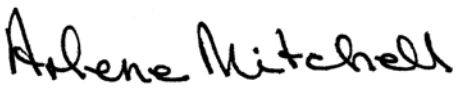
There being no further business, the meeting was adjourned at 11:54 a.m.

Attest to:



Lenus M. Perkins, Secretary

Respectfully submitted:



Arlene Mitchell, Chair pro tempore

APPENDIX A

Endowment Funds Investment Policies and Guidelines

The Endowment Committee of the Board of Trustees of the University of South Alabama shall be responsible for recommending investment policies and guidelines for approval by the Board of Trustees, implementation of such policies and guidelines and selection of qualified investment professionals including Investment Consultant(s), Investment Manager(s), and Funds Custodian(s). The Endowment Committee will oversee investment activities, monitor investment performance and ensure the prudent control of the Endowment Funds of the University. The Endowment Committee will make periodic reports to the Board of Trustees.

I. Purpose of the Endowment Funds

The University of South Alabama Endowment Funds exist to provide revenue while preserving principal to fund those projects which have been endowed for specific purposes, i.e., scholarships, professorships, program enhancements, student loans, etc.

II. Purpose of the Investment Policy

This investment policy is set forth by the Board of Trustees of the University of South Alabama in order to:

1. Define and assign the responsibilities of all involved parties.

2. Establish a clear understanding of all involved parties of the investment goals and objectives of Endowment Funds assets.

3. Offer guidance and limitations to Investment Manager(s) regarding the investment of Endowment Funds assets.

4. Establish a basis of evaluating investment results.

5. Manage Endowment Funds assets according to prudent standards as established in the laws of the State of Alabama.

6. Establish the relevant investment horizon for which the Endowment Funds assets will be managed.

In general, the purpose of this policy is to outline a philosophy and attitude which will guide the investment management of the assets toward the desired results. It is intended to be sufficiently specific to be meaningful, yet flexible enough to be practical.

III. Delegation of Authority

The Board of Trustees of the University of South Alabama is responsible for directing and monitoring the investment management of the University's Endowment Funds assets. As such, the Board of Trustees is authorized to delegate certain authority to professional experts in various fields. These include, but are not limited to:

1. Investment Management Consultant(s). The consultant may assist the Board of Trustees in: establishing investment policy, objectives, and guidelines; selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks as deemed appropriate.

2. Investment Manager(s). The investment manager has discretion to purchase or sell, in the University's name, the specific securities that will be used to meet the Endowment Funds investment objectives.

3. Funds Custodian(s). The custodian will physically (or through securities owned by the Fund) collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets, owned, purchased or sold as well as movement of assets into and out of the Endowment Funds accounts.

With the exception of specific limitations described in these statements, managers will be held responsible and accountable to achieve the objectives herein stated. While it is not believed that the limitations will hamper investment managers, each manager should request modifications which they deem appropriate. All expenses for such experts must be customary and reasonable, and will be borne by the Endowment Funds as deemed appropriate and necessary.

IV. Assignment of Responsibility

A. Responsibility of the Board of Trustees of the University of South Alabama

The Board of Trustees is responsible for the management of the assets of the Endowment Funds. The Board of Trustees shall discharge its duties in good faith like an ordinary prudent person in a like position would exercise under similar circumstances and in a manner the Trustees reasonably believe to be in the best interest of the University. The Board of Trustees will supervise the Endowment Committee and assigns the following authority and responsibilities to the Endowment Committee on behalf of the Board of Trustees.

B. Responsibility of the Endowment Committee

The specific authority and responsibilities of the Endowment Committee relating to the

investment management of Endowment Funds assets include:

1. Projecting the Endowment Funds financial needs, and communicating such needs to the Investment Manger(s) on a timely basis.

2. Determining the Endowment Funds risk tolerance and investment horizon, and communicating these to the appropriate parties.

3. Establishing reasonable and consistent investment objectives, policies, time frames and guidelines which will direct the investment of the Endowment Funds assets.

4. Prudently and diligently selecting qualified investment professionals, including Investment Manager(s), Investment Consultant(s), and Custodian(s).

5. Regularly evaluating the performance of the Investment Manager(s) to assure adherence to policy guidelines and monitor investment objectives progress.

6. Developing and enacting proper control procedures: For example, replacing Investment Manager(s) due to fundamental changes in the investment management process, or failure to comply with established guidelines.

7. Making direct investments in cases in which selection of an investment manager is not appropriate.

8. Recommending an endowment spending policy to the Board of Trustees for approval.

9. Reporting periodically to the Board of Trustees Endowment Committee actions and recommendations and investment performance of the Endowment Funds.

C. Responsibility of the Investment Manager(s)

The Endowment Funds will be managed primarily by external investment advisory organizations; both commingled vehicles and separate accounts may be used. The investment manager(s) have discretion, within the guidelines set forth in this policy statement and any additional guidelines provided them, to manage the assets in each portfolio to achieve the investment objectives. Managers will normally manage only one type of investment in each fund. For example, equities and fixed income will not be combined in a balanced fund with one manager.

Each Investment Manager must acknowledge, in writing, their acceptance of responsibility as a fiduciary. Each Investment Manager will have full discretion to make all investment decisions for the assets placed under their jurisdiction, while observing and operating within all policies, guidelines, constraints, and philosophies as outlined in this statement. Each Investment Manager will be provided with a copy of this statement of investment objectives and policies. In turn, as part of the investment management contract that will govern their portfolio, the Investment Manager is expected to provide a written statement of the firm's expectations, stated in terms of the objectives and comparative benchmarks that will be used to evaluate performance and the allowable securities that can be used to achieve these objectives. These statements will be consistent

with the statement of investment objectives and policies and will be incorporated as appendices. Specific responsibilities of the Investment Manager(s) include:

1. Discretionary investment management including decisions to buy or sell individual securities, and to alter asset allocation with the annual guidelines established by the Endowment Committee.

2. Reporting, on a timely basis, quarterly investment performance results.

3. Providing monthly valuation of the investment portfolio based on the previous month's closing prices.

4. Communicating any major changes in economic outlook, investment strategy, or any other factors which affect implementation of investment process, or the investment objectives progress of the Endowment Funds investment management.

5. Informing the Endowment Committee regarding any qualitative change in the investment management organization. Examples include changes in portfolio management personnel, ownership structure, investment philosophy, etc.

6. Providing the Endowment Committee with proof of liability and fiduciary insurance coverage.

7. Acknowledging in writing an ability and agreement to invest within the guidelines set forth in the investment policy.

8. Meeting with the Endowment Committee at least annually.

9. Voting proxies on behalf of the Endowment Funds and communicating such voting records on a timely basis. In cases in which the University desires to vote proxies related to specific topics, it will so notify Manager(s).

10. The Board of Trustees may from time to time request that the Investment Manager(s) allocate commissions to those brokerage firms providing other investment management services to the University. Good execution and commission prices are primary considerations in routing business to the said brokerage firms. If at any time any Investment Manager believes that any policy guideline inhibits investment performance, it is their responsibility to communicate this to the Endowment Committee.

V. General Investment Principles

1. Investments shall be made solely in the interest of the purposes of the University of South Alabama.

2. The Endowment Funds shall be invested with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person in a like position would exercise under similar circumstances in a manner the Board of Trustees reasonably believe to be in the best interest of the University.

3. Investment of the Endowment Funds shall be so diversified as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so.

4. The Board of Trustees may employ one or more investment managers of varying styles and philosophies to attain the Endowment Funds objectives.

5. Cash is to be employed productively at all times, by investment in short term cash equivalents to provide safety, liquidity, and return.

VI. Investment Objectives

In order to meet its needs, the investment strategy of the University of South Alabama Endowment Funds is to emphasize total return; that is, the aggregate return from capital appreciation and dividend and interest income. The total Endowment Funds shall be monitored for return relative to objectives, consistency of investment philosophy, and investment risk. The Endowment Funds results shall be evaluated on a rolling five-year basis against a market benchmark weighted 40 percent in favor of the S&P 500 Index, 5% Russell 2000 Index, 12% MSCI EAFE (US Dollar) Index, 23 percent toward the Barclay's Capital US Aggregate Bond Index, 10% HFRI Fund of Funds Conservative Index and 10% HFRI Fund of Funds Strategic Index.

VII. Portfolio Composition and Risk

A. To achieve its investment objective, the Endowment Funds assets are considered as divided into three parts a fixed income component, a fixed income alternative component, an equity component and a private equity component. The Endowment Funds long-term commitment to these funds shall be as follows:

Asset Class	Range	Long-Term Neutral
Fixed Income	15-35%	25%
Equity	35-75%	50%
Private Equity	0-10%	5%
Fixed Income Alternative	10-30%	20%
Cash	0-10%	0%

The purpose of dividing the Endowment Funds in this manner is to ensure that the overall asset allocation among major asset classes remains under the regular scrutiny of the Endowment Committee and is not allowed to become the residual
of separate manager decisions. Over the long run, the allocation among the major asset classes may be the single most important determinant of the endowment funds investment performance.

The purpose of the fixed income fund is to provide a hedge against deflation, to reduce the overall volatility of returns of the Endowment Funds, in order to produce current income in support of spending needs.

The percentage of total Endowment Funds assets allocated to the fixed-income fund at any time should be sufficient to provide that neither the current income nor the capital value or the total Endowment Funds declines by an intolerable amount during an extended period of deflation. The fixed-income fund should normally represent approximately 15-35 percent of total Endowment Funds assets at market value. Although the actual percentage will fluctuate with

market conditions, levels outside this range should be closely monitored by the Endowment Committee.

The purpose of the equity fund is to provide appreciation of principal that more than offsets inflation and to provide a growing stream of current income. It is recognized that the pursuit of this objective could entail the assumption of greater market variability and risk than investment in fixed-income securities. Equity and equity-substitute investments are broadly defined as common stocks, high-yield bonds, reorganization securities, private equity, venture capital, leveraged buyout investments, equity real estate, reorganization securities, exchange traded index funds, etc. Investments made in such less liquid equity investments should be made through funds offered by professional investment managers.

The purpose of the fixed income alternative component is to provide the Endowment a source of returns with low correlation to equity markets and volatility of one third to one half that of the U.S. equity market, while still achieving equity-like returns of Treasury Bills plus 2-8% over time. The Fixed Income Alternative should normally represent approximately 10-30 percent of total Endowment Funds.

Any assets not committed to the fixed-income fund or fixed income alternative shall be allocated to the equity fund and the private equity fund. The equity fund should normally represent approximately 35-75 percent of total Endowment Funds assets at market value. The private equity fund should normally represent approximately 0-10 percent of total Endowment Fund assets at market value. Although the actual percentage of equities will vary with market conditions, levels outside these ranges should be closely monitored by the Investment Committee.

The Endowment includes investments in several categories, and the Endowment Committee targets allocations for the following:

Asset Class	Long-Term Strategic Target (%) of Endowed Funds	Range
Domestic Equity	**42%**	**30-60%**
Large/Mid-Cap	35%	25-55%
Small Cap	5%	3-8%
High Yield Debt	2%	0-5%
International Stocks	**10%**	**5-15%**
Developed Markets	6%	3-10%
Emerging Markets	4%	0-6%
Private Equity	**5%**	**0-10%**
TOTAL EQUITY COMPONENT	**57%**	**35-75%**
Alternative Investments	**20%**	**10-30%**
Absolute Return	15%	12-20%
Long/Short Equity	5%	0-10%
TOTAL ALTERNATIVE COMPONENT	**20%**	**10-30%**
Fixed Income	**23%**	**15-35%**
U.S. Core Bonds	16%	12-20%
Global Bonds	4%	0-7%

Asset Class	Long-Term Strategic Target (%) of Endowed Funds	Range
TIPS	2%	0-5%
Emerging Market Debt	1%	0-2%
TOTAL FIXED INCOME COMPONENT	**23%**	**15-35%**
Cash and Equivalents	**0%**	**0-10%**

Within the equity fund, certain investments can be included, with Endowment Committee approval, to provide a hedge against unanticipated, rapidly accelerating inflation. These include cash, real estate and oil and gas investments. While the Endowment Committee recognizes the argument for having a separate allocation to inflation-hedging assets, at this time, these investments are evaluated primarily as equity-substitutes. The Endowment Committee will periodically review the adoption of an inflation-hedging fund allocation separate from the equity allocation.

Within the equity fund, in addition to cash reserves held by managers, there is normally an investment in cash or short-term instruments. Although the Endowment Committee has not adopted a cash allocation, new gifts to the endowment and endowment income in excess of budgetary distributions generate cash inflow to the Endowment Fund. The level of cash should be closely monitored by the committee.

The Endowment committee may change any of the above ratios; however, it is anticipated that these changes will be infrequent.

The Endowment Funds investments shall be diversified both by asset class (e.g., equities and fixed-income securities) and within asset classes (e.g., within equities by economic sector, geographic area, industry, quality, and size). The purpose of diversification is to provide reasonable assurance that no single security or class of securities shall have a disproportionate impact on the endowment funds aggregate results. Equity securities in any single industry will not exceed 20 percent, nor will equity securities in any single company exceed 10 percent of the market value of the endowment's allocation to equities.

VIII. Spending Policy

It shall be the policy of the University of South Alabama Board of Trustees to preserve and maintain the real purchasing power of the principal of the Endowment Funds. The current spending policy of the University will be determined annually by the President and the Endowment Committee and approved by the Board of Trustees. The spending guideline is based on an expected total return over the long-term less expected inflation.

IX. Volatility of Returns

The Board of Trustees understands that in order to achieve its objectives for Endowment Funds assets, the Funds will experience volatility of returns and fluctuations of market value. The Board will tolerate volatility as measured against the risk/return analysis of the appropriate market indices. The indices used as a measure of an investment manger's performance will be used to measure the allowable volatility (risk).

X. Liquidity

To minimize the possibility of a loss occasioned by the sale of a security forced by the need to meet a required payment, the Vice President for Financial Affairs will periodically provide Investment Manager(s) with an estimate of expected net cash flow. The Vice President will notify the Investment Consultant in a timely manner, to allow sufficient time to build up necessary liquid reserves. Because of the infrequency of cash outflows and overall marketability of Endowment Funds assets, the Board of Trustees does not require the maintenance of a dedicated cash or cash equivalent reserve.

XI. Marketability of Assets

The Board of Trustees requires that all Endowment Funds allocated to cash equivalents, fixed income securities or equity securities be invested in liquid securities, defined as securities that can be transacted quickly and efficiently for the Endowment Funds, with minimal impact on market price. The Board of Trustees recognizes that opportunities may exist in illiquid assets and will allow Investment Managers overseeing Private Equity or Fixed Income Alternatives to invest in securities that may be less liquid and could present a risk of illiquidity.

XII. Investment Guidelines

A. Allowable Assets

1. Cash Equivalents

- Treasury Bills
- Money Market Funds
- Common Fund Short Term Investment Fund
- Commercial Paper
- Banker's Acceptance
- Repurchase Agreements
- Certificates of Deposits

2. Fixed Income Securities

- U.S. Government and Agency Securities
- Corporate Notes and Bonds
- Mortgage Backed Bonds
- Preferred Stock
- Fixed Income Securities of Foreign Governments and Corporations
- Collateralized Mortgage Obligations

3. Fixed Income Alternatives

- Arbitrage (merger, event, convertible, equity and fixed income arbitrage and pairs trading)
- Event investing (restructurings, spin-offs, etc.)
- Distressed securities
- Long Short equities (U.S., global and sector funds)
- Market neutral equities

- Short-biased equities
- Macro investing

4. Equity Securities

- Common Stocks
- Convertible Notes and Bonds
- Convertible Preferred Stocks
- American Depository Receipts (ADRs) of Non-U.S. Companies
- Exchange traded index funds

5. Private Equity

6. Mutual Funds

- Mutual Funds which invest in securities as allowed in this statement.

Other Assets:

Derivative Securities: options and future contracts
In general, the use of derivative securities by the Investment Manager shall be discouraged, unless such an opportunity presents itself that the use of the sophisticated securities would provide substantial opportunity to increase investment returns at an appropriately equivalent level of risk to the remainder of the total portfolio. Also, derivative securities may be used by the Investment Manager in order to hedge certain risks to the portfolio. The approval and use of derivative securities will not be allowed unless the Endowment Committee is confident that the Investment Manager(s) thoroughly understands the risks being taken, has demonstrated expertise in their usage of such securities, and has guidelines in place for the use and monitoring of derivatives.

Real Estate: Investments may also include equity real estate, held in the form of professionally managed, income producing commercial and residential property. Such investments may be made only through professionally managed, income producing commercial and residential property. Such investments may not exceed 10% of the total endowment fund. Such investment may be made only through professionally managed pooled real estate investment funds, as offered by leading real estate managers with proven track records of superior performance over time.

(Is now covered under the derivative section)
The Endowment will avoid highly leveraged strategies and managers who provide insufficient transparency of their actions for adequate monitoring of the risks they are taking.

B. Guidelines for Fixed Income Investments and Cash Equivalents

1. Investment in fixed income securities shall be restricted to only investment grade bonds rated BAA or higher.

2. Money Market Funds selected shall contain securities whose credit rating at the absolute minimum would be rated investment grade by Standard and Poor's, and/or Moody's.

3. Investment in fixed income securities within the fixed income portfolio shall be restricted to only investment grade bonds rated BAA or higher. Any investment in below investment grade bonds shall be considered an equity or fixed income alternative investment**.**

C. Guidelines for Fixed Income Alternatives

1. Fixed Income alternative investments will be defined as any strategy using a partnership or offshore investment company structure that may or may not be subject to SEC registration, investing primarily in marketable securities and/or subject to a performance fee. These strategies would generally have absolute, as opposed to relative, return objectives driven more by manager skill and market inefficiency than market direction. Use of leverage, short selling and/or derivatives may or may not be employed as part of the investment approach. The endowment will employ a manager of manager's approach to investing in fixed income alternative investments.

D. Limitations on Manager Allocations

1. No more than 5% of the Endowment Fund assets shall be allocated to an individual Investment Manager.

2. No more than 25% of the Endowment Fund assets shall be allocated to a "Fund of Funds" or multi-manager fund.

XIII. Investment Manager Performance Review and Evaluation

Performance reports generated by the Investment Consultant shall be compiled at least quarterly and communicated to the Board of Trustees for review. The investment performance of total portfolios, as well as asset class components, will be measured against commonly accepted performance benchmarks. Consideration shall be given to the extent to which the investment results are consistent with the investment objectives, goals, and guidelines as set forth in this statement. The Board of Trustees intends to evaluate the portfolio(s) over at least a three-year period, but reserves the right to terminate a manager for any reason including the following:

1. Investment performance which is significantly less than anticipated, given the discipline employed and risk parameters established, or unacceptable justification of poor results.

2. Failure to adhere to any aspect of this statement of investment policy, including communication and reporting requirements.

3. Significant qualitative changes to the investment management organization.

Investment managers shall be reviewed annually regarding performance, personnel, strategy, research capabilities, organizational and business matters, and other qualitative factors that may impact their ability to achieve the desired investment results.

XIV. Investment Policy Review

To assure continued relevance of the guidelines, objectives, financial status and capital markets expectations as established in this statement of investment policy, the Board of Trustees will review investment policy at least annually.

Investment Manager Selection

1. The Endowment Committee will decide on guidelines for the desired investment philosophy, asset mix, and performance objectives of the new manager.

2. The Endowment Committee will employ, if appropriate, Investment Consultant(s) to identify potential managers.

3. Potential managers will be reviewed by the Endowment Committee in some or all of the following areas with the importance of each category determined by the Endowment Committee:

Organization
- Experience of firm
- Assets under management
- Ownership
- Number of professionals
- Fees and minimum account size

Performance
- One, three and five-year comparisons
- Up/down market comparisons
- Risk/return graphs

Securities Summary – Equities
- Yield
- Profit/earnings
- Quality
- Growth
- Beta

Securities Summary – Fixed Income
- Quality
- Maturity
- Duration
- Government/non-government
- Investment decision-making process
- Top down/bottom up
- Quantitative/qualitative/traditional
- Expected performance characteristics

Securities Summary – Fixed Income Alternative

- Arbitrage (merger, event, convertible, equity and fixed income arbitrage and pairs trading)
- Event investing (restructurings, spin-offs, etc.)
- Distressed securities
- Long Short equities (U.S., global and sector funds)
- Market neutral equities
- Short-biased equities
- Macro investing

Skill Set Analysis

- Market timing
- Sector diversification
- Security selection
- Security consideration

4. Final selection of a new manager resides with the Endowment Committee.

UNIVERSITY OF SOUTH ALABAMA
NON-ENDOWMENT CASH POOL INVESTMENT POLICIES

Purpose

The purpose of this Investment Policy is to provide a guideline by which the pooled funds (the current, loan, agency and plant fund groups) not otherwise needed to meet the daily operational cash flows for the University can be invested to earn a maximum return, yet still maintain sufficient liquidity to meet fluctuations in the inflow of funds from revenues, tuition payments and state appropriations.

The policies and practiced hereinafter set forth separate funds into three investment categories: (1) Short-term funds (2) Intermediate-term funds (3) Long-term funds.

INVESTMENT OBJECTIVES

The investment objectives for Operational Funds Investments are: (1) to maximize current investment returns consistent with the liquidity needs of the University. In keeping with the investment objectives noted above, it is acknowledged that there are Operational Funds which require short-term, intermediate-term and long-term investment strategies.

It is expected that the maturities of the investments in the Operational Funds will be matched against the cash flow needs of each campus to maximize yields consistent with the liquidity needs of the University.

Maintenance of Adequate Liquidity

The investment portfolio must be structured in such a manner that will provide sufficient liquidity to pay obligations such as normal operating expenses and debt service payments as they become due. A liquidity base will be maintained by the use of securities with active secondary markets, certificates of deposit, or repurchase agreements. These investments could be converted to cash prior to their maturities should the need for cash arise.

Return on Investments

The University seeks to optimize return on investments within the constraints of each investment objective. The portfolio strives to provide a return consistent with each investment category. The cash pool portfolio rate of return will be compared with the returns of broad indices representing the investment and maturity structure of the Pool.

DELEGATION OF AUTHORITY

The Board of Trustees is ultimately responsible for investment policy. By Board Resolution the Board of Trustees is delegating investment authority to the President or Vice President for Financial Affairs or other such persons as may be authorized to act on their behalf.

The Investment Policy is established to provide guidance in the management of the University's Non-Endowment Cash Pool to insure compliance with the laws of the State of Alabama and investment objectives. The Vice President for Financial Affairs or his designee is accorded full discretion, within policy limits, to select individual investments and to diversify the portfolio by applying their own judgments concerning relative investment values.

IMPLEMENTATION OF THE INVESTMENT POLICY

The Vice President for Financial Affairs or his designee is authorized to execute security transactions for the University investment portfolio. Reports of investments shall be presented to the Endowment and Investment Committee of the Board of Trustees.

AUTHORIZED INVESTMENT INSTRUMENTS

Short-Term Operational Funds

Safety of Capital

Preservation of capital is regarded as the highest priority in the handling of investments for the University of South Alabama. All other investment objectives are secondary to the safety of capital.

It is assumed that all investments will be suitable to be held to maturity. However, sale prior to maturity is warranted in some cases. For example, investments may be sold if daily operational funds are needed or if the need to change the maturity structure of the portfolio arises.

All investments will be restricted to fixed income securities with the maturity range to be consistent with the liquidity needs of the pooled fund groups. It is essential that cyclical cash flow be offset by liquid investments. Permissible investment instruments may include:

1. Checking and Money Market deposit accounts in banks. These funds are subject to full collateralization for the amounts above the FDIC $250,000.00 coverage limit, or participation by the Bank in the State of Alabama's Security for Alabama Funds Enforcement Program.

2. Certificates of Deposit issued by banks and fully collateralized for the amounts above the FDIC $250,000.00 coverage limit or participation by the bank in the State of Alabama's Security for Alabama Funds Enforcement Program. Negotiable Certificates of Deposit or

Deposit Notes issued by credit worthy U.S. Banks in amounts not to exceed the FDIC $250,000.00 coverage limit.

3. Direct obligations of the United States or obligations unconditionally guaranteed as to principal and interest by the Unites States.

4. Obligations of a Federal Agency (including mortgage backed securities) or a sponsored instrumentality of the United States including but not limited to the following:

- Federal Home Loan Bank (FHLB)
- Federal Home Loan Mortgage Corporation (FHLMC)
- Federal Farm Credit Banks (FFCB)
- Government National Mortgage Association (GNMA)
- Federal National Mortgage Association (FNMA)
- Student Loan Marketing Association (SLMA)
- Financing Corp (FICO)
- Tennessee Valley Authority (TVA)
- Government Trust Certificates (GTC)

5. Commercial paper of corporate issuers with a minimum quality rating of P-1 by Moody's, A-1 by Standard and Poor's or F-1 rating by Fitch. Corporate bonds will maintain a minimum "A" rating by both Moody's and Standard and Poor's at the time of purchase. No more than ten percent (10%) of the Total Cash and Investments shall be invested in a single corporation for Commercial Paper/Short-term Corporate Bonds and thirty-five percent (35%) per Federal Agency Obligation as described above. There will be no limit on U.S. Treasury Obligations. All such securities must have an active secondary market.

The maturity range of Short-Term Operational Funds Investments shall be consistent with liquidity requirements of the funds category. However, funds established under certain debt instruments may be invested in accordance with the applicable criteria. Typical maturity will range from one day to one year.

Intermediate-Term Investment of Operational Funds

Investments for those Operational Funds designated by the President as benefiting from investment over a one- to three-year period.

Permissible investments are consistent with all investments approved under short-term operational funds within a one- and three- year investment period. It is expected that the maturities of the investments within the intermediate-term funds will match against the cash flow needs of the University and to maximize yields consistent with the liquidity needs of the University.

Long-Term Investment of Operational Funds

From time to time management may have the opportunity to invest Operational Funds designated by the President to achieve higher earnings over a longer time horizon. These funds will be invested based on the Non-endowment Equity and Alternative Investment Pool Guidelines referenced in Appendix A.

PASS THROUGH OR DESIGNATED FUNDS

This policy shall also cover pass through funds (endowment funds to be forwarded to external endowment fund managers) and any funds managed by the University and designated for specific purposes and not covered by individual investment restrictions (i.e. endowment funds that may not be co-mingled, bond proceeds during construction, USA Health Plan, etc.)

PRUDENCE AND ETHICAL STANDARDS

The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing the overall portfolio. Persons performing the investment functions, acting in accordance with these written policies and procedures, and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations and appropriate recommendations to control adverse developments are reported in a timely fashion. The "prudent person" standard is understood to mean:

"Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived."

EFFECTIVE DATE

This policy shall become effective immediately upon its adoption by the Board of Trustees. Further, this policy shall be reviewed at least annually and updated whenever changing market conditions or investment objectives warrant.

Appendix A

University of South Alabama

Non-Endowment
Equity and Alternative Investment Pool Guidelines

Purpose

The purpose of the University's Non-Endowment Equity and Alternative Investment Pool (Equity and Alternative Pool) is to maximize returns for those operating funds that are not utilized for day to day cash management needs. These funds will have a seven- to ten- year time horizon. The goal of the Equity and Alternative Pool is to provide revenue while preserving principal to fund University projects as set forth by the University President.

Return on Investments

The University seeks to optimize return on these investments within the constraints of the Equity and Alternative Pool guidelines. The portfolio strives to provide a return consistent with each investment category.

Oversight and Delegation of Authority

The Equity and Alternative Pool will be governed by the Non-Endowment Cash Pool Investment Policy. The Board of Trustees is ultimately responsible for the Non-Endowment Cash Pool Investment Policy. Investment oversight will be delegated to the President or Vice President for Finance and Administration or other such persons as may be authorized to act on their behalf.

Investment Objectives

In order to meet its needs, the investment strategy of the Equity and Alternative Pool is to emphasize long-term growth; that is, the aggregate return from capital appreciation. The Equity and Alternative Pool shall be monitored for return relative to objectives, consistency of investment philosophy, and investment risk.

Portfolio Composition and Risk

A. To achieve its investment objective, the Equity and Alternative Pool assets are considered as divided into two parts; an alternative investment component or hedged strategy and an equity component. Total Equity and Alternative Pool assets

should not exceed 25% of all non-endowment cash and cash-equivalents of the University as of September 30th of the prior fiscal year. This percentage will be reassessed periodically and any changes will be communicated to the Board. The Equity and Alternative Pool commitment to these funds shall be as follows:

	Range	Long-term neutral
Equity	45-85%	70%
Alternative Investment	10-35%	30%

B. The purpose of the equity component is to provide appreciation of principal that more than offsets inflation and to provide a growing stream of capital appreciation and current income. It is recognized that the pursuit of this objective could entail the assumption of greater market variability and risk than investment in fixed-income securities. Equity and equity-substitute investments are broadly defined as common stocks, high-yield bonds, reorganization securities, venture capital, leveraged buyout investments, equity real estate, exchange traded index funds**,** etc.

C. The purpose of the alternative investment component is to provide the Equity and Alternative Pool a source of returns with low to negative correlation to equity markets and volatility of one third to one half that of the U.S. equity market, while still achieving equity-like returns of Treasury Bills plus 2-8% over time. The alternative investment component should normally represent approximately 10-35 percent of the total Equity and Alternative Pool.

D. Any assets not committed to the alternative investment component shall be allocated to the equity fund. The equity fund should normally represent approximately 45-85 percent of total the Equity and Alternative Pool assets at market value. Although the actual percentage of equities will vary with market conditions, levels outside this range should be closely monitored.

E. The Equity and Alternative Pool includes investments in several categories:

Asset Class	Long-Term Strategic Target (%) of Funds	Range
DOMESTIC EQUITY	**55%**	**40-70%**
Large Cap	40%	30-65%
Mid Cap	10%	5-15%
Small Cap	5%	3-10%
INTERNATIONAL STOCKS	**15%**	**5-25%**
Developed Markets	10%	3-20%
Emerging Markets	5%	0-10%
TOTAL EQUITY COMPONENT	**70%**	**45-85%**
ALTERNATIVE INVESTMENTS	**30%**	**10-35%**
Absolute Return	30%	10-35%
TOTAL ALTERNATIVE COMPONENT	**30%**	**10-35%**
TOTAL	**100%**	

F. Within the equity fund, certain investments can be included to provide a hedge against unanticipated, rapidly accelerating inflation. These include cash, real estate and oil and gas investments.

G. The Equity and Alternative Pool investments shall be diversified both by asset class (e.g., equities and alternative investment securities) and within asset classes (e.g., within equities by economic sector, geographic area, industry, quality, and size). The purpose of diversification is to provide reasonable assurance that no single security or class of securities shall have a disproportionate impact on the endowment funds aggregate results. Equity securities in any single industry will

not exceed 20 percent, nor will equity securities in any single company exceed 10 percent of the market value of the endowment's allocation to equities.

Spending Policy

It shall be the policy of the Equity and Alternative Pool to preserve and maintain the real purchasing power of the principal of the Fund. The current spending policy of the Equity and Alternative Pool will be determined annually by the University President. The spending guideline is based on an expected total return over the long-term less expected inflation and will use the excess return over the inflation adjusted principal using a 3 year moving average to help fund the operating needs of the University.

Line of Credit

At times of extreme volatility related to the Equity and Alternative Pool a Line of Credit (LOC) will be utilized to meet day to day management of the University's operating needs. A LOC of up to $30,000,000 will be established and available to meet those periods when operating cash is low due to seasonal tuition revenue. The LOC will be repaid in full as soon as sufficient cash is available. The Investment Manager will be required to inform the Vice-President for Finance and Administration, Treasurer and President and obtain appropriate approval of any draws and repayments on the LOC and will be required to provide them with balance reports throughout the year.

Proposed Changes to USA Health Hospitals Medical Staff Bylaws/Associated Documents
Approved by the USA Health Hospitals Medical Executive Committees on June 28, and October 25, 2022
Approved via email vote by the USA Health Hospitals Active Medical Staff on July 25, and October 31, 2022

Bold and Underlined -New Wording ~~Strikethrough~~ –Deletion

Summary of Proposed Bylaws/Associated Documents Revisions:

MEDICAL STAFF BYLAWS

1. **Duties of Department Chairs and Service Line Chair-**Added "Identify a designee to serve during their absences
2. **Medical Executive Committee-** Added "and" to allow CW to have both department and service line chairs as voting members and added one (1) Advanced Practice Provider as a non-voting member.
3. **H & P Examination-** Allow H & Ps to be completed by outside physicians for dental patients
4. **H & P Examination-** Added heart and lung to physical examination section (align with O/P assessment)

MEDICAL STAFF RULES AND REGULATIONS

5. **Abortions –** Revised to align with state statute.
6. **Operative, Invasive Diagnostic or Invasive Therapeutic Procedure Record-** Revised to allow the clinical team to complete report while patient is in the adjoining areas of PACU recovery.
7. **Care of Dental Patients-** Deleted form no longer in use, reference hospital policy and clarify discharge process.
8. **Transfers from Other Facilities-** Deleted detail description and refer to Hospital Policy**.**
9. **Death -Pronouncement –** Clarified who can perform this function.
10. **Emergency Department / Evaluation Center Medical Screening requirements-** Clarified who can conduct the medical screening requirements for the CW Pediatric Emergency Department, CW OB Evaluation Area and UH Emergency Department.

ORGANIZATIONAL MANUAL

11. **List of Clinical Departments and Service Lines-** Added Urology to both hospitals and ED to CW Hospital**.**

ADVANCED PRACTICE POLICY

12. **Clinical Privileges for Dentists-** Revised to allow the patient's primary provider (outside practitioners) to complete the H & P examination.

FPPE (AND OPPE) POLICY

FPPE Policy- Added the following:

- Definition of terms.
- FPPE evaluation for a specific reason.
- OPPE section (currently as a separate policy) to this policy.
- PI Plan changed to Voluntary Enhancement Plan.

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BYLAWS

4.F. DUTIES OF DEPARTMENT CHAIRS AND SERVICE LINE CHAIRS

Department chairs and service line chairs shall work in collaboration with Medical Staff Leaders and other Hospital personnel to collectively be responsible for the following:

(1) all clinically-related activities of the department or service line;
(2) all administratively-related activities of the department or service line, unless otherwise provided for by the Hospital;
(3) the integration of the department or service line into the primary functions of the Hospital;
(4) the coordination and integration of interdepartmental and intradepartmental services;
(5) the development and implementation of policies and procedures that guide and support the provision of care, treatment and services;
(6) determination of the qualifications and competence of department personnel who are not licensed independent practitioners and who provide patient care, treatment and services;
(7) recommendations for a sufficient number of qualified and competent persons to provide care or services;
(8) continuous assessment and improvement of the quality of care and services provided;
(9) maintenance of quality monitoring programs, as appropriate;
(10) recommendations for space and other resources needed by the department or service line;
(11) assessing and recommending off-site sources for needed patient care services not provided by the department or service line or the Hospital;
(12) the orientation and continuing education of all persons in the department or service line; ~~and~~
(13) performing all functions authorized in the Credentials Policy, including collegial intervention; **and**
(14) Identify a designee to serve during absences.

5.C. MEDICAL EXECUTIVE COMMITTEE

5.C.1. Composition:

(a) Each Hospital shall maintain its own MEC.
(b) The individual MECs shall consist of the following voting members:
• Chair of the MEC;
• Chair-Elect/Secretary of the MEC;
• Immediate Past Chair of the MEC;
• Department chairs **and/**or service line chairs, as applicable;

- Four at-large members of the Medical Staff to serve two-year terms, who shall be selected by the Nominating Committee as defined in Section 3.D.1 in a manner to be representative of the specialties of the Medical Staff as well as the relationships that Medical Staff members have with the Hospitals (i.e., employed, contracted, or independent);
- Chair of the Combined Credentials Committee;
- Graduate Medical Education Designated Institutional Official; and
- For USA Health Children's and Women's Hospital MEC only, the Residency Program Directors (Primary Service).

(c) The Hospital Administrator, CMO, CNO, College of Medicine Dean/Vice President of Medical Affairs, resident physicians, **Advanced Practice Practitioner**, and Quality Management representatives shall serve as ex officio, non-voting members.
(d) The Chair of the MEC will chair the MEC.
(e) Other Medical Staff members or Hospital personnel may be invited to attend a particular MEC meeting (as guests, without vote) in order to assist the MEC in its discussions and deliberations regarding an issue on its agenda. These individuals shall be present only for the relevant agenda item and shall be excused for all others. Such individuals are an integral part of the committee's functioning and are bound by the same confidentiality requirements as the standing members of the MEC.

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APPENDIX B - H & P EXAMINATION described in the Bylaws

(a) General Documentation Requirements

(1) A complete medical history and physical examination must be performed and documented in the patient's medical record within 24 hours after admission or registration (but in all cases prior to surgery or an invasive procedure requiring anesthesia services) by an individual who has been granted privileges by the Hospital to perform histories and physicals. **Primary care providers permitted by state law and hospital policy of dental patients will be allowed to provide a medical history and physical for patients undergoing dental procedures while under sedation.**

(2) The scope of the medical history and physical examination will include, as pertinent:

- patient identification;
- chief complaint;
- history of present illness;
- review of systems
- personal medical history, including medications and allergies;
- family medical history;
- social history, including any abuse or neglect;
- physical examination, to include pertinent findings in those organ systems relevant to the presenting illness and to co-existing diagnoses, **as well as heart and lungs;**
- data reviewed;
- assessments, including problem list;
- plan of treatment; and
- if applicable, signs of abuse, neglect, addiction, or emotional/behavioral disorder, which will be specifically documented in the physical examination, and any need for restraint or seclusion which will be documented in the plan of treatment.

(3) In the case of a pediatric patient, the history and physical examination report must also include:

(i) developmental age; (ii) length or height; (iii) weight; (iv) head circumference (if appropriate); and (v) immunization status.

MEDICAL STAFF RULES AND REGULATIONS

2.4.4 ~~Therapeutic~~ Abortions.

Abortions shall be performed only in compliance with current Alabama State Law. ~~Following clinical evaluation of the patient, independent documentation of two attending physicians, either in a progress note or consultation report, is required when gestational/menstrual age reaches 20 weeks (18 weeks post fertilization age).~~ **An abortion will only be performed if an attending physician licensed in Alabama determines that an abortion is necessary in order to prevent a serious health risk to the unborn child's mother. Except in the case of a medical emergency, the physician's determination shall be confirmed in writing by a second physician licensed in Alabama. As used herein, the term "abortion", does not include the termination of a pregnancy (1) to save the life or preserve the health of an unborn child, (2) remove a dead unborn child, (3) to deliver the unborn child prematurely to avoid a serious health risk to the unborn child's mother, or (4) to eliminate an ectopic pregnancy or a lethal anomaly.**

2.4.10 Operative, Invasive diagnostic or invasive therapeutic procedure record

2.4.10.1 After any operation or any invasive diagnostic or invasive therapeutic procedure involving moderate or deep sedation or general, spinal, or regional anesthesia a note must be entered into the electronic medical record as either:

- A full, detailed operative/procedure note by the responsible surgeon/proceduralist; or
- A brief post-operative/procedure note by a member of the operative/procedural team (ex., Attending Physician, Advance Practice Provider, or House Staff).

2.4.10.2 One of these notes must be entered into the electronic medical record (with date and times of surgery) and signed prior to the patient moving ~~from the operative/procedure area~~ to the next level of care ~~(e.g., PACU, IR recovery area or ICU).~~ **The Pre-Op, Operating Room and PACU are the same level of care as the clinical team is essentially intact across these areas. If the practitioner performing the operation or high-risk procedure accompanies the**

patient from the operating room to the next unit or area of care, the report can be completed in the new unit or area of care. In the cardiovascular, Gastroenterology and Interventional Radiology Labs the post procedure note can be completed while the patient is still in the immediate recovery area.

2.4.10.3 A brief post-operative/procedure note must contain the following eight (8) elements:

- • Name(s) of surgeon/proceduralist and assistant(s)
- • Pre-operative diagnosis
- • Post-operative or post procedure diagnosis
- • Name of the specific operation/procedure performed
- • Brief description of the operation/procedure findings
- • Estimated blood loss, as applicable to the procedure
- • Specimen(s) removed, as applicable to the procedure
- • any unexpected events

2.4.11 Care of Dental Patients

A patient admitted for dental care is a dual responsibility of the dentist and the attending physician who assumes responsibilities as outlined below.

Dentist's responsibilities

1) A detailed dental history justifying the clinical necessity for the procedure;

2) Coordinate with the patient's primary physician to provide information about the patient's clinical history and physical condition prior to the planned procedure, ~~utilizing USA's Dental History & Physical form or equivalent form~~ **according to the hospital policy.**

3) A detailed description of the dental examination and pre-operative diagnosis

4) A complete operative report describing the findings and techniques employed. In cases of tooth extraction, the dentist shall clearly state the number of teeth and fragments removed. All tissue including teeth and fragments shall be sent to the hospital pathologist for examination;

5) Progress notes as are pertinent to the dental condition;

6) A clinical summary

7) Patients shall be discharged ~~be on the written order of the dentist member of the staff~~ **upon receiving an order from dentist staff member.**

USA practitioner's Responsibilities

1) Review medical history provided by the primary physician and the dentist. Perform a relevant medical history update with physical examination prior to anesthesia and surgery

2) Accept transfer of care from the dentist to the USA practitioner if inpatient admission is needed or provide consultation if warranted for a change in condition during or following the procedure.

2.5.8 Transfers from other facilities

~~CW – During normal business hours, the nurse manager of the receiving unit is contacted about the transfer. After hours, the house supervisor will be contacted.~~

~~UH- All transfer requests are called to the admit nurse/clinical administrator 24/7. The admit nurse will connect the transferring physician to the accepting physician and will notify admitting of the impending transfer from another facility.~~

See Hospital Policy

2.8 Death:

2.8.1 Pronouncement

In the event of a hospital patient death, the deceased shall be pronounced dead ~~by the primary attending~~ a physician ~~or designee or a nursing supervisor within a reasonable time.~~

Proposed Changes to USA Health Hospitals Medical Staff Bylaws/Associated Documents
Approved by the USA Health Hospitals Medical Executive Committees on June 28, and October 25, 2022
Approved via email vote by the USA Health Hospitals Active Medical Staff on July 25, and October 31, 2022

6.0 Emergency Department (ED)/ Evaluation Center
6.1 ~~Physician~~ Medical Screening requirements
CW Pediatric ED, UH ED and Free-standing ED:
A physician, advanced practice registered nurse, **physician assistant** or a Sexual Assault Nurse Examiner, with appropriate clinical privileges, will perform a medical screening examination, based on the patient's presenting signs and symptoms, to determine the existence of an emergency medical condition. ~~If an advanced practice registered nurse or physician assistant performs the medical screening examination, he/she must review the examination findings with the physician and the physician must sign the patient's medical record.~~ The SANE examiner will consult the ED physician, if an emergency medical condition is identified.

UH: ~~A licensed independent practitioner with appropriate clinical privileges will assess patients in need of emergency care and determine appropriate management.~~

OB Evaluation Area*:* A physician, advanced practice registered nurse, or **physician assistant** with appropriate clinical privileges may perform a medical screening examination, based on the patient's presenting signs and symptoms, to determine the existence of an emergency medical condition. Additionally, a registered nurse, with medical screening examination competency validation and approved by the MEC/BOT, may perform the medical screening examination based on the patient's presenting signs and symptoms, to determine the existence of an emergency medical condition. The registered nurse will contact the physician or advanced practice registered nurse to review the medical screening examination findings and the physician or advanced practice registered nurse will determine subsequent care.

ORGANIZATION MANUAL

2.B. LIST OF CLINICAL DEPARTMENTS AND SERVICE LINES
2.B.1. University Hospital Departments:
The following clinical departments are established:
Anesthesiology, Emergency Medicine, Family Medicine, Internal Medicine, Neurology, Neurosurgery, Obstetrics and Gynecology, Oncology, Orthopedic Surgery, Pathology, Pediatrics, Psychiatry, Radiology, Surgery **and Urology.**
2.B.2. Children's & Women's Hospital Service Lines:
The following service lines are established:
Emergency Medicine, Family Medicine, Obstetrics and Gynecology, Pediatrics and Neonatology, Oncology, **and Urology.** Hospital Based Services (Anesthesia, Pathology, Radiology, Surgery)

ADVANCED PRACTICE PROFESSIONALS POLICY

Advanced Practice Professionals Policy (Dentist is a Category I practitioner)
"CATEGORY I PRACTITIONER" means a Licensed Independent Practitioner, a type of Advanced Practice Professional who is permitted by law and by the Hospital to provide patient care services without direction or supervision, within the scope of his or her license and consistent with the clinical privileges granted. Category I practitioners also include those physicians not appointed to the Medical Staff who seek to exercise certain limited clinical privileges at the Hospital under the conditions set forth in this Policy (i.e., moonlighting residents). See Appendix A for a list of Category I practitioners.

5.B.3. Clinical Privileges for Dentists:
(a) The scope and extent of surgical procedures that a dentist may perform in the Hospital shall be delineated and recommended in the same manner as other clinical privileges.
(b) Surgical procedures performed by dentists shall be under the overall supervision of the relevant department chair or service line chair. A medical history and physical examination of the patient shall be made and recorded by ~~a qualified practitioner who has been granted clinical privileges~~ **the patient's primary provider permitted by state law and hospital policy** to complete medical histories and physical examinations before dental surgery shall be performed, and a designated physician shall be responsible for the medical care of the patient throughout the period of hospitalization.

(c) The dentist shall be responsible for the dental care of the patient, including the dental history and dental physical examination, as well as all appropriate elements of the patient's record. Dentists may write orders within the scope of their license and consistent with any pertinent Medical Staff Rules and Regulations and in compliance with the Hospital and Medical Staff Bylaws and this Policy.
(d) A dentist may make a specific request for an exception from paragraph (b) above and may request to be able to complete a history and physical examination on dental surgery patients upon demonstration of adequate training in the completion of histories and physical examinations.
If such an exception is granted by the MEC, the dentist is still required to identify a designated physician who has agreed to be responsible for the medical care of the patient throughout the period of hospitalization.

RED is new wording ~~Strikethrough~~ –Deletion

USA HEALTH HOSPITALS

FPPE AND OPPE POLICY

(TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM)

(~~NEW MEMBERS/NEW PRIVILEGES~~)

Adopted by the Medical Staff on January 21, 2020
Approved by the Board on March 6, 2020

RED is new wording ~~Strikethrough~~ –Deletion

FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM (~~NEW MEMBERS/NEW PRIVILEGES~~)

TABLE OF CONTENTS

PAGE

1. SCOPE OF POLICY 2

2. DELEGATION OF FUNCTIONS 2

3. DEFINITIONS 3

4. FPPE PROCEDURE 4

4.1 NOTICE OF FPPE REQUIREMENTS 4
4.2 FPPE NEW MEMBERS/ NEW PRIVILEGES 4
4.3 FPPE CLINICAL ACTIVITY REQUIREMENTS 5
4.4 GATHERING FPPE DATA 6
4.5 COOPERATION OF PRACTITIONER 6
4.6 SELECTION OF FPPE REVIEWERS 6
4.7 ADDITIONAL PERIOD OF FPPE FOR A SPECIFIC REASON 6
4.8 FPPE FOR PROFESSIONALISM 7
4.9 REVIEW OF FPPE RESULTS 8

5. RESPONSIBILITIES 12

5.1 FPPE REVIEWERS 13
5.2 PARTNERS AS FPPE REVIEWERS 13
5.3 PRACTITIONER BEING REVIEWED 13
5.4 DEPARTMENTS/ SERVICE LINE CHAIRS 14
5.5 COMBINED CREDENTIALS COMMITTEE 14

6. OPPE PROCEDURE 14

7. EXTERNAL PEER REVIEW 15

8. PRACTITIONER PROCEDURAL RIGHTS 15

RED is new wording ~~Strikethrough~~ –Deletion

FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM

(~~NEW MEMBERS/NEW PRIVILEGES~~)

Scope of Policy.

1.1 As part of the organizations ongoing commitment to quality, the competence of a practitioner shall be evaluated in order to ensure safe, high-quality care through focused and ongoing professional practice evaluations, by defining the circumstances requiring monitoring and evaluation of the practitioner's professional performance. All information, written or verbal, pertaining to ongoing and focused review is privileged and confidential and should be maintained confidentially for the protection of individuals.

1.2 FPPE: All Practitioners who are granted initial and new clinical privileges at USA Health Hospitals (the "Hospital") are subject to focused professional practice evaluation ("FPPE") to confirm their:

1.2.1 clinical competence to exercise the clinical privileges that have been granted to them; and

1.2.2 professionalism, which includes (i) the ability to work with others in a professional manner that promotes quality and safety; and (ii) the ability to satisfy all other responsibilities of Practitioners who are granted clinical privileges at the Hospital (i.e., "citizenship" responsibilities).

~~A Focused Evaluation as a result of peer review may also be initiated when a single or sentinel event occurs and/or patterns or trends indicate potentially unsafe patient care.~~

1.3 A period of focused evaluation may also be initiated as a result of peer review, a single or sentinel event, and/ or patterns or trends which indicate potentially unsafe patient care. The procedure for FPPE for a specific reason is outlined in Section 4.7.

1.4 OPPE: All practitioners designated by the Medical Staff Bylaws will undergo ongoing professional practice evaluation ("OPPE") to assess a practitioner's clinical competence and professional behavior. OPPE information is factored into the decision to maintain, modify or revoke existing clinical privilege(s). It is also used when appropriate to recommend further evaluation such as a FPPE for a specific reason.

1.5 Practitioners are required to cooperate with the FPPE and OPPE process as outlined in this Policy.

2. ***Delegation of Functions.***

2.1 When a function under this Policy is to be carried out by a member of Hospital management, by a Medical Staff member, or by a Medical Staff committee, the individual, or the committee through its chair, may delegate performance of the function to a qualified designee who is a practitioner Medical Staff member or an Advance Practice Professional or Hospital employee (or a committee of such individuals). Any such designee must treat and maintain all credentialing, privileging, and peer review information in a strictly confidential manner and is bound by all other terms, conditions, and requirements of the Medical Staff Bylaws

and related policies. In addition, the delegating individual or committee is responsible for ensuring that the designee appropriately performs the function in question. Any documentation created by the designee are records of the committee that is ultimately responsible for the review in a particular matter.

2.2 When a Medical Staff member is unavailable or unable to perform a necessary function, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual.

3. ***Definitions.***

3.1 ***"FPPE"*** means a time-limited period during which a Practitioner's professional performance is evaluated. All ~~initially granted~~ clinical privileges, whether granted at the time of initial appointment, reappointment, or during the term of appointment, shall be subject to FPPE.

3.2 ***"OPPE"*** is data collected for the purpose of assessing a practitioner's clinical competence and professional behavior. Through this process, practitioners receive feedback for potential improvement or confirmation of achievement related to the effectiveness of their professional practice in all practitioner competencies.

3.3 ***"Quality Specialists"*** means the clinical and non-clinical staff who support the professional practice evaluation ("PPE") process generally and the FPPE and OPPE processes described in this Policy. This may include, but is not limited to, staff from the quality department, Medical Staff office, human resources, and/or patient safety department.

3.4 ***"Practitioner"*** means any individual who has been granted clinical privileges and/or membership by the Board, including, but not limited to, members of the Medical Staff and Advance Practice Professionals.

3.5 ***"FPPE Reviewers"*** means a practitioner who has completed the FPPE process described in this Policy and who hold applicable clinical privileges are obliged to provide a reasonable amount of service as a FPPE reviewer through chart review, proctoring, direct observations, and/or discussions with others involved in the patient's care.

3.6 ***"Practitioner Competencies"*** The medical staff has determined that for purposes of defining its expectations of performance, measuring performance, and providing performance feedback it will use the American College of Graduate Medical Education Framework outlined below, whenever possible.

3.7 ***"Patient Care"*** Practitioners are expected to provide patient care that is compassionate, appropriate, and effective for the promotion of health, prevention of illness, treatment of disease, and care at the end of life.

3.8 ***"Medical/Clinical Knowledge"*** Practitioners are expected to demonstrate knowledge of established and evolving biomedical, clinical, and social sciences and the application of their knowledge to patient care and the education of others.

3.9 **"Practice-Based Learning and Improvement"** Practitioners are expected to be able to use scientific evidence and methods to investigate, evaluate, and improve patient care practices.

3.10 ***"Interpersonal and Communication Skills"*** Practitioners are expected to demonstrate interpersonal and communication skills that enable them to establish and

maintain professional relationships with patients, families, and other members of health care teams.

3.11 ***"Professionalism"*** Practitioners are expected to demonstrate behaviors that reflect a commitment to continuous professional development, ethical practice, an understanding and sensitivity to diversity, and a responsible attitude toward their patients, their profession, and society. See Professionalism Policy.

3.12 ***"Systems-Based Practice"*** Practitioners are expected to demonstrate both an understanding of the contexts and systems in which health care is provided, and the ability to apply this knowledge to improve and optimize health care.

4. *FPPE PROCEDURE:*

4.1 ***Notice of FPPE Requirements.*** When notified that a request for privileges has been granted, Practitioners shall be informed of the relevant FPPE clinical activity requirements and of their responsibility to cooperate in satisfying those requirements. New applicants will also be informed that the FPPE process will be used to assess their professionalism, as described above. The Combined Credentials Committee and Medical Executive Committee may modify the FPPE requirements for a particular applicant if the applicant's credentials indicate that additional or different FPPE may be required.

4.2 ***Focused Professional Practice Evaluation (FPPE) New Members/New Privileges***

4.2.1 For Medical Staff members including Advanced Practice Practitioners, the FPPE will include a representative number of at least five cases that reflect the requested privileges. The number and types of privileges or cases reviewed to determine competency will reflect core and special privileges or level delineation. See FPPE Specialty Plan.

4.2.2 A designated reviewer will be chosen by the department/ service line chair or their designee. The reviewer will complete the FPPE FORM for new members/new privileges. The form will be returned to the Quality Specialists in a timely manner, generally 8 weeks.

4.2.3 Initial or new privilege request evaluation results and recommendations from the Department/Service line Chair or designee shall be reported to the Combined Credentials Committee Chair/designee for approval or other consideration of the requested privilege(s) and recommendation of action to the MEC. Medical quality of care concern FPPE results shall be reported to the Leadership Council or the MEC.

4.2.4 Recommendations of satisfactory evaluation shall result in the approval of the requested privilege(s) or as in the case of performance improvement, allow the practitioners to resume the privilege(s). Recommendations of unsatisfactory evaluation shall result in the denial of the requested privilege(s) or as in the case of performance improvement reduction, suspension or revocation of the privilege(s) to be determined by the MEC.

4.2.5 If after the designated review period, competency assessment, which includes the practitioner's current clinical competence and ability to perform the requested privilege(s), is not yet verified the evaluation period may be extended. Under such circumstances, a different type of evaluation

process may be assigned, or the individual will remain on FPPE until requirements are met.

~~Information to be considered in a Focused Evaluation may include, but is not limited to: quality assurance safety reports (RL6), chart reviews, monitoring clinical practice patterns, simulation, proctoring, external peer review and/or discussion with other care givers of specific patients (i.e. consulting physicians, assistants, nursing or administrative personnel).~~

~~External sources may be utilized in the Focused Evaluation process if there are concerns about conflict of interests or the possession of the appropriate level of experience or skill by the internal reviewers.~~

4.3 ***FPPE Clinical Activity Requirements.***

4.3.1 ***Development of Clinical Activity Requirements.*** Each Department/Service Line will recommend the following FPPE clinical activity requirements:

4.3.2 ***For New Practitioners:***

4.3.2.1 the number and types of procedures or cases that will be reviewed to confirm a new Practitioner's competence to exercise the core and special privileges in his or her specialty;

4.3.2.2 how those reviews are to be documented; and

4.3.2.3 the expected time frame in which the evaluation will be completed (generally 12 months); and

4.3.3 ***For Practitioners with Existing Clinical Privileges Who Are Requesting New Privileges:***

4.3.3.1 the number and types of procedures or cases that must be reviewed to confirm a Practitioner's competence to exercise a new privilege that is granted during a term of appointment or at reappointment;

4.3.3.2 how those reviews are to be documented; and

4.3.3.3 the expected time frame in which the review will be completed (generally six months).

4.3.4 In developing such recommendations, Departments/Service Lines should attempt to identify "index" procedures or cases that will demonstrate a Practitioner's competence to perform a bundle of privileges (i.e., the skills required to perform the index procedure or case are the same skills required to perform privileges in the bundle). See USA Health FPPE Plan for description of bundling of minor and major procedures. Departments/Service Lines may consult with Quality Specialists, chairs of the Peer Review or Departmental/Service Line Committees, and the CMO. The FPPE clinical activity requirements shall be reviewed by the Combined Credentials Committee and approved by the Medical Executive Committee. They shall be reviewed periodically by the Departments to ensure their continued effectiveness.

4.4 ***Gathering FPPE Data.***

4.4.1 ***Mechanism for FPPE Review.***

4.4.2 ***Data to Be Reviewed.*** The FPPE clinical activity requirements will utilize at least one of the following review mechanisms to confirm competence:

4.4.2.1 retrospective chart review by internal or external reviewers;

4.4.2.2 concurrent proctoring or direct observation of procedures or patient care practices; and/or

4.4.2.3 discussion with other individuals also involved in the care of the Practitioner's patients.

4.4.2.4 Review of available Ongoing Professional Practice Evaluation ("OPPE") data and other quality data may also be used to confirm competence.

4.4.2.5 External sources may be utilized in the Focused Evaluation process if there are concerns about conflict of interests or the possession of the appropriate level of experience or skill by the internal reviewers.

4.4.3 ***Selection of FPPE Cases.*** The Quality Specialists and/or the CMO will select the specific cases to be evaluated and the individuals who will be asked to provide information about the Practitioner, with the goal being an effective and fair review process. To that end, cases should be selected randomly or in a deliberate manner that ensures a representative sample is reviewed. Practitioners shall notify the Quality Specialists, CMO and/or FPPE Reviewers when cases subject to review are scheduled or have been completed.

4.5 ***Cooperation of Practitioner.*** Practitioners are required to cooperate with the **FPPE** data gathering outlined in this Policy. For example, if cases are to be proctored the Practitioner must promptly notify the proctor when cases are scheduled.

4.6 ***Selection of FPPE Reviewers.*** Practitioners who have completed the FPPE process described in this Policy and who hold applicable clinical privileges are obliged to provide a reasonable amount of service as a FPPE reviewer through chart review, proctoring, direct observations, and/or discussions with others involved in the patient's care. Reviewers will be assigned by the Department or Service Line Chair. See Responsibilities of FPPE reviewers in Section 5.1. If no qualified Practitioners are available, the Department or Service Line Chair shall consult with the CMO Leadership Council regarding the need for an external review. FPPE reviewers act on behalf of, and their work product is a record of, the Combined Credentials Committee and Medical Executive Committee.

4.7 ***Additional Period of FPPE For a Specific Reason***

4.7.1 For instances of a single or sentinel event or patterns or trend indicating potentially unsafe patient care, a(n) additional focused review of a privileged practitioner's performance may be requested by the Medical Executive Committee Chair, any Department Chair; a Hospital Administrator; Performance Improvement Council Chair; Leadership Council, Executive Committee, Multidisciplinary Peer Review Committee; or by the Board of Trustees. If the focused review is determined to be warranted either by an ad-hoc peer review committee or by an independent, external peer review committee, the Leadership Council or the Medical

Executive Committee (MEC), in consultation with other individuals shall be responsible to define the exact nature and scope of the Focused Review. Any action, decision, finding or recommendation by the Leadership Council shall be based upon the evaluation of the Practitioner's current clinical competence, practice behavior and ability to perform the clinical privileges under review. A Voluntary Enhancement Plan shall be created by the Leadership Council for ~~providers~~ practitioners undergoing a period of focused review for a specific reason. The leadership council may determine the length of the voluntary enhancement plan, as well as developing methods to strengthen the ~~provider~~ practitioner's privilege(s) under review. See Responsibilities (Section 5) for defined roles.

4.7.2 Recommendations of satisfactory evaluation shall result in the approval of the ~~requested~~ reviewed privilege(s) or as in the case of performance improvement, allow the practitioners to resume the privilege(s). Recommendations of unsatisfactory evaluation shall result in the denial of the requested privilege(s) or as in the case of performance improvement reduction, suspension or revocation of the privilege(s) to be determined by the MEC.

4.7.3 If after the designated review period, competency assessment, which includes the practitioner's current clinical competence and ability to perform the ~~requested~~ privilege(s) under review, is not yet verified the evaluation period may be extended. Under such circumstances, a different type of evaluation process may be assigned, or the individual will remain on FPPE until requirements are met.

4.7.4 The procedure for gathering of FPPE data for an additional period of review is the same as FPPE for New Members/ New Privileges

4.8 *FPPE for Professionalism.*

4.8.1 In addition to assessing clinical competence, the FPPE process for new and existing Practitioners will also assess the Practitioner's professionalism based on the following criteria:

4.8.1.1 cooperation with the FPPE clinical activity requirements for the Practitioner's specialty and the monitoring process described in this Policy;

4.8.1.2 compliance with the Medical Staff Professionalism Policy, including appropriate interactions with nursing, other Hospital personnel, the Practitioner's colleagues, and patients and their families;

4.8.1.3 compliance with medical record documentation requirements, including those related to use of CPOE and the EHR;

4.8.1.4 timeliness and quality of response to consultation and ED call requests;

4.8.1.5 completion of any orientation program requirements (e.g., patient safety modules; EHR training);

4.8.1.6 patient satisfaction scores; and

4.8.1.7 compliance with protocols that have been adopted by the Medical Staff or the Practitioner's department.

4.8.2 The Leadership Council may recommend that these criteria for professionalism be modified or expanded, with such modifications or expansions being reviewed and approved by the Combined Credentials Committee and Medical Executive Committee.

4.9 ***Review of FPPE Results.***

4.9.1 ***Review by Quality Specialists.***

4.9.1.1 Information gathered for purposes of FPPE shall be reported to the Quality Specialists, who shall compile the information and prepare it for subsequent review as set forth in this Policy.

4.9.1.2 If any information gathered for FPPE suggests that a concern may exist that requires expedited review, the FPPE reviewer and/or the Quality Specialists shall notify the Chairpersons of the Combined Credentials Committee and the CMO ~~Leadership Council~~, who shall determine whether a concern exists such that the matter should be referred for processing under the relevant peer review policy, the Professionalism Policy, or the Credentials Policy.

4.9.1.3 The Quality Specialists shall determine whether any of a Practitioner's cases or activities have been reviewed pursuant to the relevant peer review policies or the Medical Staff Professionalism Policy. If so, a summary of these matters shall be included with the Practitioner's FPPE results.

4.9.2 ***Review by the Department Chair or Service Line Chair.***

4.9.2.1 At the conclusion of the expected time frame for completion of the FPPE, the relevant Department or Service Line Chair shall review the results of a Practitioner's FPPE and provide a report to the Combined Credentials Committee. The report shall address whether:

4.9.2.1.1 the Practitioner fulfilled all the clinical activity requirements;

4.9.2.1.2 the results of the FPPE confirmed the Practitioner's clinical competence;

4.9.2.1.3 the results of the FPPE confirmed the Practitioner's professionalism; and/or

4.9.2.1.4 additional FPPE is required to make an appropriate determination regarding clinical competence and/or professionalism.

4.9.2.2 In addition, the Department or Service Line Chair may engage in a collegial discussion with a Practitioner where the FPPE indicates that competence and professionalism are confirmed, but where there is nonetheless an opportunity for the Practitioner to improve upon an aspect of his/her clinical care or citizenship responsibilities.

4.9.3 ***Review by Combined Credentials Committee.***

4.9.3.1 Based on the Department or Service Line Chair's assessment and report, and its own review of the FPPE results and all other relevant information, the Combined Credentials Committee will make one of

the following recommendations to the Medical Executive Committee:

4.9.3.1.1 ***Competence and Professionalism Are Confirmed.*** The FPPE process has confirmed clinical competence and professionalism, and no changes to clinical privileges or the Practitioner's conditions of practice are necessary;

4.9.3.1.2 ***Extend FPPE Due to Questions.*** Some questions exist and additional FPPE is needed to confirm clinical competence and/or professionalism, what additional FPPE is needed, and the time frame for it;

4.9.3.1.3 ***Extend FPPE Due to Inactivity.*** The time period for FPPE should be extended for up to six months because the individual did not fulfill the FPPE clinical activity requirements, thus preventing an adequate assessment of the individual's clinical competence or professionalism. Although exceptions may be made for certain low volume Practitioners based on a need for services in their specialties or coverage requirements (see subsection (7) below), generally the time frame for initial FPPE shall not extend beyond 12 total months after the initial granting of privileges;

~~Performance Improvement~~ Plan Voluntary Enhancement or Other Intervention is Necessary. Some concerns exist about the Practitioner's competence to exercise some or all of the clinical privileges granted or the Practitioner's professionalism, and the details of the ~~Performance Improvement~~ Voluntary Enhancement Plan (or other intervention) that should be pursued with the Practitioner in order to adequately address the concerns. Prior to making such a recommendation to the Medical Executive Committee, the Combined Credentials Committee will obtain the input of the Practitioner as set forth in Section ~~6.E~~ 7.E of this Policy. In developing a proposed ~~Performance Improvement~~ Voluntary Enhancement Plan or other intervention, the Combined Credentials Committee may also request input or assistance from the relevant peer review committee (for clinical issues) or the Leadership Council (for behavioral issues); the Leadership Council will develop unique plans in the event a practitioner needs an additional period of FPPE ~~for a specific focus for cause reason.~~

4.9.3.1.4 ***THIS SHOWS HOW THE ABOVE READS DUPLICATE OF THE ABOVE PARAGRAPH***
Voluntary Enhancement Plan or Other Intervention is Necessary. Some concerns exist about the Practitioner's competence to exercise some or all of the clinical privileges granted or the Practitioner's professionalism, and the details of the Voluntary Enhancement Plan (or other intervention) that should be pursued with the

Practitioner in order to adequately address the concerns. Prior to making such a recommendation to the Combined Credentials Committee, the Leadership Council will obtain the input of the practitioner as set forth in Section 4.9.5 of this Policy. In Developing a proposed Voluntary Enhancement Plan, the Leadership Council may also request input or assistance from the relevant peer review committee, Serious Safety Event (SSE) Committee, Robotics Surgery Committee, or the Combined Credentials Committee. The Combined Credentials Committee will determine the plan's adequacy and enforce the plan.

4.9.3.1.5 ***Change to Privileges or Membership Category is Necessary.*** More significant concerns exist about a Practitioner and the changes that should be made to the Practitioner's clinical privileges or membership (e.g., mandatory concurring consultation requirement imposed; suspension; revocation), subject to the procedural rights outlined in the Medical Staff Credentials Policy. Prior to making such a recommendation to the Medical Executive Committee, the Combined Credentials Committee will obtain the input of the Practitioner as set forth in Section 6.E of this Policy; or

4.9.3.1.6 ***Transfer to Membership-Only Staff Category or the Automatic Relinquishment of Certain Privileges Due to Inactivity.*** The individual shall either: (i) be transferred to the Community Staff, the membership-only staff category, for failure to meet FPPE clinical activity requirements for all privileges, or (ii) automatically relinquish specific clinical privileges for which the individual failed to meet the applicable requirements. Such transfer or automatic relinquishment shall not entitle the Practitioner to the hearing and appeal rights outlined in the Medical Staff Credentials Policy.

4.9.3.1.6.1 ***Decision Not an Adverse Action.*** A decision that a Practitioner will be transferred to a membership-only staff category or will automatically relinquish his or her clinical privileges for failure to satisfy clinical activity requirements is not an adverse action that must be reported to the National Practitioner Data Bank or any state licensing board.

4.9.3.1.7 ***Grant Exception to Allow Continued FPPE.*** Based on community need, coverage requirements, the rare nature of a given procedure or treatment, and other relevant

factors, the Combined Credentials Committee may recommend that a Practitioner be granted an exception that permits the Practitioner to remain subject to FPPE to confirm competence for the duration of the Practitioner's appointment term. If an exception is being considered, data from affiliated entities may be obtained as set forth in the Medical Staff Credentials Policy and used for purposes of FPPE as set forth in this Policy. The need for the exception will be reevaluated as part of the Practitioner's application for reappointment.

4.9.4 ***Review by Medical Executive Committee.*** At its next regular meeting after receipt of the written findings and recommendation of the Combined Credentials Committee, the Medical Executive Committee shall:

4.9.4.1 adopt the findings and recommendation of the Combined Credentials Committee as its own;

4.9.4.2 refer the matter back to the Combined Credentials Committee for further consideration and responses to specific questions raised by the Medical Executive Committee prior to its final recommendation; or

4.9.4.3 state its reasons in its report and recommendation, along with supporting information, for its disagreement with the Combined Credentials Committee's recommendation.

4.9.4.4 As needed, the Medical Executive Committee may obtain additional input from the Practitioner as set forth in Section 4.9.5 of this Policy before making a decision. If the recommendation of the Medical Executive Committee would entitle the Practitioner to request a hearing pursuant to the Medical Staff Credentials Policy, the Medical Executive Committee shall forward its recommendation to the Hospital Administrator, who shall proceed as set forth in the Credentials Policy.

4.9.5 ***Input by Practitioner.***

4.9.5.1 ***General.*** The Practitioner shall provide input in writing, responding to any specific questions posed in the request. Upon the request of either the Practitioner or the committee conducting the review, the Practitioner may also provide input by meeting with appropriate individuals to discuss the issues. The committee requesting input may ask the Practitioner to provide a copy of, or access to, medical records from the Practitioner's office that are relevant to a review being conducted under this Policy. Failure to provide such copies or access will be viewed as a failure to provide requested input. Any records obtained from the Practitioner's office pursuant to this section will be maintained as part of the confidential PPE/peer review file but will not be included in the Hospital's medical record.

4.9.5.2 ***Failure to Provide Written Input.*** If the Practitioner fails to provide written input within the time frame specified in the request, the Practitioner will be required to meet with the Leadership Council.

The purpose of the meeting is to discuss the Practitioner's obligation to participate in the review process, permit the Practitioner to explain why the written input was not provided, and inform the Practitioner of the consequences of continuing to not provide the information. Failure of the Practitioner to either:

4.9.5.2.1 meet with the Leadership Council and persuade it that the written input was not necessary; or

4.9.5.2.2 provide the requested written input prior to the date of that meeting

4.9.5.2.3 will result in the automatic relinquishment of the Practitioner's clinical privileges. Such automatic relinquishment will continue until the Practitioner either meets with the Leadership Council and persuades it that the written information is not necessary or provides the requested written information.

4.9.5.3 ***Failure to Meet with Committee.*** If the committee conducting the review requests that the Practitioner attend a meeting with it or a designated individual to provide verbal input and the Practitioner fails or refuses to attend such a meeting, the Practitioner's clinical privileges will be automatically relinquished until the meeting occurs.

4.9.5.4 ***Automatic Resignation.*** If the Practitioner fails to provide written input or meet with a committee conducting the review within thirty (30) days of an automatic relinquishment, the Practitioner's Medical Staff membership and clinical privileges will be automatically resigned.

4.9.5.5 ***Extensions for Good Cause.*** Automatic relinquishment or resignation ~~as described in this Appendix~~ will not occur if the Practitioner's failure to provide written input or meet with a committee is due to the Practitioner's absence (e.g., a planned vacation, attendance at a conference, etc.), illness, family emergency or other cause beyond the Practitioner's control. In such case, the committee will establish reasonable deadlines depending on the circumstances.

4.9.5.6 ***Future Application for Privileges.*** A Practitioner who is transferred to a membership-only staff category or who automatically relinquishes certain privileges will be ineligible to apply for the clinical privileges in question for two years from the date of the transfer or automatic relinquishment, unless an exception is approved by the Medical Executive Committee for good cause.

5 *Responsibilities*

5.1 *FPPE Reviewers*

5.1.1 Reviewers must be members in good standing of the medical staff of USA Health and must have unrestricted privileges to perform any procedure to be concurrently observed.

5.1.2 Based on the FPPE Guidelines for each Service, the reviewer must

5.1.2.1 Directly observe the procedure being performed, if required, and complete appropriate FPPE form

5.1.2.2 Retrospectively review the completed medical record following discharge, if required, and complete appropriate FPPE form

5.1.2.3 Ensure the confidentiality of the FPPE results and forms. All FPPE forms must be delivered in a timely manner to the Medical Staff Office

5.1.3 If, at any time during the FPPE period, the reviewer has concerns about the practitioner's competency to perform specific clinical privileges or care related to a specific patient, the reviewer shall promptly notify the department chair/service line chair and may recommend departmental intervention or review.

5.1.4 ***Role of reviewer.*** The reviewer's role is typically that of an evaluator, not of a consultant or mentor. A practitioner serving solely as a reviewer, for the purpose of assessing and reporting on the competence of another practitioner, is an agent of the hospital. The reviewer shall receive no compensation directly or indirectly for this service and shall have no duty to the patient to intervene if the care provided by the proctored practitioner is deficient or appears to be deficient. The reviewer or any other practitioner, however, may nonetheless render emergency medical care to the patient for medical complications arising from the care provided by the practitioner under review. The hospital will defend ~~and indemnify~~ any practitioner who is subjected to a claim or suit arising from his/her acts or omissions in the role of reviewer.

5.1.5 ***Partners as FPPE Reviewers*.** Consistent with the conflict-of-interest guidelines set forth in the Credentials Policy, partners and other individuals who are affiliated in practice with a Practitioner may participate in the FPPE process for new members/new privileges described in this Policy through chart review, proctoring, direct observations, and/or discussions with others involved in the patient's care. Such individuals shall comply with the standard procedures that apply to all other individuals who participate in the FPPE process, such as the use of Hospital forms and the requirements related to confidentiality.

5.2 ***Practitioner Being Reviewed***. Practitioners under review shall:

5.2.1 Notify the reviewer of each case in which care is to be evaluated and, when required, do so in sufficient time to enable the proctor to observe or review the case concurrently.

5.2.2 Provide the reviewer with information about the patient's clinical history; pertinent physical findings; pertinent lab and x-ray results; planned course of treatment or management; and direct delivery of any documents that the proctor may request.

5.2.3 Shall have the prerogative of requesting from the Department/service line Chair a change of reviewer if disagreements with the current reviewer may adversely affect his or her ability to complete the FPPE process satisfactorily.

5.2.4 Inform the reviewer of any unusual incidents associated with his/her

patients. Ensure documentation of the satisfactory completion of his/her FPPE process, including the completion and delivery of review forms. if the FPPE forms are not completed and returned at the end of the 12-month FPPE period, the practitioner will be granted an extension of six months.

5.3 ***Department/Service Line Chairs***. Each medical staff department or service shall:

5.3.1 Assign reviewers for all new applicants, applicants requesting additional privileges, or low-volume practitioner.

5.3.2 The Department/service line chair may consider FPPE process completed at the shared hospital (Children's and Women's/ University Hospital) under the Information Sharing Agreement. However, the Combined Credentials Committee has final approval on whether or not the FPPE accepted from the shared hospital is applicable.

5.3.3 Review FPPE reports to ensure practitioner competence.

5.4 ***Combined Credentials Committee***

5.4.1 The Combined Credential Committee shall monitor compliance with the FPPE policy and process. If at any time during the initial privileges FPPE period the Department/Service line Chair, or Combined Credentials Committee determines that the appointee is not competent to perform specific clinical privileges and their continued exercise of those privileges jeopardizes patient safety, the committee shall then review the medical records of patients treated by the appointee and shall make a recommendation regarding their continued appointment and clinical privileges to the Medical Executive Committee. If necessary, the clinical privileges of the appointee may be summarily suspended as outline in the medical staff bylaws.

6 ***Ongoing Professional Practice Evaluation Procedure:***

6.1 Ongoing Professional Practice Evaluation (OPPE) shall begin immediately after satisfactory completion of the FPPE process and provide continuous monitoring of practitioner's performance. Such evaluations shall be factored into the decision to maintain, revise or to revoke an existing privilege or privileges.

6.2 The Department Chair shall be responsible to oversee the evaluation process for all practitioners assigned to their Department and shall be responsible to report undesirable evaluation findings to Combined Credentialing Committee.

6.3 The Department Chair or designee is responsible for reviewing data every 6 months. The Department Chair or designee will confirm with electronic signature that the practitioner has been reviewed and no potential problems exist with performance or trends that would impact quality of care and patient safety or identify a concern does exist and discuss with the physician to provide education, support or request for a profile follow up. Follow up may include a period of FPPE.

6.4 Specialty specific performance indicators shall be identified and approved by each Department/Service line Chair and the Medical Executive Committee. The approved indicators shall be reviewed and approved by the Department chair/designee at an interval of every 6 months. Reports shall include data reflecting positive performance as well as negative/outlier/trending data. Zero data shall also be used.

6.5 The Quality & Safety Department and Medical Staff Department shall be responsible for collecting information obtained through, but not limited to one or more of the following methods:

- **6.5.1** Review of general indicators as defined by the Medical Executive Committee
- **6.5.2** Review of clinical outcomes data as defined by department/specialty-specific indicators
- **6.5.3** Direct observation
- **6.5.4** Chart review (concurrent or retrospective review)
- **6.5.5** Monitoring or proctoring of diagnostic and treatment technique
- **6.5.6** Confidential discussion with other individuals involved in the care of each patient, including consulting physicians, assistants at surgery, and nursing and administrative personnel
- **6.5.7** Applicable peer review data
- **6.5.8** External peer review

6.6 OPPE data with an undesirable trend or pattern may trigger a period of focused professional practice evaluation review.

- **6.6.1** Information gathered from the OPPE report shall be used by the Department Chair and the Credentials Committee to recommend actions to the MEC. The Medical Executive Committee shall determine whether to continue, limit or revoke any existing privileges based upon the OPPE reports and recommendations.
- **6.6.2** The OPPE report shall be signed by the Department/service line Chair or designee for consideration in the practitioner's credentials file at the time of the 2-year reappointment.

7 *External Peer Review*

7.1 External peer review may be needed in certain circumstances when appropriate medical staff members are not available to adequately review a specific case. Circumstances requiring external peer review may include but are not limited to:

- **7.1.1** Lack of Internal Expertise- There is no peer on staff with similar or like privilege in the specialty under review.
- **7.1.2** Conflict of interest- The review may not be conducted by any peer on staff due to a potential conflict of interest that cannot be appropriately resolved.
- **7.1.3** Ambiguity- There is confusion when internal reviews reach conflicting or vague conclusions.
- **7.1.4** The Medical Department and or the Medical Executive Committee request external review.

8 *Practitioner Procedural Rights:*

8.1 Privileged practitioners whose intervention resulted in corrective action will have access to the medical staff fair hearing and appeal process as stated in the Medical Staff Bylaws.

8.2 Results of peer review activities are integrated into the hospital-wide Performance Improvement Program allowing for organizational improvement. These activities adhere to policies and/or procedures intended to preserve confidential or legal privilege of information established by applicable law.

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Audit Committee

November 30, 2022
1:30 p.m.

A meeting of the Audit Committee of the University of South Alabama Board of Trustees was duly convened by Ms. Alexis Atkins, Vice Chair, on behalf of Mr. Ron Graham, Chair, on Wednesday, November 30, 2022, at 1:30 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Alexis Atkins, Tom Corcoran, Ron Jenkins, Bill Lewis and Lenus Perkins were present.
Member Absent:	Ron Graham.
Other Trustees:	Chandra Brown Stewart, Scott Charlton, Steve Furr, Arlene Mitchell, Jimmy Shumock, Margie Tuckson, Mike Windom and Jim Yance.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Andi Kent, Nick Lawkis, John Marymont, Mike Mitchell, Amanda Price (KPMG), Laura Schratt, Beth Shepard (Faculty Senate), Keith Shurbutt (KPMG), Polly Stokley, Margaret Sullivan and Ashley Willson (KPMG).

Following introductory remarks by Chair Mitchell, the Audit Committee meeting came to order and the attendance roll was called, **Item 1**. Ms. Atkins called for consideration of the minutes of the Audit Committee meeting held on September 22, 2022, **Item 2**. On motion by Capt. Jenkins, seconded by Mr. Corcoran, the Committee voted unanimously to adopt the minutes.

Ms. Atkins called on Ms. Stokley to discuss the KPMG audit reports for the year ended September 30, 2022, **Item 3**. She and Ms. Ashley Willson, KPMG lead engagement partner, stated that, going forward, the reports would not be issued until the Committee and Board had an opportunity to view and respond to the content of drafts of the reports. Ms. Willson stated that KPMG was prepared to issue the reports with an unqualified opinion on December 1, 2022. She, along with Ms. Amanda Price and Mr. Keith Shurbutt of KPMG, shared an overview of the audit results and delivered the required communications.

Mr. Atkins asked for the Committee's consideration to ratify the internal audit budget for fiscal year 2023, **Item 4**, as was presented in the 2022-2023 University Total Budget approved by the Board in September. On motion by Mr. Corcoran, seconded by Capt. Jenkins, the Committee voted unanimously to ratify the internal audit budget. Ms. Schratt presented a budget summary and stated that ratification of the budget fulfilled a requirement of the Office of Internal Audit (OIA) Charter.

Concerning **Item 5**, a report on the activities of the Office of Internal Audit, Ms. Schratt discussed the OIA's annual report for fiscal year 2022, which detailed the progress pertaining to five key performance indicators, outstanding recommendations and projects, and clarified the required annual acknowledgments and disclosures.

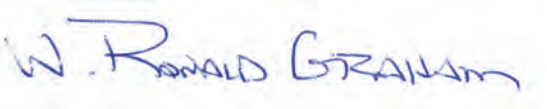
There being no further business, the meeting was adjourned at 1:52 p.m.

Respectfully submitted:



Katherine Alexis Atkins, Vice Chair

On behalf of:



William Ronald Graham, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Development, Endowment and Investments Committee

November 30, 2022
1:52 p.m.

A meeting of the Development, Endowment and Investments Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Jim Yance, Chair, on Wednesday, November 30, 2022, at 1:52 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Chandra Brown Stewart, Scott Charlton, Jimmy Shumock, Margie Tuckson, Mike Windom and Jim Yance were present.
Member Absent:	Steve Stokes.
Other Trustees:	Alexis Atkins, Tom Corcoran, Steve Furr, Ron Jenkins, Bill Lewis, Arlene Mitchell and Lenus Perkins.
Administration & Guests:	Terry Albano, Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Andi Kent, Matt Kinnear (Gerber/Taylor), Nick Lawkis, John Marymont, Mike Mitchell, Norman Pitman, Laura Schratt, Beth Shepard (Faculty Senate), Polly Stokley and Margaret Sullivan.

The meeting came to order, and the attendance roll was called, **Item 6**. Mr. Yance called for consideration of the minutes of a meeting held on September 22, 2022, **Item 7**. On motion by Dr. Charlton, seconded by Ms. Brown Stewart, the committee voted unanimously to adopt the minutes.

Mr. Yance called for a report on endowment and investment performance, **Item 8**. Mr. Albano and Mr. Norman Pitman, investment consultant for the University, detailed endowment investment results for the period October 1, 2021, to September 30, 2022, as well as individual manager performance and asset allocation. It was noted that the investment returns for the period and since inception of the endowment were -12.35 percent and 5.08 percent, respectively, with both outperforming the relative indices. Also noted was that USA's net invested capital as of September 30, 2022, totaled close to $61.4 million; the endowment's market value was just over $173.6 million; and investment earnings totaled close to $112.3 million. Mr. Yance commended Mr. Albano and Mr. Pitman for their work in guiding the University's investments.

Mr. Albano welcomed Mr. Matt Kinnear of the management firm of Gerber/Taylor. Mr. Kinnear shared background on Gerber/Taylor and discussed the University's portfolio made up of hedge, private equity and international investments.

Mr. Yance called on Ms. Sullivan, who presented **Item 10**, a resolution expressing gratitude to Mrs. Mary Jo Hrabe, for making a transformational gift to the College of Education and Profes-

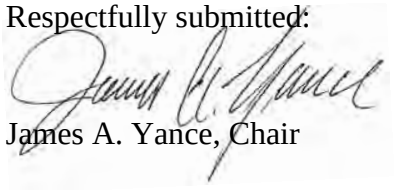
sional Studies (CEPS), thereby fulfilling an aspiration she shared with her late husband, Mr. Charles Fullington Hrabe, Jr., to endow a scholarship honoring his late sister, Ms. Patricia Ann Hrabe, a former alumna and lifelong educator. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on December 1, 2022.) Ms. Sullivan pointed out that Mrs. Hrabe had made previous gifts to benefit CEPS scholarships. On motion by Mr. Yance, seconded by Judge Windom, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

With regard to **Item 11**, a report on the activities of the Division of Development and Alumni Relations, Ms. Sullivan reported that fiscal year 2022 was a record-breaking fundraising year with approximately $40.3 million in new gifts and commitments secured through 6,805 gifts made by 4,373 donors, 1,133 of whom were new donors to the University. She added that the fiscal year also ended with the celebration of President Bonner's inauguration and festivities that included the Irving Silver Presidential Lectureship featuring best-selling author Capt. Mike Abrashoff. As to fundraising results thus far for fiscal year 2023, she advised that close to $3.7 million in new gifts and commitments had been recorded through more than 600 gifts from 550 donors. She shared information on a number of development and alumni events held during the 2022 fall semester, such as Homecoming and *Alumni Reunion Weekend* held October 13-15 and the *A Night Honoring Healers* fundraiser held October 13.

Mr. Yance called for consideration of **Item 9**, a resolution acknowledging the Committee's annual evaluation of the University's endowment and non-endowment investment policies, an action required by the SACSCOC (Southern Association of College and Schools Commission on Colleges), as well as the recommendation that revision of the policies was not needed. On motion by Judge Windom, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

There being no further business, the meeting was adjourned at 2:12 p.m.

Respectfully submitted:



James A. Yance, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Health Affairs Committee

November 30, 2022
2:12 p.m.

A meeting of the Health Affairs Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Jimmy Shumock, Chair, on Wednesday, November 30, 2022, at 2:12 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Chandra Brown Stewart, Scott Charlton, Tom Corcoran, Steve Furr, Jimmy Shumock and Jim Yance were present.
Member Absent:	Steve Stokes.
Other Trustees:	Alexis Atkins, Ron Jenkins, Bill Lewis, Arlene Mitchell, Lenus Perkins, Margie Tuckson and Mike Windom.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Kerry Flowers, Veronica Hudson, Andi Kent, Nick Lawkis, John Marymont, Mike Mitchell, Andrea Rosler, Laura Schratt, Beth Shepard (Faculty Senate), Polly Stokley and Margaret Sullivan.

The meeting came to order, and the attendance roll was called, **Item 12**. Mr. Shumock called for consideration of the minutes of a meeting held on September 22, 2022, **Item 13**. On motion by Mr. Yance, seconded by Mr. Corcoran, the Committee voted unanimously to adopt the minutes.

Mr. Shumock called on Mr. Bailey to present **Item 14**, a resolution authorizing the USA Health Hospitals medical staff appointments and reappointments for August, September and October 2022. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on December 1, 2022.) Mr. Bailey stated that the medical staff credentials had been reviewed and approved by the appropriate committees. On motion by Dr. Furr, seconded by Mr. Yance, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Shumock asked Mr. Bailey to address **Item 15**, a resolution authorizing revisions to the USA Health Hospitals Medical Staff Bylaws and to applicable documents. Mr. Bailey stated the revisions proposed had been approved by the pertinent committees and were mostly routine housekeeping in nature. On motion by Mr. Corcoran, seconded by Ms. Tuckson, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Shumock called for a report on the activities of USA Health and the Whiddon College of Medicine, **Item 16**. Dr. Marymont introduced Mr. Bailey, who advised of the implementation of a

Workforce Development Program (WDP) at USA Health designed to provide technical training and opportunities for employment to individuals seeking a career in healthcare. Mr. Bailey advised of programs offered to prepare candidates for the positions of surgical technician, pharmacy technician, medical assistant, patient care assistant and phlebotomist. For their roles in bringing this initiative to fruition, he recognized Ms. Andrea Rosler, USA Health Chief Human Resources Officer, and, from Human Resources at USA Health Children's & Women's Hospital (CWH) Dr. Veronica Hudson, WDP Manager, and Mr. Kerry Flowers, Director of Organization Development. Also noted was that the inaugural class for the surgical scrubs training track, dubbed *The Great Eight*, recently graduated and accepted positions at University Hospital and CWH, and that avenues for federal and state funding would be pursued.

Mr. Bailey introduced Dr. Chang, USA Health Chief Medical Officer, who provided an overview on USA Health's comprehensive patient safety program titled *Safety Starts with Me*. Dr. Chang cited studies on patient safety that pointed to the need for a program aimed at preventing human error in patient care. He explained how a 36-month, four-phase implementation plan was derived, noting that phase three was currently underway, and stressed the importance of setting expectations for a fair and just culture. He also shared that the spinoff programs *Great Catch* and *Safety MVP* later developed as a way of recognizing and rewarding personnel for their efforts to keep patients safe.

There being no further business, the meeting was adjourned at 2:39 p.m.

Respectfully submitted:

James H. Shumock, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Academic and Student Affairs Committee

November 30, 2022
2:39 p.m.

A meeting of the Academic and Student Affairs Committee of the University of South Alabama Board of Trustees was duly convened by Judge Mike Windom, Chair, on Wednesday, November 30, 2022, at 2:39 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Scott Charlton, Steve Furr, Ron Jenkins, Bill Lewis, Lenus Perkins, Margie Tuckson and Mike Windom were present.
Member Absent:	Ron Graham.
Other Trustees:	Alexis Atkins, Chandra Brown Stewart, Tom Corcoran, Arlene Mitchell, Jimmy Shumock and Jim Yance.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Nicole Carr, Lynne Chronister, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Phil Fishel, Andi Kent, Nick Lawkis, John Marymont, Mike Mitchell, Laura Schratt, Polly Stokley and Margaret Sullivan.

The meeting came to order and the attendance roll was called, **Item 17**. Judge Windom called for consideration of the minutes for a meeting held on September 22, 2022, **Item 18**. On motion by Judge Lewis, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the minutes.

Judge Windom asked Provost Kent to present **Item 19**, a resolution authorizing sabbatical awards for fall 2023 through spring 2024. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on December 1, 2022.) Provost Kent advised that the sabbatical proposals had succeeded through formal review processes, each with details on how the faculty member would spend the time to advance scholarship. On motion by Judge Lewis, seconded by Dr. Charlton, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom called on Provost Kent to discuss **Item 20**, a resolution granting emeritus status to retired faculty who served the Division of Academic Affairs and the Whiddon College of Medicine, and conveying the Board's appreciation for their service to the University. Drs. Kent and Marymont made brief comments in support of the candidates. On motion by Capt. Jenkins, seconded by Judge Lewis, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom called on Dr. Marymont for the presentation of **Item 21**, a resolution awarding tenure to a Whiddon College of Medicine faculty member. Dr. Marymont stated that the candidate,

whose application had processed through the chain of review and been approved, was an accomplished academician and deserving of tenure. On motion by Dr. Charlton, seconded by Capt. Jenkins, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom called on Provost Kent to present a report on the activities of the Division of Academic Affairs, **Item 22**. Provost Kent showed a plaque recently awarded from the Association of Public Land-Grant Universities recognizing South as among the top four institutions nationally to demonstrate improved degree completion rates. She stated this was a big honor and congratulated Dr. Nicole Carr, Associate Vice President for Student Academic Success, and the USA faculty for their work with the students that made a difference. She introduced Dr. Carr, who shared perspective on past and current efforts to boost student retention and graduation outcomes. Dr. Carr advised that a team from South recently visited Georgia State University, known for best practices in student success and retention, to learn about its programs. She thanked Ms. Tuckson for introducing the USA and Georgia State counterparts and discussed how take-aways from the experience led to conversations about systemic change and the development of a new model for advancing student success initiatives at South.

Judge Windom called on Dr. Mitchell for a report on the activities of the Division of Student Affairs, **Item 23**. Dr. Mitchell introduced Mr. Phil Fishel, Interim Chief of Police, who discussed the University's 2022 Annual Security and Fire Safety Report, a requirement under federal law, that disclosed data from the 2021 calendar year. He shared perspective on the campus offenses reported as reflected in charts that compared results by year for the period 2019 through 2021 and thus far for 2022. Chief Fishel centered his remarks on the categories that showed marked differences.

Judge Windom called on Dr. Billingsley for a report on the activities of the Division of Diversity and Community Engagement, **Item 24**. Dr. Billingsley shared information on three projects facilitated through the Office of Diversity, Equity and Inclusion (DEI) and/or the Office of Community Engagement in partnership with others across campus. A mixer and panel discussion took place on November 8 in observance of *National First-Generation College Celebration Day*. The *Cultural Awareness Collaborative* was formed to promote inclusivity in observance of cultural events. The *DEI Special Interest Group Asset Map* provides a network of faculty whose research involved DEI themes for advancing research, community engagement and grant collaborations.

Judge Windom called on Ms. Chronister to present **Item 25**, a report on the activities of the Division of Research and Economic Development. Ms. Chronister delivered the annual report on sponsored activity for fiscal year 2022, characterizing 2022 as a record fiscal year even when HEERF (Higher Education Emergency Relief Fund) and CARES (Coronavirus Aid, Relief and Economic Security) Act funds were discounted. She stated extramural funding totaled close to $118 million, noting that, despite a decrease in proposals funded, award totals rose. She discussed

a series of charts showing comparative data, which included award totals by year, funding source and funding purpose, as well as results among the academic and administrative units, and addressed questions and comments from Trustees.

There being no further business, the meeting was adjourned at 3:26 p.m.

Respectfully submitted:

Michael P. Windom, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Budget and Finance Committee

November 30, 2022
3:26 p.m.

A meeting of the Budget and Finance Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Tom Corcoran, Chair, on Wednesday, November 30, 2022, at 3:26 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Alexis Atkins, Chandra Brown Stewart, Tom Corcoran, Lenus Perkins and Jimmy Shumock were present.
Members Absent:	Ron Graham and Steve Stokes.
Other Trustees:	Scott Charlton, Steve Fur, Ron Jenkins, Bill Lewis, Arlene Mitchell, Margie Tuckson, Mike Windom and Jim Yance.
Administration & Guests:	Delaware Arif (Faculty Sentae), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Buck Kelley, Andi Kent, Nick Lawkis, John Marymont, Mike Mitchell, Kristen Roberts, Laura Schratt, Polly Stokley and Margaret Sullivan.

The meeting came to order, and the attendance roll was called, **Item 26**. Mr. Corcoran called for consideration of the minutes of a meeting held on September 22, 2022, **Item 27**. On motion by Ms. Atkins, seconded by Mr. Shumock, the Committee voted unanimously to adopt the minutes.

Mr. Corcoran called on Ms. Stokley to discuss the University's 2022 Financial Report, **Item 28**. Ms. Stokley told the Committee that the financial report would be finalized and released in a matter of days and printed copies would be provided to Trustees. She introduced Ms. Kristen Roberts, Assistant Vice President for Finance and Administration, to discuss budget highlights as of the end of the 2022 fiscal year. Ms. Roberts advised that University operations maintained a strong performance despite the impact of a volatile investment market over 2022. She reported that the University's net position increased by approximately $26 million and totaled close to $361 million to end the year.

Ms. Stokley called on Mr. Buck Kelley, Assistant Vice President for Facilities and Construction, to provide an update on facilities, **Item 29**. As photos and artistic renderings were shown, Mr. Kelley discussed specifics pertaining to the nearly completed Pediatric Emergency Department at USA Health Children's & Women's Hospital, the USA Health Physicians Office Building located at the USA Health complex on Hillcrest Road, and the Frederick P. Whiddon College of Medicine Building that would be constructed near the Alpha Hall complex on the main campus. For each facility, he shared perspective on square footage, space utilization and anticipated bid and completion dates, and answered questions.

There being no further business, the meeting was adjourned at 3:32 p.m.

Respectfully submitted:

E. Thomas Corcoran

E. Thomas Corcoran, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Long-Range Planning Committee

November 30, 2022
3:32 p.m.

A meeting of the Long-Range Planning Committee of the University of South Alabama Board of Trustees was duly convened by Ms. Chandra Brown Stewart, Chair, on Wednesday, November 30, 2022, at 3:32 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Chandra Brown Stewart, Ron Jenkins, Bill Lewis, Lenus Perkins, Mike Windom and Jim Yance were present.
Member Absent:	Steve Stokes.
Other Trustees:	Alexis Atkins, Scott Charlton, Tom Corcoran, Steve Furr, Arlene Mitchell, Jimmy Shumock and Margie Tuckson.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Angela Coleman, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Andi Kent, Nick Lawkis, John Marymont, Mike Mitchell, Laura Schratt, Polly Stokley and Margaret Sullivan.

The meeting came to order, and the attendance roll was called, **Item 30**. Ms. Brown Stewart called for consideration of the minutes of a meeting held on September 22, 2022, **Item 31**. On motion by Mr. Yance, seconded by Judge Windom, the Committee voted unanimously to adopt the minutes.

Ms. Brown Stewart called on Dr. Angela Coleman, Associate Vice President for Institutional Effectiveness, to present **Item 32**, a report on the process for reaffirmation of accreditation by the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC). Dr. Coleman advised that, in response to the University's formal report submitted to SACSCOC in September 2022, an evaluation report from the SACSCOC off-site committee had been received in November. She discussed that the next steps included submission of the University's focused report and quality enhancement plan proposal to SACSCOC in January 2023, to be followed by the on-site review team visit to the main campus and other instructional locations over March 20-24, 2023.

Concerning **Item 33**, a report on the University's Strategic Plan and Scorecard, Dr. Coleman stated that President Bonner had appointed an Institutional Planning and Assessment Committee (IPAC) charged with revision of the University's Strategic Plan and Campus Master Plan, recommendation of a new Scorecard and maintaining communications. She said the work of IPAC subcommittees would center on the strategic priority areas of student access and success, research, graduate education, healthcare, community engagement and campus master planning. Looking ahead, she advised that the Board of Trustees could expect to view drafts of the Strategic Plan and Master Plan in March 2023 and, in June 2023, would consider adoption of both plans, as well as receive a Scorecard report.

There being no further business, the meeting was adjourned at 3:37 p.m.

Respectfully submitted:

Chandra Brown Stewart, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Committee of the Whole

November 30, 2022
3:37 p.m.

A meeting of the Committee of the Whole of the University of South Alabama Board of Trustees was duly convened by Ms. Arlene Mitchell, Chair *pro tempore*, on Wednesday, November 30, 2022, at 3:37 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Alexis Atkins, Chandra Brown Stewart, Scott Charlton, Tom Corcoran, Steve Furr, Ron Jenkins, Arlene Mitchell, Bill Lewis, Lenus Perkins, Jimmy Shumock, Margie Tuckson, Mike Windom and Jim Yance were present.
Members Absent:	Ron Graham, Kay Ivey and Steve Stokes.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Jo Bonner, Joél Billingsley, Lynne Chronister, Kristin Dukes, Joel Erdmann, Julie Estis, Monica Ezell, Andi Kent, Nick Lawkis, Aaron Long, John Marymont, Mike Mitchell, Laura Schratt, Beth Shepard (Faculty Senate), Polly Stokley and Margaret Sullivan.

The meeting came to order and the attendance roll was called, **Item 34**. Chair Mitchell called for consideration of the minutes of a Committee of the Whole meeting held on September 22, 2022, **Item 35**. On motion by Ms. Tuckson, seconded by Ms. Atkins, the Committee voted unanimously to adopt the minutes.

Chair Mitchell called on President Bonner, who presented **Item 36**, a resolution paying tribute to and acknowledging the legacy of the late Mrs. June Ledyard Whiddon and expressing condolences to the children of founding University President Dr. Frederick P. Whiddon and South's first First Lady Mrs. June Whiddon. (To view copies of resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on December 1, 2022.) On motion by Mr. Yance, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

President Bonner recognized Mr. Aaron Long, Assistant Manager of Information Technology Administrative Support, for his leadership on the project for upgrading the audio/visual system in the Board Room.

In accordance with the provisions of the Alabama Open Meetings Act, Chair Mitchell made a motion to convene an executive session for an anticipated duration of 30 minutes for the purpose of discussing pending or threatened litigation, as well as preliminary negotiations involving a matter of trade or commerce, **Item 37**. She stated that Ms. Dukes had submitted the required written declaration for the minutes and that adjournment of the meeting would be effected

with the conclusion of the executive session. Ms. Atkins seconded and, at 3:44 p.m., the Board voted unanimously to convene an executive session, as recorded below:

AYES:
- Ms. Atkins
- Ms. Brown Stewart
- Dr. Charlton
- Mr. Corcoran
- Dr. Furr
- Capt. Jenkins
- Chair Mitchell
- Judge Lewis
- Mr. Perkins
- Mr. Shumock
- Ms. Tuckson
- Judge Windom
- Mr. Yance

There being no further business, the meeting was adjourned at 4:22 p.m.

Respectfully Submitted:

Arlene Mitchell

Arlene Mitchell, Chair *pro tempore*

APPENDIX A

Executive Session

University of South Alabama Board of Trustees Committee of the Whole meeting on November 30, 2022.

The purpose of the executive session for the above-referenced meeting is to discuss pending or threatened litigation, as well as preliminary negotiations involving a matter of trade or commerce.

This declaration is submitted pursuant to the requirements of the Alabama Open Meetings Act by Kristin Daniels Dukes, ASB number 6408o61k.

Kristin Daniels Dukes