UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

MINUTES OF MEETINGS

COMMITTEE MEETINGS HELD ON SEPTEMBER 7, 2023

Audit Committee

Development, Endowment and Investments Committee

Health Affairs Committee

Academic and Student Affairs Committee

Budget and Finance Committee

Evaluation and Compensation Committee

Committee of the Whole

BOARD OF TRUSTEES MEETING HELD ON SEPTEMBER 8, 2023

1 Roll Call

2 Approved: Minutes

3 Report: University President

4 Approved: Commendation of Mr. Kelly Butler and Naming of the USA Health ALS Center

5 Approved: Tribute to the Late Mr. Donald L. Langham, Trustee Emeritus

6 Report: Faculty Senate President

7 Report: Student Government Association President

8 Approved: Consent Agenda Resolutions

- Revised Office of Internal Audit Charter
- USA Health Hospitals Medical Staff Appointments and Reappointments for May, June and July 2023
- Request for Manufacturer License
- Revised Amended and Restated Bylaws of the USA Foundation for Research and Commercialization

9 Report: Audit Committee

10 Report: Development, Endowment and Investments Committee

11 Report: Health Affairs Committee

12 Report: Academic and Student Affairs Committee

13 Approved: Tenure

14 Approved: New Student Campus Dining Fee

15 Report: Budget and Finance Committee

16 Approved: University of South Alabama Fiscal Year 2024 Budget

17 Report: Evaluation and Compensation Committee

18 Report: Enrollment

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

September 8, 2023
10:30 a.m.

A meeting of the University of South Alabama (USA) Board of Trustees was duly convened by Ms. Arlene Mitchell, Chair *pro tempore*, on Friday, September 8, 2023, at 10:38 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, Tom Corcoran, Steve Furr, Ron Graham, Ron Jenkins, Bill Lewis, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present.
Members Absent:	Scott Charlton, Margie Tuckson and Kay Ivey.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Janée and Jo Bonner, Camille Bonura, Paul Brueske, Beverly and Kelly Butler, Lynne Chronister, Julian Cruz, Amya Douglas (SGA), Kristin Dukes, Joel Erdmann, Monica Ezell, Antonette Francis-Shearer, Katie Giles, Charlie Guest, Andi Kent, Ken Kvalheim, Alice Langham, Kim and Nick Lawkis, Abe Mitchell, Mike Mitchell, Bryant Mixon, Geri Moulton, Caroline and Katherine Pope, Kyle Rademeyer, Kristen Roberts, Maxey Roberts, Steven Scyphers, Ron Snyder, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman, Anne Elizabeth Thaxton and Herman Thomas.

Upon calling the meeting to order, Chair Mitchell welcomed everyone and made brief opening remarks, which included recognition of Judge Windom for his new appointment as lead judge for Mobile County's Veterans Treatment Court and thanking Ms. Atkins for presiding on her behalf at the meetings held on September 7. Following the attendance roll call, **Item 1**, she called for consideration of the minutes for a Board of Trustees meeting held on June 2, 2023, **Item 2**. On motion by Mr. Corcoran, seconded by Capt. Jenkins, 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; Rep. Ken Kvalheim, Sheriff Bryant Mixon and Judge Herman Thomas, former Board of Trustees members; Ms. Kim Lawkis, USA National Alumni Association President; Dr. Charlie Guest, Executive Vice Provost and new member of the President's Council; Ms. Anne Elizabeth Thaxton and Mr. Julian Cruz, Southerner ambassadors; and Ms. Camille Bonura, Graduate Assistant in the President's Office.

President Bonner directed attention to a video showcasing new students gathered on Abraham A Mitchell Field at Hancock Whitney Stadium to form the interlocking USA logo for an official first group photo as part of *Week of Welcome and Beyond* programming. He stated that the excitement

demonstrated in the video was a reflection of the energy and positive momentum across the University, and he referenced some of the significant accomplishments and developments coming to fruition at USA.

President Bonner introduced another video detailing a recent gift of a tract of land on the Dauphin Island coastline made by the USA Foundation to open additional access for teaching and research within the Stokes School of Marine and Environmental Sciences. He recognized Ms. Maxey Roberts, USA Foundation Managing Director, and her colleague, Mr. Ron Snyder, and shared his thanks to the entire USA Foundation Board of Directors for their generosity.

President Bonner provided background on the Board of Trustees Scholarship, crediting Dr. Furr for his vision in founding the program in 2013. He introduced Ms. Katie Giles, USA freshman and the *Board of Trustees Scholar* for 2023-2024, and discussed her academic achievements and pursuits. He invited Dr. Furr to talk about a special connection he shared with Ms. Giles. Dr. Furr stated that Ms. Giles' grandmother had been employed at his practice years prior. President Bonner congratulated Ms. Giles and presented her with a commemorative plaque. Ms. Giles made brief remarks.

President Bonner asked Ms. Jan Wilson, Secretary V in the Pat Capps Covey College of Allied Health Professions, to join him, and he announced her selection as *Employee of the Quarter*. He turned to Ms. Brittney Day, Assistant Director of Academic Advising for the College, who read an excerpt from her nomination of Ms. Wilson. President Bonner presented Ms. Wilson with a certificate marking the occasion. Ms. Wilson conveyed words of appreciation.

President Bonner discussed the Homecoming festivities and football game against Central Michigan scheduled on September 22 and 23, respectively, as well as the first home game against Southeastern Louisiana on September 9, and urged everyone to attend and support the Jags.

President Bonner recognized Ms. Janée Bonner, First Lady, noting that she hosted Board of Trustees and President's Council spouses earlier in the morning at the JagPantry, a program that collects food donations to assist students in need. He also recognized Ms. Geri Moulton, former First Lady, who reminisced about how the late Mr. Gordon Moulton, the University's second President, joined USA under President Whiddon's leadership.

President Bonner joined his friend and colleague Mr. Kelly Butler and his family, and shared perspective on Mr. Butler's model service to the State of Alabama, advocacy for healthcare expansion, and involvement with USA receiving a $50 million state appropriation for the Whiddon College of Medicine (WCOM) project. He presented **Item 4** as follows, underscoring that USA Health's future ALS Center would be named in Butler's honor. Mr. Butler conveyed his gratitude and talked about the importance of expanding access to ALS treatment. President Bonner presented Mr. Butler with a commemorative resolution, and, on motion by Dr. Furr, seconded by Mr. Shumock, the Board voted unanimously to approve the resolution.

RESOLUTION
COMMENDATION OF MR. KELLY BUTLER AND NAMING OF THE USA HEALTH ALS CENTER

WHEREAS, Mr. Kelly Butler dedicated 36 years of his professional career to the State of Alabama, serving in various leadership capacities, including as revenue examiner, Legislative Fiscal Officer, and Assistant Finance Director for Fiscal Operations, and

WHEREAS, from 2018 to 2021, Mr. Butler admirably fulfilled the role of State Financial Director under the leadership of Governor Kay Ivey, who praised him as the most exemplary finance director who has ever served the State of Alabama, recognizing him as the epitome of a devoted public servant, and

WHEREAS, the University of South Alabama experienced firsthand Mr. Butler's unwavering commitment to meeting the healthcare needs of Alabamians through his involvement to secure the University a $50 million state appropriation to aid in the construction of the new Frederick P. Whiddon College of Medicine, which will provide state-of-the-art medical education and research facilities, as well as accommodate enrollment growth, thus leading to increases in the number of medical student graduates and physicians practicing in the state and beyond, and

WHEREAS, USA Health has plans to further enhance its healthcare services by establishing a certified Amyotrophic Lateral Sclerosis (ALS) Center of Excellence to address the neurological needs of patients with this diagnosis and provide them with access to high-quality care, and

WHEREAS, complications arising from an ALS diagnosis led Mr. Butler to retire from his lifelong career of public service on August 1, 2021, and

WHEREAS, his advocacy for advancing ALS research and clinical trials in Alabama continues today, as do his efforts for increased state funding for ALS-related initiatives, and

WHEREAS, the University community is eternally grateful for Mr. Butler and his enduring work to expand leading-edge health care to the upper Gulf Coast and throughout the state,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama proudly authorizes naming USA Health's new ALS Center the *Kelly Butler ALS Center* in honor of Mr. Butler for his exceptional service and selfless dedication to the State of Alabama and its citizens.

Returning to **Item 3**, the President's Report, Provost Kent recognized the University's new class of *Leadership Fellows* and briefly summarized the projects on which each was working in collaboration with a senior leadership partner. Introduced were Ms. Antoinette Francis-Shearer, Health Education Manager for the WCOM Center for Healthy Communities, and Dr. Steven Scyphers, Associate Professor at the Stokes School of Marine and Environmental Sciences. Provost Kent also noted that Dr. Scyphers had a joint appointment in the Department of Sociology, Anthropology, and Social Work and was recently designated as the University's first Sustainability Officer.

Provost Kent reported on the revival of *Leadership South*, a program that offers participants a behind-the-scenes look into the administration and operations of the University. She stated the program would be directed by Mr. Lawkis, along with Ms. Anna Catherine Fincher, Governmental Relations Manager, and noted that the first meeting of the new class was recently held with former class members also in attendance.

Provost Kent introduced Dr. Erdmann for a report. Dr. Erdmann introduced Mr. Kyle Rademeyer, a senior track and field student athlete from South Africa, as well as USA's Track and Field Head Coach, Mr. Paul Brueske. Dr. Erdmann advised that Mr. Rademeyer won the 2023 NCAA (National Collegiate Athletics Association) Division I Outdoor Track and Field Championship for the pole vault competition, which was held at the University of Texas in June. Mr. Rademeyer said he competed at the world championship in August and hoped to represent South Africa in the Olympics in 2024.

President Bonner spoke about the impactful contributions of the late Mr. Donald Langham, Trustee Emeritus, to the University, the State of Alabama and beyond. He turned to Mr. Yance, who talked about his and Mr. Langham's service together on the Board, as well as their common interests. Mr. Yance read **Item 5** as follows and moved for its approval. Mr. Shumock seconded and the Board voted unanimously to approve the resolution. Ms. Alice Langham, Mr. Langham's widow, was presented a commemorative resolution, and she shared heartfelt words in reflection of the life of Mr. Langham, as did their daughter and granddaughter, Ms. Katherine Pope and Ms. Caroline Pope, respectively:

RESOLUTION
TRIBUTE TO THE LATE MR. DONALD L. LANGHAM, TRUSTEE EMERITUS

WHEREAS, Mr. Donald L. Langham served faithfully as a member of the Board of Trustees of the University of South Alabama from the time of his appointment in 1997 until 2010, including a three-year term as Chair Pro Tempore from 2004 until 2007, and

WHEREAS, in addition to Chair Pro Tempore, Mr. Langham served the Board as Secretary, Vice Chair, and as a member of the Budget and Finance Committee, the Health Affairs Committee, the Endowment and Investments Committee, the Long-Range Planning Committee and the Executive Committee, and

WHEREAS, Mr. Langham also served the University a member of the Board of Directors of the USA Research and Technology Corporation and as a member of the Board of Directors of the USA Foundation from 1998 to 2007, and

WHEREAS, Mr. Langham was a tireless advocate for improving people's lives through education and provided his time, talent and resources as a supporter and valued trustee of the University, and

WHEREAS, Mr. Langham's leadership provided insight and guidance critical to major University initiatives, and

WHEREAS, in addition to his service to the University, Mr. Langham dedicated more than 40 years to the organized labor industry, retiring as International Vice President from the United Steel, Paper, Chemical and Energy Workers International Union, and he also served on the Executive Committee as the North American Chair for the International Chemical, Energy and Mine Workers, a worldwide trade union, and

WHEREAS, Mr. Langham was a member of Trinity Episcopal Church, a member of the vestry and involved in numerous outreach projects, and he enjoyed membership in Mobile mystic societies, wildlife associations and Masonic organizations, and

WHEREAS, Mr. Langham's many good works will forever enhance the quality of life of countless citizens who benefit from USA's teaching, research and healthcare programs,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama acknowledges the legacy of Mr. Donald L. Langham and pays tribute to his memory for his many contributions and invaluable service to the Board, to the University of South Alabama community, and to the people of the State of Alabama, all of whom have benefitted from his wisdom, dedication, service and generosity, and

BE IT FURTHER RESOLVED, the Board extends heartfelt sympathy to his wife of 62 years, Alice Williamson Langham, and daughter, Katherine Pope, and to all members of the Langham family.

Chair Mitchell called for a report from the Faculty Senate President, **Item 6**. Dr. Donna Streeter, 2023-2024 Faculty Senate President, talked about the excitement surrounding the start of the new school year; stated the Faculty Senate looked forward to working cooperatively with University constituencies to further the Institution; and invited Trustees to attend Faculty Senate meetings. She discussed that data from a recent faculty survey would inform the Senate's work ahead and discussed some of the findings from the survey.

Chair Mitchell called for a report from the Student Government Association (SGA) President, **Item 7**. Ms. Amya Douglas, 2023-2024 SGA President, discussed the passage of bills to fund improvements at colleges; planning related to her platform goals of accessibility, advocacy and academics; selection of her cabinet members; her involvement in meetings and addresses to student groups; and working with President Bonner. She said she looked forward to activities over the fall semester, like Homecoming, and welcomed the Trustees to join SGA meetings.

Chair Mitchell called for consideration of consent agenda resolutions as follows, **Item 8**, all of which were unanimously recommended for Board approval by the respective committees that met on September 7, 2023. (To view additional documents authorized, refer to Appendix A.) On motion by Mr. Corcoran, seconded by Mr. Graham, the Board voted unanimously to approve the resolutions:

RESOLUTION
REVISED OFFICE OF INTERNAL AUDIT CHARTER

WHEREAS, the purpose of the University of South Alabama Office of Internal Audit is to provide independent, objective assurance and consulting services that are guided by a philosophy of adding value to improve the operations of the University, and

WHEREAS, the Office of Internal Audit is subject to guidance promulgated by the Institute of Internal Auditors, and

WHEREAS, such guidance by the Institute of Internal Auditors directs the Office of Internal Audit to establish a charter, and

WHEREAS, the purpose of such charter is to address the authority, independence, objectivity, scope of services and responsibilities of the Office of Internal Audit, and

WHEREAS, the most recent Office of Internal Audit Charter was approved in 2020 and requires updates to ensure adherence to the Institute of Internal Audit requirements,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the attached revised University of South Alabama Office of Internal Audit Charter.

RESOLUTION
USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS
FOR MAY, JUNE AND JULY 2023

WHEREAS, the Medical Staff appointments and reappointments for May, June and July 2023 for the USA Health Hospitals are recommended for Board 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
REQUEST FOR ABC BOARD MANUFACTURER LICENSE

WHEREAS, the University of South Alabama recognizes the growing popularity of brewing and the brewing sciences,

WHEREAS, brewing involves a cross-section of academic disciplines, including engineering, computer science, biology and physics, among others, that are of interest to current and potential students and faculty,

WHEREAS, the University received a donation of certain microbrewery equipment and has acquired additional equipment so as to assemble a microbrewery system consisting of a four-barrel brewing station, four (4) eight-barrel fermentation tanks, a three-ton chiller, and all the necessary accessories required to produce up to approximately 124 gallons of beer at a time,

WHEREAS, the microbrewery system will be located in the Science Lab Building, Room 148, 6041 USA Drive, Mobile, Alabama 36608, and will be utilized by University students and faculty members to provide hands-on experience with engineering design, skills, and know-how, and

WHEREAS, the University intends to produce less than 150 barrels of beer per year, none of which will be consumed or distributed, and

WHEREAS, the Alabama Alcohol Beverage Control Board requires that the Board of Trustees of the University of South Alabama expressly authorize the submission of the University's application for a manufacturer license,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the University to request the issuance of a manufacturer license for the production of beer at the above-described location.

RESOLUTION
REVISED AMENDED AND RESTATED BYLAWS OF THE UNIVERSITY OF SOUTH ALABAMA FOUNDATION FOR RESEARCH AND COMMERCIALIZATION

WHEREAS, Section 3.2 of the Amended and Restated Bylaws of the University of South Alabama Foundation for Research and Commercialization ("USAFRAC") provides that the University of South Alabama's ("USA") Vice President for Financial Affairs serves as an ex-officio member of the USAFRAC Board of Directors, and

WHEREAS, USA's Division of Finance and Administration, formerly known as the Division of Financial Affairs, was recently reorganized, eliminating the position of Vice President for Finance and Administration and creating of the position of Chief Financial Officer, and

WHEREAS, the USAFRAC Board of Directors has approved the revised Amended and Restated Bylaws of USAFRAC, attached hereto and incorporated herein by reference (the "amended and restated bylaws"), in which "Vice President for Financial Affairs" in Section 3.2 (a) (iii) has been replaced with "Chief Financial Officer," and

WHEREAS, the USAFRAC Board has presented the revised amended and restated bylaws to the USA Board of Trustees for consideration and approval,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the revised amended and restated bylaws of USAFRAC as submitted.

Chair Mitchell called for a report from the Audit Committee, **Item 9**. Mr. Graham, Committee Chair, stated that the Committee met on September 7, 2023, and gave a summary of the proceedings.

Chair Mitchell called for a report from the Development, Endowment and Investments Committee, **Item 10**. Mr. Yance, Committee Chair, advised of a Committee meeting held on September 7, 2023, and provided an overview of the business that took place.

Chair Mitchell called for a report from the Health Affairs Committee, **Item 11**. Mr. Shumock, Committee Chair, said that a meeting of the Committee was held on September 7, 2023, and provided a synopsis of the proceedings.

Chair Mitchell called for a report from the Academic and Student Affairs Committee, **Item 12**. Judge Windom, Committee Chair, indicated that a Committee meeting took place on September 7, 2023, and he reviewed the matters that were discussed. He added that the Committee voted unanimously to recommend Board approval of **Item 13** as follows. On motion by Ms. Atkins, seconded by Capt. Jenkins, the Board voted unanimously to approve the resolution:

RESOLUTION
TENURE

WHEREAS, in accordance with University policy, faculty applications for tenure have been reviewed by the respective faculty peers, departmental chair and college dean, and by the Executive Vice President and Provost, as well as by the President, and the candidates named herein are recommended for tenure effective January 1, 2024,

COLLEGE OF EDUCATION AND PROFESSIONAL STUDIES:
Angela Barlow

MITCHELL COLLEGE OF BUSINESS:
Michael Capella

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby approves and grants tenure as recommended.

Judge Windom reported that the Committee also voted unanimously to recommend Board approval of **Item 14** as follows. On motion by Ms. Atkins, seconded by Mr. Corcoran, the Board voted unanimously to approve the resolution:

RESOLUTION
NEW STUDENT CAMPUS DINING FEE

WHEREAS, the University of South Alabama ("USA") is committed to providing students with a vibrant, comprehensive and successful undergraduate student experience, and

WHEREAS, USA's goal is for all students to be fully engaged on campus and enjoy a well-rounded and satisfying college experience, and

WHEREAS, campus dining is an important part of student life, and

WHEREAS, the *Jag Eat$* dining program will provide undergraduate students the opportunity to connect with friends and stay healthy by ensuring every student has access to a variety of nutritional options,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes implementing a $175 campus dining fee for all new students enrolled in six (6) or more on-campus course credit hours beginning fall 2024.

Concluding, Judge Windom advised that a proposal to change the Committee's name to the *Academic Excellence and Student Success Committee* was presented at the Committee meeting. He added that this would require revision of the Board of Trustees Bylaws and said the Board would consider approval of the revised Bylaws at the December meetings.

Chair Mitchell called for a report from the Budget and Finance Committee, **Item 15**. Mr. Corcoran, Committee Chair, stated that the Committee held a meeting on September 7, 2023, and he reviewed the business that occurred. Additionally, he said that the Committee voted unanimously to recommend Board approval of **Item 16** as follows, and he moved for its approval. Mr. Yance seconded and the Board voted unanimously to approve the resolution:

RESOLUTION
UNIVERSITY OF SOUTH ALABAMA FISCAL YEAR 2024 BUDGET

BE IT RESOLVED, the University of South Alabama Board of Trustees approves the University of South Alabama Fiscal Year 2024 Budget, and

BE IT FURTHER RESOLVED, that the University of South Alabama Board of Trustees approves the University of South Alabama Fiscal Year 2024 Budget as a continuation for Fiscal Year 2025 in order to be in compliance with bond trust indenture requirements if the budget process cannot be completed prior to beginning Fiscal Year 2025.

Chair Mitchell called for a report from the Evaluation and Compensation Committee, **Item 17**. Capt. Jenkins, Committee Chair, advised of a Committee meeting held on September 7, 2023, and provided a summation of the proceedings.

Concerning **Item 18**, a report on enrollment, a video was shown that highlighted marked growth in enrollment across academic units for the 2023 fall semester, as well as in retention rates. Provost Kent shared other statistics, emphasizing that the freshman cohort increased by approximately 19 percent over the previous year and was the second-largest freshman class on record, possessing a 3.76 average GPA. She added that total enrollment was 13,768, exceeding 2022 enrollment by more than 300 students. She and President Bonner credited the leadership, faculty and staff for implementing innovative strategies and going above and beyond to put students first, and thanked the Board for its abiding support of the University's initiatives. President Bonner acknowledged Provost Kent for her dedication and sacrifice, and asserted that this progress was just the beginning for the *Flagship of the Gulf Coast*. A new television ad was introduced and President Bonner and Provost Kent recognized the Marketing and Communications team for their work. Chair Mitchell thanked everyone at the University of South Alabama for contributing to the University's success.

President Bonner reminded the Board that lunch would be provided at Miss Pawla's Grill. There being no further business, the meeting was adjourned at 12:16 p.m.

Attest to:

Lenus M. Perkins, Secretary

Respectfully submitted:

Arlene Mitchell, Chair pro tempore

APPENDIX A

University of South Alabama
Office of Internal Audit Charter

Purpose and Mission

The purpose of the University of South Alabama's Office of Internal Audit (OIA) is to provide independent, objective assurance and consulting services designed to add value and improve the University of South Alabama's operations. The mission of the OIA is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. The OIA helps the University of South Alabama (main campus and USA Health) accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

Standards for the Professional Practice of Internal Auditing

The OIA will govern itself by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework ("IIAI Framework"), including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the *International Standards for the Professional Practice of Internal Auditing*, and the Definition of Internal Auditing. The Director, Office of Internal Audit (Director) will report periodically to senior administration and the Audit Committee of the Board of Trustees (Audit Committee) regarding the OIA's conformance to the IIAI Framework.

Authority

The Director will report to the Chief Administrative Officer (CAO) in the Division of Finance and Administration. The Director will serve as a liaison to the Audit Committee and will ensure the mandatory elements of the IIAI Framework are communicated to the Audit Committee. To establish, maintain, and assure that the OIA has sufficient authority to fulfill its duties, the Director will have unrestricted access to the Audit Committee, including private meetings, as necessary to ensure compliance with the IIAI Framework. The Audit Committee will approve the OIA's charter and any amendments thereto.

The Audit Committee authorizes the OIA to:

- Have full, free, and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information at both the main campus and USA Health
    - No officer, administrator, faculty, or staff member may interfere with or prohibit OIA from examining any University or related organization's records or interviewing any employee or student that OIA believes is necessary to carry out its duties

- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques required to accomplish audit objectives, and issue reports
- Obtain assistance from the necessary personnel of the University of South Alabama, as well as other specialized services from within or outside the University of South Alabama. Prior written approval of the Chief Administrative Office is required prior to engaging specialized services from outside the University.

Independence and Objectivity

The Director will ensure that the OIA remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased and independent manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. If the Director determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not subordinate their judgment on audit matters to others.

Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair their judgment, including:

- Assessing specific operations for which they had responsibility within the previous year
- Performing any operational duties for the University of South Alabama or its affiliates
- Initiating or approving transactions external to the OIA
- Directing the activities of any University of South Alabama employee not employed by the OIA, except to the extent that such employees have been appropriately assigned to auditing teams or to otherwise assist internal auditors

Where the Director has, or is expected to have, roles and/or responsibilities that fall outside of internal auditing, safeguards will be established to limit impairments to independence or objectivity.

Internal auditors will:

- Disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties
- Exhibit professional objectivity in gathering, evaluating, and communicating information

about the activity or process being examined

- Make balanced assessments of all available and relevant facts and circumstances
- Take necessary precautions to avoid being unduly influenced by their own interests or by others in forming judgments

The Director will confirm to the Audit Committee, at least annually, the organizational independence of the OIA. The Director will disclose to the Audit Committee any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.

Scope of OIA Activities

Assurance Services: The scope of OIA activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Audit Committee, administration, and outside parties on the adequacy and effectiveness of governance, risk management, and control processes for the University of South Alabama. OIA assessments include evaluating whether:

- Risks relating to the achievement of the University of South Alabama's strategic objectives are appropriately identified and managed
- The actions of the University of South Alabama's officers, directors, employees, and contractors are in compliance with the University of South Alabama's policies, procedures, and applicable laws, regulations, and governance standards
- The results of operations or programs are consistent with established goals and objectives
- Operations or programs are being carried out effectively and efficiently
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that impact the University of South Alabama
- Information and the means used to identify, measure, analyze, classify, and report such information are reliable and have integrity
- Resources and assets are acquired economically, used efficiently, and protected adequately

The Director will report regularly to the CAO, and, as needed, to senior administration and the Audit Committee, regarding:

- The OIA's purpose, authority, and responsibility
- The OIA's plan and performance relative to its plan
- The OIA's conformance with the IIAI Framework, and action plans to address any significant conformance issues
- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters requiring the attention of, or requested by, the Audit Committee
- Results of external audit engagements or other activities

- Resource requirements
- Any requested amendments to the OIA charter
- Any response to risk by senior administration that may be unacceptable to the University of South Alabama

The Director also coordinates activities, where possible, and considers relying upon the work of other internal and external assurance and consulting service providers as needed.

Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during engagements. These opportunities will be communicated to the appropriate level of administration.

Consulting Services: The OIA provides consulting services in an advisory capacity. Consulting may range from formal engagements with defined scopes and objectives to advisory activities such as providing informal guidance in response to general inquiries, or participating on University committees. However, in all cases, OIA functions only as an advisor, with administration being responsible for final decisions.

Responsibilities of the Director, Office of Internal Audit

The Director has the responsibility to:

- Submit, at least annually, to the CAO a risk-based internal audit plan for review and approval
- Evaluate, on an annual basis, the department's adherence to the OIA Charter and report the evaluation to the CAO
- Communicate with the CAO regarding any significant interim changes to the risk-based internal audit plan
- Annually evaluate the performance of all staff auditors and provide opportunities for development of staff
- Ensure mandatory communications of the IIAI Framework are provided to the Audit Committee

Quality Assurance and Improvement Program

The OIA will maintain a Quality Assurance and Improvement Program covering all aspects of its operations. The program will include an evaluation of the OIA's conformance with the IIAI Framework. The program will also assess the efficiency and effectiveness of the OIA and identify opportunities for improvement.

The Director will communicate to the CAO, and the Audit Committee as required by the IIAI Framework, on the OIA's Quality Assurance and Improvement Program, including results of

internal assessments (both ongoing and periodic) and external assessments conducted at least once every five years by a qualified, independent assessor or assessment team from outside the University of South Alabama.

Approval/Signatures

Director, Office of Internal Audit	Date
Chief Administrative Officer	Date
Chair, Audit Committee	Date

AMENDED AND RESTATED

BYLAWS OF THE

UNIVERSITY OF SOUTH ALABAMA FOUNDATION FOR RESEARCH AND COMMERCIALIZATION

an Alabama nonprofit corporation

Adopted August 24, 2023

AMENDED AND
RESTATED BYLAWS
OF THE
UNIVERSITY OF SOUTH ALABAMA FOUNDATION
FOR RESEARCH AND COMMERCIALIZATION

ARTICLE I

Name and Location

Section 1.1 Name. The name of the corporation is University of South Alabama Foundation for Research and Commercialization, which shall be referred to in these Bylaws as the "USAFRC."

Section 1.2 Location. The principal office of the USAFRC is located at 307 University Boulevard, Mobile, Alabama, 36688. The USAFRC may have such other officeor offices within the State of Alabama as the Board of Directors may determine or as the business or activities of the USAFRC may require. The registered office of the USAFRC may, but need not be, the same as its principal office. The address of the registered office may be changed from time to time by the Board of Directors of the USAFRC in the manner prescribed by the Alabama Nonprofit Corporation Act.

ARTICLE II

Purposes and Scope of Activity

Section 2.1 Purposes. The purposes of the USAFRC are as set forth in its Articles of Incorporation.

Section 2.2 Scope of Activity. The USAFRC shall be organized and operated exclusively for any one or more of the charitable purposes enumerated in Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"). The USAFRC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the USAFRC shall inure to the benefit of any private individual. No substantial part of the activities of the USAFRC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the USAFRC shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

Board of Directors

Section 3.1 General Powers. The duly elected or appointed Board of Directors of the USAFRC (hereinafter referred to as the "Board") shall have control and management of the affairs, business, property, and funds of the USAFRC and shall have the

authority to fashion and implement the policy, goals, and purposes of the USAFRC. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the USAFRC as the Board may deem appropriate, not inconsistent with federal or state law or these Bylaws. The Board, by resolution thereof, shall from time to time enumerate the duties, obligations, and responsibilities of the directors, including their attendance at meetings of the Board and their participation in the activities of the USAFRC.

Section 3.2 Number, Qualification, and Tenure.

(a) The number of directors comprising the Board shall be the sum of (i) four (4) ex-officio directors (as described below) who are affiliated with the University of South Alabama (the "University") and (ii) five (5) directors who are not officers, employees, or trustees of the University. The ex-officio directors shall consist of those individuals holding the following positions at the University:

(i) Chair *Pro Tempore* of the Board of Trustees of the University;
(ii) President of the University;
(iii) Chief Financial Officer; and
(iv) Vice President for Research and Economic Development of the University.

(b) The Board of Trustees of the University shall elect five (5)-directors to serve on the Board from a slate presented by the Board of the USAFRC. These directors shall serve staggered terms as described in (c) below. The Board of Trustees of the University shall have the absolute right, in its sole discretion, to decline to elect any one or more of the director nominees included in the slate presented to it by the Board of the USAFRC and to request that a substitute slate be presented with different nominees. This process shall be repeated, if necessary, until the Board of Trustees of the University has selected directors to fill any directorships the term of which has expired or will expire at the next annual meeting of the Board.

(c) The term of office of the five (5) directors who are elected to serve on the Board in the manner described in (b) above shall be four consecutive years; provided, however, that at the meeting at which the adoption of these Bylaws took place, certain directors will be elected to serve a two (2) year term expiring in September, 2015, such that these four (4) directors serve staggered terms with two (2) of these directors' terms expiring in September 2015 and three (3) of these directors' terms expiring in September 2017. Thereafter, each term of the directors elected by the Board of Trustees of the University in accordance with (b) above shall expire four (4) years after said director's appointment. Directors shall hold office until their successors have been duly elected and qualified or until their deaths or until they shall resign or shall have been removed from office in the manner provided in these Bylaws. Directors need not be residents of the State of Alabama.

Section 3.3 Resignation. Any director may resign at any time by giving written notice of such resignation to the Chair or Vice Chair of the Board and to the Chair Pro Tempore of the Board of Trustees of the University.

Section 3.4 Vacancies. In the event of a vacancy in the Board of Directors resulting from a vacancy of any of the positions at the University described in Section 3.2(a)(i) through (iii), the vacancy in the Board shall be filled at such time as the vacancy of such position at the University is filled; provided; however, that persons appointed as "acting" positions

described in Section 3.2(a)(i) through (iii) shall serve on this Board consistent with said "acting" appointment at the University. In the event of a vacancy in the Board with respect to either of the four directors elected by the Board of Trustees of the University in accordance with Section 3.2(b) above, such vacancy shall be filled using the procedures set forth therein with the replacing board member serving the remainder of the term associated with the vacant position.

Section 3.5 Annual and Regular Meetings. A regular meeting of the Board, which shall be the annual meeting thereof, shall be held in September of each year, commencing in 2013, unless the Board shall determine to hold its annual meeting at some other time. At the annual meeting, the Board shall appoint the officers of the USAFRC for the coming year and shall transact such other business as shall come before the directors at such meeting. Additional regular meetings of the Board shall be held at such times and places as may be determined by the Chair or Vice Chair of the Board. There shall be at least two (2) regular meetings of the Board, including the annual meeting thereof, during each calendar year.

Section 3.6 Special Meetings. A special meeting of the Board may be called by the Chair or Vice Chair of the Board or the President, or upon written request of two directors.

Section 3.7 Notice of Meetings. Written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the name or mimes of the person or persons by whom or at whose direction the special meeting is called shall, except in extraordinary situations, be given each director not less than five (5) days before the date of any annual or regular meeting and not less than two (2) business days before the date of any special meeting, either personally, by mail, by facsimile or by electronic mail, by or at the direction of the Chair or the Vice Chair of the Board, the President, or the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such member's address as it appears in the records of the USAFRC, with postage thereon prepaid. If by facsimile or electronic mail, such notice shall be deemed to be delivered upon confirmation to the sender that such facsimile transmission or electronic mailing is complete. Each director shall be responsible for keeping the Secretary informed as to such director's proper mailing address and e-mail address. A director may waive his or her right to notice of the annual or a special meeting.

Section 3.8 Meeting by Telephone. Members of the Board or any committee designated thereby may participate in a meeting of the Board or a committee thereof by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 3.9 Quorum. The presence of a majority of the directors then serving on the Board at the annual or any regular or special meeting thereof shall constitute a quorum for the conduct of business. If less than a majority of the directors is present at a meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. Directors present at a duly organized meeting thereof may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 3.10 Chair and Vice Chair. At all meetings of the Board, the Chair, or in the absence of the Chair, the Vice Chair, or in the absence of both the Chair and the Vice Chair, an acting chair chosen by the directors, shall preside over the meeting.

Section 3.11 Acts of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.

Section 3.13 Conflicts of Interest. The Board shall adopt a Conflict of Interest Policy that applies to all Board members and shall ensure that both current and new Board members agree to abide by its terms.

Section 3.14 Removal. A director may be removed or suspended at any time with or without cause by a majority vote of the Board of Trustees of the University, acting in its sole and absolute discretion.

ARTICLE IV

Officers

Section 4.1 Positions and Terms of Office. The officers of the USAFRC shall consist of Chair and Vice Chair of the Board, President, one or more Vice Presidents, Secretary, Treasurer, and such other officers with such powers not inconsistent with these Bylaws as may be appointed by the Board. The Chair of the Board shall be the Chair *Pro Tempore* of the Board of Trustees of the University. The President of the USAFRC shall be the President of the University. Any two or more offices of the USAFRC, except those of the Chair and Vice Chair and the President and Secretary, may be held by the same person.

Section 4.2 Election and Term of Office. The Vice Chair shall be appointed by the Board from among its number. The officers of the USAFRC authorized herein shall be elected by the Board, except the Chair of the Board and the President of the USAFRC, and need not be members thereof at the time of their appointment. Unless otherwise determined by the Board, each officer, except the Chair of the Board and the President of the USAFRC, shall hold office for a three year term commencing with the date of such officer's appointment by the Board unless such officer is earlier removed from office by the Board in the manner hereinafter provided or until the death, retirement, resignation, or other event resulting in such officer ceasing to hold office. The Chair of the Board and President of the USAFRC shall remain as Chair of the Board and President of the USAFRC so long as each remains Chair *Pro Tempore* of the Board of Trustees of the University and President of the University respectively.

Section 4.3 Vacancies. In case any office of the USAFRC becomes vacant by death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled by the Board, and the officer so elected shall hold office and serve until the appointment and qualification of his or her successor, except that the Chair of the Board must be the person acting as Chair *Pro Tempore* of the Board of Trustees of the University and the President of the USAFRC must be the person acting as President of the University.

Section 4.4 Removal. Any officer, except the Chair of the Board and the President of the USAFRC, may be removed from office by the Board at any regular or special meeting called for that purpose.

Section 4.5 Duties of Officers. The officers of the USAFRC, if and when elected by the Board, shall have the following duties:

(a) Chair of the Board. The Chair of the Board, subject to the direction of the Board, shall supervise and control the business and affairs of the USAFRC. The Chair shall preside at all meetings of the Board and may call special meetings as provided herein. He/she shall serve as Chair of the Executive Committee, and shall appoint such committees as may be authorized by these Bylaws, or as he/she may deem desirable, fill vacancies which will occur on such committees, and give final approval to the agenda for the Board meeting. In general, the Chair shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board.

(b) Vice Chair of the Board. At the request of the Chair, or in the absence of the Chair, the Vice Chair shall perform the duties and possess and exercise the powers of the Chair and, to the extent authorized by applicable law and these Bylaws, the Vice Chair shall have such other powers as the Board may determine, and shall perform such other duties as may by assigned to the Vice Chair by the Board;

(c) President. The President shall be the chief executive officer of the USAFRC and he/she shall serve as a member of the Executive Committee. He/she shall have in his or her charge the general and active management of its affairs and of such areas and divisions of the business of the USAFRC as may be designated by the Board. In the absence of the Chair and the Vice Chair or in the event of each their deaths or inability to act, the President shall perform the duties of the Chair and the Vice Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair and the Vice Chair. With appropriate authorization by the Board, the President may sign deeds, mortgages, bonds, contracts or other instruments on behalf of the USAFRC except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the USAFRC. In general, the President shall perform all duties incident to the offices of President and Chief Executive Officer and such other duties as may be prescribed by the Board.

(d) Vice Presidents. In the absence of the President or in the event of the President's death or inability to act, the Vice President (or in the event there be more than one vice president, the Vice Presidents in the order determined by the Board) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned to him/her by the Chair, the President or the Board.

(e) Secretary. The Secretary shall keep the minutes of the proceedings of the Board and any committees appointed by the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the USAFRC: see that the seal of the USAFRC is affixed to all documents, the execution of which on behalf of the USAFRC under its seal is duly authorized; keep a register of the post office address of each member which shall be furnished to the Secretary by such member: and in general

perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair, the President or the Board. If there is no Treasurer of the USAFRC, the Secretary shall assume the authority and duties of Treasurer.

(f) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the USAFRC, receive and give receipts for moneys due and payable to the USAFRC from any source whatsoever, and deposit all such moneys in the name of the USAFRC in such banks, trust companies or other depositories as may be designated by the Board, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or Vice Chair, the President, or the Board. With the approval of the Board, the Treasurer shall have the authority to cause all stocks, bonds, securities, and other financial instruments not constituting readily available funds that are received by the USAFRC to be sold in such a manner as to not result in any diminution in the value thereof and the proceeds therefrom to be deposited to one or more accounts of the USAFRC. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

(g) Assistant Secretaries and Assistant Treasurers. The Assistant Secretary, or if there shall be more than one, the Assistant Secretaries in the order determined by the Board, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Board may require any Assistant Treasurer to give a bond for the faithful discharge of his or her duties in such sums and with such surety or sureties as the Board shall determine. The Assistant Secretaries and Assistant Treasurers shall all perform such other duties as shall be assigned to them by the Secretary and Treasurer, respectively, or by the Chair or Vice Chair, the President, or the Board.

ARTICLE V

Committees

Section 5.1 Committees of Directors. The Board, by resolution adopted by a majority of the directors at a duly called meeting thereof, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the USAFRC, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the USAFRC; amending the Articles of Incorporation of the USAFRC, restating the Articles of Incorporation of the USAFRC, adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the USAFRC; authorizing the voluntary dissolution of the USAFRC or revoking proceedings therefor; adopting a plan for the distribution of the assets of the USAFRC; or amending, altering or repealing any action or resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. Each committee so designated by the Board shall be comprised of two or more directors and such other persons as are appointed to the committee by the Board. The Board may at any time, in its sole and absolute discretion, terminate the existence of any committee designated pursuant to this Section 5.1.

Section 5.2 Executive Committee. The USAFRC shall have an Executive Committee which shall be comprised of the Chair of the Board, the President of the USAFRC, and any other directors appointed by the Board from time to time to serve on the Executive Committee. Except as provided in Section 5.1 above, the Executive Committee shall possess and may exercise all the powers and functions of the Board in the management and direction of the affairs of the USAFRC in all cases in which specific directions shall not have been given by the Board.

Section 5.3 Standing Committees. The Chair shall have authority to appoint standing committees and to designate the chairperson of each such committee. Each standing committee of the USAFRC shall be chaired by a member of the Board, but may have as part of its membership persons not presently serving as a director of the USAFRC. A written statement of the purposes and responsibilities of each standing committee shall be prepared by the Chair thereof and submitted to the Executive Committee for its approval. Each standing committee shall keep records of its activities and shall, at such time as requested by the Executive Committee or Board of the USAFRC, submit a report on work done by the said committee. No standing committee shall enter into any contract or incur any indebtedness or financial obligation of any kind for or on behalf or in the name of the USAFRC except as expressly authorized by the Executive Committee or the Board.

Section 5.4 Other Committees. It is anticipated that from time to time ad hoc committees will be appointed and approved by the Board.

Section 5.5 Committee Governance. Subject to approval by the Board or the Executive Committee, each committee of the USAFRC shall have the power to adopt such rules and procedures as may be necessary for the effective conduct of the work entrusted to it.

ARTICLE VI

Financial Reporting and Compensation

Section 6.1 Financial Reports and Audits. The USAFRC shall cause to be prepared and delivered to the Board of Trustees of the University an annual report containing a summary of operations of the USAFRC for the immediately preceding year and financial and other information for such year similar to that which is required to be reported on an IRS Form 990 filed by tax-exempt organizations with the Internal Revenue Service. The Board of Trustees shall have the right at any time, and from time to time, to cause an audit of the USAFRC's financial records to be performed at the expense of the USAFRC.

Section 6.2 Compensation. Directors, officers and committee members are expected to serve without compensation. A director, officer or committee member shall be reimbursed for properly substantiated expenses incurred in connection with the fulfillment of that director's, officer's or committee member's authorized duties or responsibilities or which are otherwise directly related to the business or affairs of the USAFRC and which are deemed to be reasonable in amount by an officer of the USAFRC.

ARTICLE VII

Contracts: Commitments

Unless expressly authorized by the Board or Executive Committee of the USAFRC, and except as provided in these Bylaws, no officer, agent, employee or other person or persons having any relationship or affiliation with the USAFRC shall have any power or authority to cause the USAFRC to enter into any contract or commitment or to undertake any obligation or incur any liability for any purpose whatsoever.

ARTICLE VIII

Exculpation of Directors

Section 8.1 Acts of Director. No director shall be liable to anyone for any acts on behalf of the USAFRC or any omissions with respect to the USAFRC committed by such director, except for his or her own willful neglect or default.

Section 8.2 Acts of Other Directors. No director shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors in the absence of specific knowledge on the part of such director of such neglect or default.

Section 8.3 Indemnification of Directors, Officers and Others. The USAFRC shall indemnify any member of the Board or officer or former member of the Board or former officer, or any person who is serving or who has served at the request of the USAFRC as a director or officer of another entity, whether such other entity be for profit or not for profit, in which the USAFRC owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty with respect to the matter in which indemnity is sought. By order of the Board, the USAFRC may, under comparable terms and limitations, indemnify employees and agents of the USAFRC with respect to activities within the scope of their services.

Section 8.4 Insurance. Nothing herein provided shall limit or otherwise affect the power of the USAFRC to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the USAFRC or is or was serving at the request of the USAFRC in any of such capacities with respect to another USAFRC, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his status as such, whether or not the USAFRC would have the power or would be required to indemnify him/her against such liability under the provisions of these Bylaws or any applicable law.

ARTICLE IX

General

Section 9.1 Fiscal Year. The USAFRC shall operate on the basis of a fiscal year ending on September 30 of each year.

Section 9.2 Checks. All checks or demands for money and notes of the USAFRC shall be signed by any two of the following: Chair of the Board, President of the USAFRC, Treasurer of the USAFRC, or any other employees of USAFRC or the University of South Alabama designated in writing by the Board of Directors of USAFRC and communicated to the USAFRC Secretary.

Section 9.3 Deposits. All funds of the USAFRC shall be deposited from time to time to the credit of the USAFRC in one or more banks, trust companies or other depositories as the Board or the Executive Committee may from time to time designate, upon such terms and conditions as shall be fixed by the Board or the Executive Committee. The Board or the Executive Committee may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 9.4 Corporate Seal. The Board shall select a corporate seal which shall have inscribed thereon the name of the USAFRC, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the USAFRC. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 9.5 Voting of USAFRC's Securities. Unless otherwise ordered by the Board, the Chair or Vice Chair of the Board, the President or any Vice- President, or such other officer as may be designated by the Board to act in the absence of the Chair or Vice Chair of the Board, the President or any Vice President, shall have full power and authority on behalf of the USAFRC to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any entity in which the USAFRC may hold securities, and at such meetings the Chair of the board, or such other officer of the USAFRC, or such proxy, shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the USAFRC might have possessed and exercised, if present. The Secretary or any Assistant Secretary may affix the corporate seal to any such proxy or proxies so executed by the Chair of the Board, or such other officer, and attest the same. The Board by resolution from time to time may confer like powers upon any other person or persons.

Section 9.6 Gifts. The Board may accept on behalf of the USAFRC any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the USAFRC.

Section 9.7 Limitation on Pecuniary Obligations. With the exception of grants made or moneys paid by USAFRC to the University, pecuniary obligation of more than Twenty- Five Thousand Dollars ($25,000.00) shall be undertaken by the USAFRC or any director, officer or employee thereof, without sanction by resolution of the Board or the Executive Committee adopted at a duly called meeting thereof or by an action by written consent signed by all the members thereof.

Section 9.8 Additional Organizations. The Board may authorize the formation of such subsidiary, auxiliary, associated and affiliated organizations as will in the opinion of the Board assist in effecting the purposes of the USAFRC. The organizational and governing

documents and instruments of any subsidiary, auxiliary, associated or affiliated organization so authorized shall be subject to the approval of the Board or the Executive Committee. Each such authorization shall, regardless of its terms, be revocable at any time in the sole discretion of the Board.

ARTICLE X

Amendment of Bylaws

Any amendment of the provisions of these Bylaws shall require the joint approval of the Board and the Board of Trustees of the University. No amendment to these Bylaws may be made so as to avoid any limitations imposed by the Articles of Incorporation of the USAFRC as they may at any time exist.

The foregoing were adopted as the Amended and Restated Bylaws of University of South Alabama Foundation for Research and Commercialization, a nonprofit corporation organized pursuant to the Alabama Nonprofit Corporation Act, by unanimous written consent of its Board of Directors on August 24, 2023.

_____

Vice Chair: Lynne Chronister
Date:

STATE OF ALABAMA
COUNTY OF MOBILE

The undersigned authority hereby certifies that whose name as Vice Chair for the University of South Alabama Foundation for Research & Commercialization (USAFRC) is signed to the foregoing document, and who is known to me, acknowledged before me on this date that, being informed of the contents of the foregoing document, the Amended and Restated Bylaws of USAFRC, as such officer and with full authority, executed the same voluntarily for and as the act of USAFRC.

Given under my hand the ___ day of _____, 2023.

Notary Public:

My Commission Expires: _____ _____



UNIVERSITY OF SOUTH ALABAMA
FISCAL YEAR 2024
BUDGET

INDEX

	PAGE
TOTAL CURRENT FUNDS	**1**
UNRESTRICTED CURRENT FUNDS	**2**
RESTRICTED CURRENT FUNDS	**3**
UNRESTRICTED CURRENT FUNDS BY OPERATING DIVISION:	
OPERATIONS AND MAINTENANCE	**4**
COLLEGE OF MEDICINE	**5**
USA HEALTH	**6**
AUXILIARY SERVICES	**7**
SCHEDULE OF STATE APPROPRIATIONS - EDUCATION TRUST FUND	**8**

UNIVERSITY OF SOUTH ALABAMA
FISCAL YEAR 2024 BUDGET SUMMARY
TOTAL CURRENT FUNDS

	2024 BUDGET			2023 BUDGET
	UNRESTRICTED	**RESTRICTED**	**TOTAL**	
REVENUES:				
TUITION AND FEES	$ 166,155,685	$ -	$ 166,155,685	$ 157,142,487
STATE APPROPRIATIONS	150,374,562	-	150,374,562	140,713,869
FEDERAL GRANTS AND CONTRACTS	4,995,768	46,800,000	51,795,768	54,445,768
STATE AND LOCAL GRANTS AND CONTRACTS	846,209	62,500,000	63,346,209	10,016,209
PRIVATE GIFTS, GRANTS AND CONTRACTS	5,826,552	10,500,000	16,326,552	13,701,552
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	9,365,000	-	9,365,000	9,064,000
USA HEALTH	1,030,270,668	-	1,030,270,668	889,461,972
AUXILIARY SERVICES	23,239,977	-	23,239,977	21,869,999
OTHER SOURCES	11,337,153	7,800,000	19,137,153	18,450,777
TOTAL REVENUES	1,402,411,574	127,600,000	1,530,011,574	1,314,866,633
EXPENDITURES AND MANDATORY TRANSFERS:				
EDUCATIONAL AND GENERAL:				
INSTRUCTION	119,080,168	28,400,000	147,480,168	121,750,672
RESEARCH	9,182,075	41,500,000	50,682,075	31,118,663
PUBLIC SERVICE	3,293,235	6,700,000	9,993,235	9,729,198
ACADEMIC SUPPORT	33,840,228	5,900,000	39,740,228	32,510,270
STUDENT SERVICES	37,999,393	2,500,000	40,499,393	36,462,204
INSTITUTIONAL SUPPORT	31,590,568	11,700,000	43,290,568	35,045,901
OPERATION AND MAINTENANCE OF PLANT	39,657,689	-	39,657,689	37,672,219
SCHOLARSHIPS	31,597,499	30,900,000	62,497,499	58,447,327
EDUCATIONAL AND GENERAL EXPENDITURES	306,240,855	127,600,000	433,840,855	362,736,454
MANDATORY TRANSFERS FOR:				
PRINCIPAL AND INTEREST	19,454,006	-	19,454,006	20,300,458
LOAN FUND MATCHING GRANTS	150,000	-	150,000	150,000
TOTAL EDUCATIONAL AND GENERAL	325,844,861	127,600,000	453,444,861	383,186,912
USA HEALTH:				
EXPENDITURES	1,010,137,534	-	1,010,137,534	867,791,376
MANDATORY TRANSFERS FOR PRINCIPAL AND INTEREST	18,072,038	-	18,072,038	21,170,617
TOTAL USA HEALTH	1,028,209,572	-	1,028,209,572	888,961,993
AUXILIARY SERVICES:				
EXPENDITURES	16,295,218	-	16,295,218	15,073,085
MANDATORY TRANSFERS FOR PRINCIPAL AND INTEREST	4,981,053	-	4,981,053	5,442,017
TOTAL AUXILIARY SERVICES	21,276,271	-	21,276,271	20,515,102
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	1,375,330,704	127,600,000	1,502,930,704	1,292,664,007
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):				
RENEWALS AND REPLACEMENTS	(5,910,995)	-	(5,910,995)	(5,910,995)
OTHER TRANSFERS	(21,169,875)	-	(21,169,875)	(16,291,631)
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
FISCAL YEAR 2024 BUDGET SUMMARY
UNRESTRICTED CURRENT FUNDS

	OPERATIONS AND MAINTENANCE	COLLEGE OF MEDICINE	USA HEALTH	AUXILIARY SERVICES	2024 BUDGET	2023 BUDGET
REVENUES:						
TUITION AND FEES	$ 154,855,685	$ 11,300,000	$ -	$ -	$ 166,155,685	$ 157,142,487
STATE APPROPRIATIONS	92,516,895	39,637,680	18,219,987	-	150,374,562	140,713,869
FEDERAL GRANTS AND CONTRACTS	1,495,768	3,500,000	-	-	4,995,768	5,445,768
STATE AND LOCAL GRANTS AND CONTRACTS	608,461	237,748	-	-	846,209	816,209
PRIVATE GIFTS, GRANTS AND CONTRACTS	3,776,552	2,050,000	-	-	5,826,552	5,601,552
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	8,965,000	400,000	-	-	9,365,000	9,064,000
USA HEALTH	-	-	1,030,270,668	-	1,030,270,668	889,461,972
AUXILIARY SERVICES	-	-	-	23,239,977	23,239,977	21,869,999
OTHER SOURCES	9,112,153	2,225,000	-	-	11,337,153	11,150,777
TOTAL REVENUES	271,330,514	59,350,428	1,048,490,655	23,239,977	1,402,411,574	1,241,266,633
EDUCATIONAL AND GENERAL:						
INSTRUCTION	95,368,572	23,711,596	-	-	119,080,168	111,850,672
RESEARCH	3,507,075	5,675,000	-	-	9,182,075	9,118,663
PUBLIC SERVICE	2,201,412	1,091,823	-	-	3,293,235	3,229,198
ACADEMIC SUPPORT	26,714,609	7,125,619	-	-	33,840,228	32,510,270
STUDENT SERVICES	37,580,983	418,410	-	-	37,999,393	35,562,204
INSTITUTIONAL SUPPORT	27,173,004	4,417,564	-	-	31,590,568	29,345,901
OPERATION AND MAINTENANCE OF PLANT	32,928,773	6,728,916	-	-	39,657,689	37,672,219
SCHOLARSHIPS	29,515,999	2,081,500	-	-	31,597,499	29,847,327
EDUCATIONAL AND GENERAL EXPENDITURES	254,990,427	51,250,428	-	-	306,240,855	289,136,454
MANDATORY TRANSFERS FOR:						
PRINCIPAL AND INTEREST	19,454,006	-	-	-	19,454,006	20,300,458
LOAN FUND MATCHING GRANTS	150,000	-	-	-	150,000	150,000
TOTAL EDUCATIONAL AND GENERAL	274,594,433	51,250,428	-	-	325,844,861	309,586,912
USA HEALTH:						
EXPENDITURES	-	-	1,010,137,534	-	1,010,137,534	867,791,376
MANDATORY TRANSFERS FOR PRINCIPAL AND INTEREST	-	-	18,072,038	-	18,072,038	21,170,617
TOTAL USA HEALTH	-	-	1,028,209,572	-	1,028,209,572	888,961,993
AUXILIARY SERVICES:						
EXPENDITURES	-	-	-	16,295,218	16,295,218	15,073,085
MANDATORY TRANSFERS FOR PRINCIPAL AND INTEREST	-	-	-	4,981,053	4,981,053	5,442,017
TOTAL AUXILIARY SERVICES	-	-	-	21,276,271	21,276,271	20,515,102
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	274,594,433	51,250,428	1,028,209,572	21,276,271	1,375,330,704	1,219,064,007
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):						
RENEWALS AND REPLACEMENTS	(730,000)	(4,000,000)	-	(1,180,995)	(5,910,995)	(5,910,995)
OTHER TRANSFERS	3,993,919	(4,100,000)	(20,281,083)	(782,711)	(21,169,875)	(16,291,631)
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -	$ -	$ -	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
FISCAL YEAR 2024 BUDGET SUMMARY
RESTRICTED CURRENT FUNDS

	OPERATIONS AND MAINTENANCE	COLLEGE OF MEDICINE	USA HEALTH	2024 BUDGET	2023 BUDGET
REVENUES:					
FEDERAL GRANTS AND CONTRACTS	$ 35,600,000	$ 11,200,000	$ -	$ 46,800,000	$ 49,000,000
STATE AND LOCAL GRANTS AND CONTRACTS	6,900,000	55,600,000	-	62,500,000	9,200,000
PRIVATE GIFTS, GRANTS AND CONTRACTS	7,700,000	2,100,000	700,000	10,500,000	8,100,000
OTHER	4,900,000	2,900,000	-	7,800,000	7,300,000
TOTAL REVENUES	55,100,000	71,800,000	700,000	127,600,000	73,600,000
EXPENDITURES:					
EDUCATIONAL AND GENERAL:					
INSTRUCTION	7,200,000	21,200,000	-	28,400,000	9,900,000
RESEARCH	14,400,000	26,400,000	700,000	41,500,000	22,000,000
PUBLIC SERVICE	4,100,000	2,600,000	-	6,700,000	6,500,000
ACADEMIC SUPPORT	-	5,900,000	-	5,900,000	-
STUDENT SERVICES	900,000	1,600,000	-	2,500,000	900,000
INSTITUTIONAL SUPPORT	500,000	11,200,000	-	11,700,000	5,700,000
SCHOLARSHIPS	28,000,000	2,900,000	-	30,900,000	28,600,000
TOTAL EXPENDITURES	55,100,000	71,800,000	700,000	127,600,000	73,600,000
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):					
OTHER TRANSFERS	-	-	-	-	-
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -	$ -	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
OPERATIONS AND MAINTENANCE
FISCAL YEAR 2024 BUDGET
UNRESTRICTED CURRENT FUNDS

	2024 BUDGET	2023 BUDGET
REVENUES:		
TUITION AND FEES	$ 154,855,685	$ 146,197,487
ALLOCATION OF STATE APPROPRIATIONS	92,516,895	86,666,876
FEDERAL GRANTS AND CONTRACTS	1,495,768	1,445,768
STATE GRANTS AND CONTRACTS	608,461	578,461
PRIVATE GIFTS, GRANTS AND CONTRACTS	3,776,552	3,751,552
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	8,965,000	8,714,000
OTHER SOURCES	9,112,153	9,100,777
TOTAL REVENUES	271,330,514	256,454,921
EXPENDITURES AND MANDATORY TRANSFERS:		
EDUCATIONAL AND GENERAL:		
INSTRUCTION	95,368,572	87,513,821
RESEARCH	3,507,075	3,363,663
PUBLIC SERVICE	2,201,412	2,167,692
ACADEMIC SUPPORT	26,714,609	25,741,779
STUDENT SERVICES	37,580,983	35,151,022
INSTITUTIONAL SUPPORT	27,173,004	24,621,222
OPERATION AND MAINTENANCE OF PLANT	32,928,773	30,197,365
SCHOLARSHIPS	29,515,999	27,815,827
EDUCATIONAL AND GENERAL EXPENDITURES	254,990,427	236,572,391
MANDATORY TRANSFERS:		
PRINCIPAL AND INTEREST	19,454,006	20,300,458
LOAN FUND MATCHING GRANTS	150,000	150,000
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	274,594,433	257,022,849
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):		
RENEWALS AND REPLACEMENTS	(730,000)	(730,000)
OTHER TRANSFERS	3,993,919	1,297,928
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
COLLEGE OF MEDICINE
FISCAL YEAR 2024 BUDGET
UNRESTRICTED CURRENT FUNDS

	2024 BUDGET	2023 BUDGET
REVENUES:		
TUITION AND FEES	$ 11,300,000	$ 10,945,000
ALLOCATION OF STATE APPROPRIATIONS	39,637,680	37,131,315
FEDERAL GRANTS AND CONTRACTS	3,500,000	4,000,000
STATE GRANTS AND CONTRACTS	237,748	237,748
PRIVATE GIFTS, GRANTS AND CONTRACTS	2,050,000	1,850,000
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	400,000	350,000
OTHER SOURCES	2,225,000	2,050,000
TOTAL REVENUES	59,350,428	56,564,063
EXPENDITURES AND MANDATORY TRANSFERS:		
EDUCATIONAL AND GENERAL:		
INSTRUCTION	23,711,596	24,336,851
RESEARCH	5,675,000	5,755,000
PUBLIC SERVICE	1,091,823	1,061,506
ACADEMIC SUPPORT	7,125,619	6,768,491
STUDENT SERVICES	418,410	411,182
INSTITUTIONAL SUPPORT	4,417,564	4,724,679
OPERATION AND MAINTENANCE OF PLANT	6,728,916	7,474,854
SCHOLARSHIPS	2,081,500	2,031,500
TOTAL EDUCATIONAL AND GENERAL EXPENDITURES	51,250,428	52,564,063
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):		
RENEWALS AND REPLACEMENTS	(4,000,000)	(4,000,000)
OTHER TRANSFERS	(4,100,000)	-
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
USA HEALTH
FISCAL YEAR 2024 BUDGET
UNRESTRICTED CURRENT FUNDS

	2024 BUDGET	2023 BUDGET
REVENUES:		
GROSS PATIENT REVENUES	$ 2,251,179,738	$ 2,018,493,012
CONTRACTUAL ADJUSTMENTS	1,258,615,412	1,147,251,607
OTHER ADJUSTMENTS	7,420,610	16,010,860
TOTAL DEDUCTIONS FROM REVENUES	1,266,036,022	1,163,262,467
NET PATIENT REVENUES	985,143,716	855,230,545
ALLOCATION OF STATE APPROPRIATIONS	18,219,987	16,915,678
MOBILE COUNTY HOSPITAL BOARD	19,041,822	18,925,481
MOBILE COUNTY INDIGENT CARE BOARD	495,679	464,108
OTHER REVENUES	25,589,451	14,841,838
TOTAL REVENUES	1,048,490,655	906,377,650
EXPENDITURES AND MANDATORY TRANSFERS:		
EXPENDITURES:		
NURSING SERVICES	281,166,258	257,070,277
PROFESSIONAL SERVICES	211,346,908	176,483,734
GENERAL DIVISION	32,082,495	25,653,576
ADMINISTRATIVE DIVISION	88,481,875	107,362,477
MEDICAL EDUCATION	29,419,197	25,275,204
AMBULATORY CLINICS	252,471,222	170,300,714
PROVISION FOR UNCOLLECTIBLE ACCOUNTS (NET OF RECOVERIES)	115,169,579	105,645,394
TOTAL EXPENDITURES	1,010,137,534	867,791,376
MANDATORY TRANSFERS FOR:		
PRINCIPAL AND INTEREST	18,072,038	21,170,617
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	1,028,209,572	888,961,993
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):		
OTHER TRANSFERS	(20,281,083)	(17,415,657)
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
AUXILIARY SERVICES
FISCAL YEAR 2024 BUDGET
UNRESTRICTED CURRENT FUNDS

	HOUSING	DINING SERVICES	BOOKSTORE	2024 BUDGET	2023 BUDGET
REVENUES:					
RENTAL INCOME	$ 12,429,140	$ -	$ -	$ 12,429,140	$ 11,980,174
SALES	-	-	-	-	-
COMMISSION INCOME	-	9,484,709	866,483	10,351,192	9,431,265
OTHER INCOME	327,645	130,000	2,000	459,645	458,560
TOTAL REVENUES	12,756,785	9,614,709	868,483	23,239,977	21,869,999
EXPENDITURES:					
SALARIES AND WAGES	2,057,112	160,207	18,900	2,236,219	2,272,751
EMPLOYEE BENEFITS	458,597	64,083	7,560	530,240	544,042
OTHER EXPENDITURES	4,523,385	8,641,129	364,245	13,528,759	12,256,292
TOTAL EXPENDITURES	7,039,094	8,865,419	390,705	16,295,218	15,073,085
NET OPERATING INCOME	5,717,691	749,290	477,778	6,944,759	6,796,914
TRANSFERS AMONG FUNDS - ADDITIONS/(DEDUCTIONS):					
MANDATORY TRANSFERS:					
PRINCIPAL AND INTEREST	(4,293,836)	(450,685)	(236,532)	(4,981,053)	(5,442,017)
NON-MANDATORY TRANSFERS:					
RENEWALS AND REPLACEMENTS	(830,871)	(262,605)	(87,519)	(1,180,995)	(1,180,995)
OTHER TRANSFERS	(592,984)	(36,000)	(153,727)	(782,711)	(173,902)
TOTAL TRANSFERS	(5,717,691)	(749,290)	(477,778)	(6,944,759)	(6,796,914)
NET INCREASE (DECREASE) IN FUND BALANCES	$ -	$ -	$ -	$ -	$ -

UNIVERSITY OF SOUTH ALABAMA
STATE APPROPRIATIONS
EDUCATION TRUST FUND

FISCAL YEAR 2024	FISCAL YEAR 2023
$ 150,374,562	$ 140,713,869

COMMITTEE MINUTES

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Audit Committee

September 7, 2023
1:30 p.m.

A meeting of the Audit Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Mr. Ron Graham, Chair, on Thursday, September 7, 2023, at 1:33 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 Graham, Ron Jenkins, Bill Lewis and Lenus Perkins were present.
Other Trustees:	Chandra Brown Stewart, Steve Furr, Arlene Mitchell, Jimmy Shumock, Steve Stokes and Mike Windom.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Monica Ezell, Charlie Guest, Andi Kent, Nick Lawkis, Mike Mitchell, Amanda Price (KPMG), Kristen Roberts, Keith Shurbutt (KPMG), Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman, Christina Wassenaar (Faculty Senate) and Ashley Willson (KPMG).

Following the attendance roll call, **Item 1**, Mr. Graham called for consideration of the minutes for a meeting held on June 1, 2023, **Item 2**. On motion by Capt. Jenkins, seconded by Mr. Corcoran, the Committee voted unanimously to adopt the minutes.

Mr. Graham called on Ms. Roberts to address **Item 3**, a report from the KPMG audit team. Ms. Roberts introduced Ms. Ashley Willson and Ms. Amanda Price, lead engagement partner and lead senior manager, respectively, for financial statement audits, as well as Mr. Keith Shurbutt, lead engagement partner for uniform guidance audits. Ms. Willson, Mr. Shurbutt and Ms. Price discussed plans for the 2023 fiscal year audit and delivered required communications.

Ms. Roberts shared highlights from the independent audit of the USA Foundation's consolidated financial statements and the Disproportionate Share Hospital Funds combined financial statements for the fiscal year ended June 2023, **Item 4**. She indicated that both audits received an unqualified opinion.

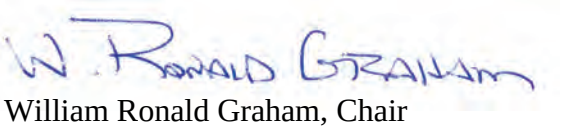
Mr. Graham called on Mr. Susman, who introduced a proposal to extend the Office of Internal Audit's (OIA) fiscal year 2023 audit plan into fiscal year 2024, **Item 5**. Mr. Susman discussed the reasons for the recommendation and the strategy for presenting an updated plan to the Committee for its consideration at an appropriate time later. On motion by Mr. Perkins, seconded by Ms. Atkins, the Committee voted unanimously to approve the proposal.

Mr. Susman presented **Item 6**, a resolution authorizing a revised OIA charter, explaining the rationales that prompted updating of the document. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on September 8, 2023.) On motion by Mr. Perkins, seconded by Judge Lewis, the committee voted unanimously to recommend approval by the Board of Trustees.

As to a report on the Office of Internal Audit, **Item 7**, Mr. Susman shared that Parker Executive Search had been engaged to facilitate a national search to fill the position of OIA director. He also stated that the Committee would receive annual updates on OIA key performance indictors moving forward.

There being no further business, the meeting was adjourned at 1:54 p.m.

Respectfully submitted:



William Ronald Graham, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Development, Endowment and Investments Committee

September 7, 2023
1:54 p.m.

A meeting of the Development, Endowment and Investments Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Mr. Jim Yance, Chair, on Thursday, September 7, 2023, at 1:54 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Chandra Brown Stewart, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present.
Members Absent:	Scott Charlton and Margie Tuckson.
Other Trustees:	Alexis Atkins, Tom Corcoran, Steve Furr, Ron Graham, Ron Jenkins, Bill Lewis and Lenus Perkins.
Administration & Guests:	Terry Albano, Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Monica Ezell, Joel Erdmann, Charlie Guest, Andi Kent, Nick Lawkis, Mike Mitchell, Norman Pitman, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 8**, Mr. Yance called for consideration of the minutes for a meeting held on June 1, 2023, **Item 9**. On motion by Judge Windom, seconded by Ms. Brown Stewart, the committee voted unanimously to adopt the minutes.

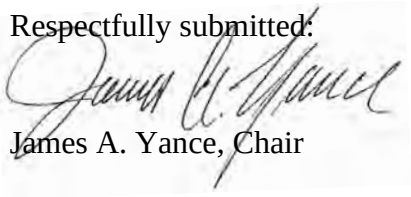
Mr. Yance called for a report on endowment and investment performance, **Item 10**. Mr. Albano, along with Mr. Norman Pitman, the University's investment consultant, detailed endowment investment results and manager performance for the period October 1, 2022, through June 30, 2023, advising of a 13.53 percent return that generated investment earnings of close to $23 million. Also reported was that the annualized performance since inception of 5.52 percent had produced an overall profit of more than $133 million. It was noted that an external manager would be present at the next Committee meeting.

Mr. Yance called on Ms. Sullivan, who presented **Item 11**, a resolution authorizing the naming of USA Health's proposed ALS Center as the *Kelly Butler ALS Center* in honor of Mr. Kelly Butler for his distinguished service to the State of Alabama and its citizens. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on September 8, 2023.) Ms. Sullivan stated that Mr. Butler was instrumental to the University receiving $50 million from the State of Alabama for the Whiddon College of Medicine (WCOM) project. On motion by Mr. Shumock, seconded by Judge Windom, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Regarding **Item 12**, a report on the activity of the Division of Development and Alumni Relations, Ms. Sullivan provided an overview on fundraising results for 2022-2023 through August 31, advising of new gifts and commitments totaling more than $39 million, and projected a record fundraising year once gifts through September, inclusive of the USA Foundation's donation of real property in Dauphin Island, were recorded. She shared information on recent events, as well as those planned in the coming weeks.

There being no further business, the meeting was adjourned at 2:08 p.m.

Respectfully submitted:



James A. Yance, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Health Affairs Committee

September 7, 2023
2:08 p.m.

A meeting of the Health Affairs Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Mr. Jimmy Shumock, Chair, on Thursday, September 7, 2023, at 2:08 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Chandra Brown Stewart, Tom Corcoran, Steve Furr, Jimmy Shumock, Steve Stokes and Jim Yance were present.
Member Absent:	Scott Charlton.
Other Trustees:	Alexis Atkins, Ron Graham, Ron Jenkins, Bill Lewis, Lenus Perkins and Mike Windom.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Monica Ezell, Jenni Guerry, Charlie Guest, Andi Kent, Nick Lawkis, Mike Mitchell, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 13**, Mr. Shumock called for consideration of the minutes for a meeting held on June 1, 2023, **Item 14**. On motion by Dr. Stokes, seconded by Mr. Yance, the Committee voted unanimously to adopt the minutes.

Mr. Shumock called for consideration of **Item 15**, a resolution authorizing the USA Health Hospitals medical staff appointments and reappointments for May, June and July 2023. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on September 8, 2023.) On motion by Dr. Stokes, seconded by Mr. Corcoran, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Shumock called on Mr. Bailey for a report on the activities of USA Health and the Whiddon College of Medicine, **Item 16**. Mr. Bailey introduced Ms. Jenni Guerry, Director of the Whiddon College of Medicine's Center for Disaster Healthcare Preparedness (CDHP). Ms. Guerry presented an overview on the CDHP, discussing its history, structure, funding and role as a liaison to strengthen the network of local and statewide agency partners and healthcare professionals and provide them with training in order that communities may be better served when faced with disaster.

There being no further business, the meeting was adjourned at 2:22 p.m.

Respectfully submitted:

James H. Shumock, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Academic and Student Affairs Committee

September 7, 2023
2:22 p.m.

A meeting of the Academic and Student Affairs Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Judge Mike Windom, Chair, on Thursday, September 7, 2023, at 2:22 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members:	Steve Furr, Ron Graham, Ron Jenkins, Bill Lewis, Lenus Perkins and Mike Windom were present.
Members Absent:	Scott Charlton and Margie Tuckson.
Other Trustees:	Alexis Atkins, Chandra Brown Stewart, Tom Corcoran, Jimmy Shumock, Steve Stokes and Jim Yance.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Nicole Carr, Matthew Chauvin, Lynne Chronister, Chris Cleveland, Mathew Cox, Kristin Dukes, Grayson Dennis, Joel Erdmann, Monica Ezell, Charlie Guest, Andi Kent, Nick Lawkis, Kevin Macaluso, Mike Mitchell, Katie Prudin, Kristen Roberts, Mia Sarafijanovic, Donna Streeter (Faculty Senate), Eric Steward, Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 17**, Judge Windom called for consideration of the minutes for a meeting held on June 1, 2023, **Item 18**. On motion by Judge Lewis, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the minutes.

Judge Windom called on Provost Kent to present **Item 19**, a resolution granting tenure to two faculty effective January 1, 2024. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on September 8, 2023.) Provost Kent provided background on Dr. Michael Capella and Dr. Angela Barlow, advising of their appointments to the faculty and as dean of the Mitchell College of Business and College of Education and Professional Studies faculty, respectively, effective January 1, 2024. She attested that their applications for tenure had progressed through the formal internal review channels and were approved. On motion by Mr. Graham, seconded by Capt. Jenkins, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom asked Provost Kent to address **Item 20**, a resolution authorizing the University to request the issuance of a manufacturer license for the production of beer at the Science Lab Building. Provost Kent shared perspective on a new academic program spearheaded by the Department of Engineering to educate students across multiple disciplines on the science of beer

production using microbrewery equipment donated to and acquired by the University. She added that, to move forward, the University's application for a manufacturer license issued by the Alabama Alcoholic Beverage Control Board required Board approval. Judge Windom specified that the beer produced would not be distributed or consumed. Provost Kent introduced Dr. Grayson Dennis, Assistant Professor in the Department of Chemical and Biomolecular Engineering, to answer questions. On motion by Judge Lewis, seconded by Mr. Perkins, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom asked Provost Kent for a report on the activities of the Division of Academic Affairs, **Item 21**. Provost Kent introduced and shared background on Mr. Mathew Cox, who recently joined the University as Associate Vice President for Enrollment Management. Mr. Cox commented briefly on the work to come to address enrollment challenges.

Provost Kent recognized Dr. Eric Steward, Associate Dean of Student Affairs in the College of Engineering and the advisor to USA's student chapter of the American Society of Civil Engineers (ASCE), and welcomed Ms. Mia Sarafijanovic, Ms. Katie Prudin and Mr. Matthew Chauvin, ASCE students, who presented information on the chapter's activities, as well as its success in competing in the ASCE Gulf Coast Regional Symposium hosted at USA and advancement to the concrete canoe and steel bridge national competitions in Wisconsin and California, respectively.

Judge Windom called on Dr. Mike Mitchell, who introduced Dr. Chris Cleveland, Associate Vice President for Auxiliary Services, to give an update. Dr. Cleveland presented **Item 22**, a resolution authorizing the implementation of a $175 campus dining fee per semester for all new students enrolled in a minimum of six on-campus course credit hours effective in the fall of 2024. Dr. Cleveland explained that the new fee would support the *Jag Eat$* program, created in response to a student-led initiative to expand food service options. On motion by Mr. Graham, seconded by Capt. Jenkins, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom asked Dr. Mitchell for a report on the activities of the Division of Student Affairs, **Item 23**. Dr. Mitchell recognized Dr. Nicole Carr, Associate Vice President for Student Academic Success, for her roles as co-chair for the search to fill the position of Assistant Vice President for Student Affairs and as a primary coordinator of Week of Welcome (WOW) and Beyond programming. As photos were shown, he provided an overview on WOW festivities for the 2023 fall semester, which began with Move-In Day, First Night and Convocation and continued over several weeks. He stated that the opportunities offered through the WOW lineup helped students to build connections, get involved in campus life and develop a sense of belonging.

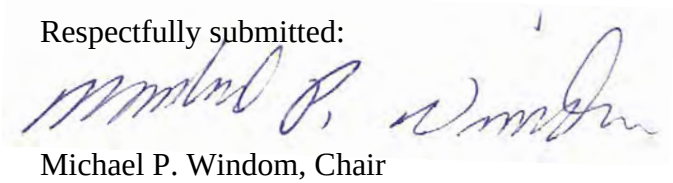
Judge Windom called on Ms. Chronister to present **Item 24**, a report on the activities of the Division of Research and Economic Development. Ms. Chronister introduced and shared professional background on Dr. Kevin Macaluso, Chair of the Department of Microbiology and Immunology and Locke Distinguished Chair. Dr. Macaluso shared context on the department, ad-

vising of approximately $6.5 million in grant funding received from the National Institutes of Health in recent years for the study of vector-borne diseases. He presented a glimpse into his research on ticks, pathogens they transmit to hosts. He stated this work, which also entailed small-group training of Whiddon College of Medicine students, was conducted in a containment laboratory, which he described as a gem for the University. He answered questions and gave guidance on how to treat tick bites.

Judge Windom proposed changing the Committee's name to the *Academic Excellence and Student Success Committee* and stated this would require revision and approval of the Board's Bylaws at a future meeting. Ms. Dukes shared insight on the process to amend the Bylaws and noted that other updates could be incorporated as well.

There being no further business, the meeting was adjourned at 3:08 p.m.

Respectfully submitted:



Michael P. Windom, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Budget and Finance Committee

September 7, 2023
3:08 p.m.

A meeting of the Budget and Finance Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Mr. Tom Corcoran, Chair, on Thursday, September 7, 2023, at 3:08 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, Ron Graham, Lenus Perkins, Jimmy Shumock and Steve Stokes were present.
Other Trustees:	Steve Furr, Ron Jenkins, Bill Lewis, 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, Monica Ezell, Charlie Guest, Andi Kent, Nick Lawkis, Mike Mitchell, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 25**, Mr. Corcoran called for consideration of the minutes for a meeting held on June 1, 2023, **Item 26**. On motion by Mr. Perkins, seconded by Ms. Atkins, the Committee voted unanimously to adopt the minutes.

Mr. Corcoran called on Ms. Roberts to discuss the quarterly financial statements for the nine months ended June 30, 2023, **Item 27**. Ms. Roberts shared highlights from the financial statements, advising of an increase in net position by approximately $117 million in comparison to the increase in net position reported for the same period of fiscal year 2022 of approximately $55 million.

Mr. Corcoran called on Ms. Chronister to introduce **Item 28**, a resolution authorizing a revised *Amended and Restated Bylaws of the University of South Alabama Foundation for Research and Commercialization* (FRAC). (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on September 8, 2023.) Ms. Chronister explained that a recent change of University executive titles necessitated amending the FRAC Bylaws to reflect that the University's Chief Finance Officer is as an *ex officio* member of the FRAC Board, replacing the title of Vice President for Finance and Administration. She further noted that the Chief Executive Officer would serve as FRAC Treasurer. On motion by Mr. Shumock, seconded by Mr. Graham, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

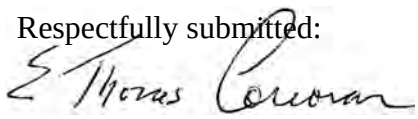
Mr. Corcoran called on Mr. Susman to present **Item 29**, a resolution authorizing the University of South Alabama fiscal year 2024 budget and approving it as a continuation budget for fiscal year 2025 to comply with bond trust indenture requirements should the budget process not be completed prior to the start of fiscal year 2025. Mr. Susman detailed key factors of the balanced budget pro-

posal, noting a reversal of $4.3 million of the $5.2 million in budget cuts included in the 2023 fiscal year budget and pointing out that the increases in revenues would offset rising expenses. On motion by Mr. Shumock, seconded by Mr. Graham, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Concerning an update on facilities, **Item 30**, Mr. Corcoran advised that Mr. Kelley's report would be deferred to the next meeting.

There being no further business, the meeting was adjourned at 3:16 p.m.

Respectfully submitted:



E. Thomas Corcoran, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Evaluation and Compensation Committee

September 7, 2023
3:16 p.m.

A meeting of the Evaluation and Compensation Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Capt. Ron Jenkins, Chair, on Thursday, September 7, 2023, at 3:16 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, Steve Furr, Ron Jenkins, Jimmy Shumock and Mike Windom were present.
Member Absent:	Scott Charlton.
Other Trustees:	Chandra Brown Stewart, Ron Graham, Bill Lewis, Lenus Perkins, Steve Stokes and Jim Yance.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, John Elliott, Joel Erdmann, Monica Ezell, Charlie Guest, Andi Kent, Nick Lawkis, Mike Mitchell, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 31**, Capt. Jenkins introduced Mr. John Elliott, Chief Human Resources Officer, for a report, **Item 32**. Mr. Elliott advised that the University had contracted with an independent compensation and benefits consulting firm with expertise in higher education and health systems to aid the Committee in developing a framework for evaluating executive compensation. He specified that the engagement partner's responsibilities included providing guidance on governance aspects, regulatory compliance, industry best practices and practicality of executive compensation, benefits and total rewards, as well as collecting data from peer institutions – those selected from among regional and national public and private schools with budgets and enrollments comparable to those of USA – upon which to base benchmarks useful for the Committee's deliberations moving forward. Capt. Jenkins added that the preliminary report from the consultant was expected later in the month. He thanked Mr. Elliott and his team for supporting the work of the Committee.

There being no further business, the meeting was adjourned at 3:19 p.m.

Respectfully submitted:

Robert D. Jenkins III, Chair

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES

Committee of the Whole

September 7, 2023
3:19 p.m.

A meeting of the Committee of the Whole of the University of South Alabama (USA) Board of Trustees was duly convened by Ms. Alexis Atkins, Board Vice Chair, on behalf of Ms. Arlene Mitchell, Chair *pro tempore*, on Thursday, September 7, 2023, at 3:19 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, Steve Furr, Ron Graham, Ron Jenkins, Bill Lewis, Lenus Perkins, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present.
Members Absent:	Scott Charlton, Kay Ivey, Arlene Mitchell and Margie Tuckson.
Administration & Guests:	Delaware Arif (Faculty Senate), Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Lynne Chronister, Kristin Dukes, Joel Erdmann, Monica Ezell, Charlie Guest, Andi Kent, Nick Lawkis, Mike Mitchell, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 33**, Ms. Atkins called for consideration of the minutes for meetings of the Committee of the Whole and Long-Range Planning Committee held on June 1, 2023, **Item 34**. On motion by Mr. Corcoran, seconded by Ms. Brown Stewart, the Committee voted unanimously to adopt the minutes.

Ms. Atkins turned to President Bonner for the presentation of **Item 35**, a resolution paying tribute to the late Mr. Donald L. Langham, Trustee Emeritus, for his service to the University. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on September 8, 2023.) President Bonner directed attention to Mr. Langham's portrait, a reflection of Mr. Langham's commitment to the University that endured after his Board term ended. He stated the Langham family would be in attendance for Mr. Langham's recognition at the Board of Trustees meeting on September 8, 2023. On motion by Mr. Yance, seconded by Dr. Furr, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

In accordance with the provisions of the Alabama Open Meetings Act, Ms. Atkins made a motion to convene an executive session for an anticipated duration of one hour for the purpose of discussing pending or threatened litigation, **Item 36**. She stated that Ms. Dukes had submitted the required written declaration for the minutes and that adjournment of the meeting would be in effect upon the conclusion of the executive session. Mr. Corcoran seconded and, at 3:23 p.m.,

the Committee voted unanimously to convene an executive session, as recorded below. The executive session began at 3:28 p.m.:

AYES:
- Ms. Atkins
- Ms. Brown Stewart
- Mr. Corcoran
- Dr. Furr
- Mr. Graham
- Capt. Jenkins
- Judge Lewis
- Mr. Perkins
- Mr. Shumock
- Dr. Stokes
- Judge Windom
- Mr. Yance

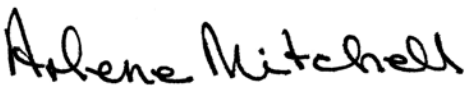
There being no further business, the meeting was adjourned at 4:16 p.m.

Respectfully submitted:



Katherine Alexis Atkins, Vice Chair

On behalf of:



Arlene Mitchell, Chair *pro tempore*

APPENDIX A

Executive Session

University of South Alabama Board of Trustees Committee of the Whole meeting on September 7, 2023.

The purpose of the executive session for the above-referenced meeting is to discuss pending or threatened litigation

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

Kristin Daniels Dukes