UNIVERSITY OF SOUTH ALABAMA
FLAGSHIP OF THE GULF COAST.

BOARD OF TRUSTEES

STANDING COMMITTEES
2025-2028

EXECUTIVE COMMITTEE:

- Katherine Alexis Atkins, **Chair *pro tempore***
- Lenus M. Perkins, **Vice Chair**
- William Ronald Graham, **Secretary**
- Chandra Brown Stewart
- Arlene Mitchell
- James H. Shumock
- Michael P. Windom

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ACADEMIC EXCELLENCE AND STUDENT SUCCESS CTE.:

- Chandra Brown Stewart, **Chair**
- Scott A. Charlton, M.D.
- Steven P. Furr, M.D., **Vice Chair**
- Luis Gonzalez
- Robert D. Jenkins III
- Ronnie Stallworth, Sr.
- Michael P. Windom

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AUDIT COMMITTEE:

- Scott A. Charlton, M.D.
- Steven P. Furr, M.D., **Vice Chair**
- Meredith Mitchell Hamilton
- Lenus M. Perkins
- Ronnie Stallworth, Sr.
- Steven H. Stokes, M.D., **Chair**

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BUDGET AND FINANCE COMMITTEE:

- Chandra Brown Stewart
- William Ronald Graham
- Meredith Mitchell Hamilton, **Vice Chair**
- Lenus M. Perkins, **Chair**
- James H. Shumock
- Steven H. Stokes, M.D.
- Michael P. Windom

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DEVELOPMENT, ENDOWMENT AND INVESTMENTS CTE.:

- Chandra Brown Stewart
- Scott A. Charlton, M.D.
- Luis Gonzalez
- Robert D. Jenkins III
- Steven H. Stokes, M.D., **Vice Chair**
- Michael P. Windom, **Chair**
- James A. Yance

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EVALUATION AND COMPENSATION COMMITTEE:

- Steven P. Furr, M.D.
- Luis Gonzalez, **Vice Chair**
- Robert D. Jenkins III, **Chair**
- Arlene Mitchell
- Lenus M. Perkins
- James H. Shumock
- Ronnie Stallworth, Sr.

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HEALTH AFFAIRS COMMITTEE:

- Steven P. Furr, M.D.
- William Ronald Graham
- Meredith Mitchell Hamilton
- Arlene Mitchell, **Vice Chair**
- James H. Shumock, **Chair**
- Steven H. Stokes, M.D.
- James A. Yance

Click to view Health Affairs Committee Charge

LONG-RANGE PLANNING COMMITTEE:

- Scott A. Charlton, M.D.
- William Ronald Graham, **Chair**
- Meredith Mitchell Hamilton
- Robert D. Jenkins III
- Ronnie Stallworth, Sr.
- James A. Yance, **Vice Chair**

Click to view Long-Range Planning Committee Charge

UNIVERSITY OF SOUTH ALABAMA

Committee Charge: Executive Committee

Overall Roles and Responsibilities:

The Executive Committee has the power to transact all business of the Board of Trustees in the interim between meetings of the Board and may perform all duties and transact business necessary for the well-being of the University, including, but not limited to, matters related to real estate, personnel, investments, and athletics. However, action by the full Board is required to amend the Bylaws, remove officers of the Board, select or remove the President of the University, issue bonded indebtedness on behalf of the University, or as otherwise determined by the full Board.

Responsibilities:

Specific responsibilities of the Committee include:

- Act as a Governance Committee responsible for Trustee matters, including, but not limited to, service, honorary designations, efficiency, educational development, and travel

Meetings:

With notice from the President or the Chair *pro tempore*, the Executive Committee may meet at any time.

Membership:

The Chair *pro tempore* of the Board of Trustees shall appoint an Executive Committee consisting of seven (7) members of the Board, subject to the approval of the Board, with terms concurrent with the term of the Chair *pro tempore*, who serves as Chair of the Executive Committee. The Chair *pro tempore* shall consider appointing members with backgrounds in, and knowledge of, general business and executive leadership.

Adopted September 9, 2016

Committee Charge: Academic Excellence and Student Success Committee

Overall Roles and Responsibilities:

The Academic Excellence and Student Success Committee shall be responsible for receiving and reviewing information relevant to issues involving academic affairs and student affairs at the University.

Responsibilities:

Specific responsibilities of the Committee include:

- Consider approval of faculty who are recommended for tenure and promotion
- Consider approval of faculty who are recommended for the status of Distinguished Professor
- Consider approval of retired faculty and administrators who are recommended for emeritus status
- Consider approval of faculty who are recommended for sabbaticals
- Consider approval of recommended rates of tuition and fees
- Consider approval of recommended housing and meal plan rates
- Consider approval of honorary doctorate degrees as recommended
- Consider approval of recommended individuals for special recognition or commendation for distinguished service or contributions to the university
- Consider approval of a recommended Quality Enhancement Plan, as required by the Southern Association of Colleges and Schools, Commission on Colleges, as part of the Institution's decennial reaffirmation of accreditation

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:

Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider appointing members with backgrounds in, and knowledge of, education, general business and executive leadership.

Reports:

The following reports are commonly submitted by the University Administration for consideration by the Committee:

- Memos from University President, Provost and Dean of College of Medicine, containing recommendations for tenure and promotion (submitted annually prior to June meeting)
- Memo from University President containing recommendations for Distinguished Professor (submitted as needed)
- Memo from University President containing recommendations for emeritus professor (submitted annually)
- Memo from University President containing recommendations for sabbaticals (submitted annually)

- Memo from University President, with attached schedules, recommending tuition and fee recommendations for adjustments to tuition and fees, and housing and meal plan charges (submitted annually)
- Memos from University President and Provost, recommending the awarding of honoring doctorates (submitted as warranted)
- Memo from University President containing recommendations for special recognition or commendation (submitted as warranted)
- Proposal recommending the selection of a Quality Enhancement Plan, prepared by University Committee at the direction the Provost (submitted every ten years)

Adopted March 15, 2024

Committee Charge: Audit Committee

Overall Roles and Responsibilities:

The Audit Committee shall be responsible for the oversight and integrity of the audited financial statements and other financial reports; performance of the University's internal and external audit functions; selection of an external auditor; assurance that the University is performing self-assessment of operating risks and evaluations of internal controls on a regular basis; the study and review of all reports and other correspondence from external auditors; and the submission of audit reports and recommendations to the Board of Trustees. The Executive Director of Internal Audit shall be accountable to the Board of Trustees through the Audit Committee, and shall make reports to the Audit Committee as appropriate.

Responsibilities:

Specific responsibilities of the Committee include:

General

- Provide an open avenue of communication between Internal Audit, the external auditors, and the Board of Trustees
- Approve the engagement of external auditors retained by the University

Financial

- Review significant accounting and reporting issues at the University, including complex or unusual transactions
- Understand the scope of internal and external auditors' review of internal controls over financial reporting
- Review the University's annual financial statements and other documents with external auditors to determine if the information provided is complete and appropriate
- Review the findings of any audits, examinations or reviews by regulatory agencies

Internal Audit

- Approve the Office of Internal Audit Charter
- Approve the Office of Internal Audit annual risk-based audit plan
- Discuss the overall audit results with the Executive Director of Internal Audit
- Ratify decisions regarding the remuneration, appointment and removal of the Executive Director of Internal Audit
- Ratify decisions regarding the budget and resource plan of the Office of Internal Audit
- Review the effectiveness of the internal audit function on an ongoing basis

Risk & Compliance

- Discuss with management the University's major policies with respect to risk assessment and risk management
- Obtain regular updates from management regarding compliance matters, including University legal counsel, when deemed necessary

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:

Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider appointing members with backgrounds in, and knowledge of, finance, accounting, education, not-for-profit administration, auditing, information technology, general business and executive leadership.

Reports:

The following reports are commonly submitted by the University Administration for consideration by the Committee:

- Annual audited financial statements
- Annual audit reports of the University's federally sponsored activity (A-133 report)
- Annual report to the Board from the University's external auditors related to internal control (management letter)
- Annual reports of agreed-upon procedures with respect to the University's intercollegiate athletic activities
- Office of Internal Audit reports
- Annual reports from the State of Alabama Examiners of Public Accounts with respect to the University's compliance with state laws and regulations

Adopted June 3, 2022

Committee Charge: Budget and Finance Committee

Overall Roles and Responsibilities:

The Budget and Finance Committee shall be responsible for the review and study of budget requests; recommending comprehensive budgets; review and study of real estate transactions and matters related to facilities construction and infrastructure maintenance; and submitting such reports and recommendations to the Executive Committee of the Board and/or the full Board, as deemed necessary and appropriate.

Responsibilities:

Specific responsibilities of the Committee include:

- Recommend financial policies that are consistent with institutional priorities and serve to improve the financial health and integrity of the University
- Review and recommend an annual operating budget for the University
- Review quarterly unaudited financial reports
- Review and recommend all proposed capital debt issues to ensure that such proposed debt is appropriate and within the University's ability to service such debt
- Review the anticipated financial impact of new academic, research and other initiatives within the University
- Review the anticipated financial impact of organizational and structural changes to USA Health to ensure that such changes will not have an adverse impact on the University's financial position
- Review any other financial plans or initiatives that could potentially have adverse impacts on the University

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:

Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider appointing members with backgrounds in, and knowledge of, finance, accounting, auditing, general business and executive leadership.

Reports:

The following reports are commonly submitted by the University Administration for consideration by the Committee:

- Quarterly unaudited financial statements for combined and divisional University operations
- USA Financial Report
- Annual University budgets, with supporting documentation, to be presented prior to the fiscal year being presented
- Other financial reports as deemed appropriate and necessary

Committee Charge: Development, Endowment and Investments Committee

Overall Roles and Responsibilities:

The Development, Endowment and Investments Committee shall be responsible for establishing policies and guidelines to oversee the University's Development and Alumni Relations programs, invest and manage the University's endowment and other investment funds, and for submitting such reports and recommendations to the Executive Committee of the Board and/or the Board of Trustees, as deemed necessary and appropriate.

Responsibilities:

Specific responsibilities of the Committee that are related to the Division of Development and Alumni Relations:

- Assess progress towards goals
- Establish and review fundraising policies
- Provide oversight to the management and operation of programs of the Division of Development and Alumni Relations
- Participate in the development process

Specific responsibilities of the Committee that are related to the University's endowment and other investment programs:

- Review endowment fund assets according to prudent standards as established in the law of the State of Alabama and in policies established and approved by the Board of Trustees
- Establish and periodically review endowment investment policy
- Review the endowment funds risk tolerance and investment horizon
- Receive reports concerning the selection of qualified investment professionals, including Investment manager(s), investment consultant(s), and custodian(s)
- Review reports on the performance of the investment manager(s) to assure adherence to policy guidelines and monitor investment objective progress
- Establish policies and guidelines to ensure proper control procedures; for example, replacement of investment manager(s) due to fundamental changes in investment management process or failure to comply with established guidelines

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:

Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider the appointment of members with backgrounds in, and knowledge of, finance, fundraising, nonprofit administration, investment management, general business and executive leadership.

Reports:

The following reports related to the Division of Development and Alumni Relations are commonly submitted by the University Administration for consideration by the Committee:

- Annual year-end fundraising results and fundraising goals for the succeeding year
- Quarterly campaign progress reports
- Recommendations for donor appreciation and naming resolutions

The following reports related to the University's endowment and other investment programs are commonly submitted by the University Administration for consideration by the Committee:

- Quarterly performance reports
- Annual investment manager reports
- Annual evaluation of endowment and non-endowment investments policies (as required by SACS)

Adopted September 9, 2016

UNIVERSITY OF SOUTH ALABAMA

Committee Charge: Evaluation and Compensation Committee

Overall Roles and Responsibilities:

The Evaluation and Compensation Committee shall be responsible for conducting periodic performance reviews of the President and recommending to the Board an appropriate compensation package for the President.

Responsibilities:

Specific responsibilities of the Committee include:

- Establish appropriate metrics for evaluating the President based on the role and responsibilities identified for the position and identify individuals within and outside the University to be interviewed concerning the President's performance and the effectiveness of the University in meeting its strategic goals
- Conduct an annual performance review of the President based on the established metrics and present findings to the Board
- On an annual basis, recommend for approval by the Board of Trustees an appropriate compensation package for the President

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:

Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider appointing members with backgrounds in, and knowledge of, general business and executive leadership.

Adopted September 9, 2016

UNIVERSITY OF SOUTH ALABAMA

Committee Charge: Health Affairs Committee

Overall Roles and Responsibilities:

The Health Affairs Committee is responsible for providing guidance to and receiving reports from University of South Alabama Health system and College of Medicine leadership. It will consider and make recommendations requiring Board action relating to the hospitals, ambulatory services, the Mitchell Cancer Institute and the College of Medicine.

Responsibilities:

Specific responsibilities of the Committee include:

- Recommend approval of medical staff appointments and reappointments for USA Health
- Recommend approval of University of South Alabama Medical Staff Bylaws revisions
- Recommend approval of the University of South Alabama Medical Staff Rules & Regulations revisions
- Recommend approval of major capital requests

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:
Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider appointing members with backgrounds in, and knowledge of, medical affairs, health care delivery and hospital systems. As provided by the Board Bylaws, the Committee includes, as non-voting *ex officio* members, the President, the Vice President for Medical Affairs, the Dean of the College of Medicine, the President of the Medical Staff of the University of South Alabama Medical Center and the Vice President for USA Health.

Reports:

The following reports are commonly submitted by the University Administration for consideration by the Committee:

- State and national healthcare policy updates
- USA Health updates
- Construction updates
- Introduction of patient stories
- Tri-annual community health needs assessment

Adopted September 9, 2016

UNIVERSITY OF SOUTH ALABAMA

Committee Charge: Long-Range Planning Committee

Overall Roles and Responsibilities:

The Long-Range Planning Committee shall be responsible for long-range plan recommendations; review of new and existing academic programs; academic planning and organization; mission statement and statements of role and scope; review of planning for new facilities; and other matters which may be referred to it by the President or the Board.

Responsibilities:

Specific responsibilities of the Committee include:

- Recommend a Strategic Plan which specifies the mission, goals and objectives for the University
- Periodic review of the University's progress to attain its mission, goals and objectives as specified in the Strategic Plan
- Periodic recommendation of changes to the Strategic Plan as needed

Meetings:

The Committee shall meet upon the call of the President, the Chair *pro tempore*, or the Chair of the Committee. Meetings typically occur on the day prior to the regularly-scheduled quarterly meetings of the Board of Trustees, but may be called to take place at any time.

Membership:

Committee members and the Chair and the Vice Chair of the Committee shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*. The Chair *pro tempore* shall consider the appointment of members with backgrounds in, and knowledge of, education, general business and executive leadership.

Reports:

The following reports are commonly submitted by the University Administration for consideration by the Committee:

- University Scorecard with data measuring progress by the University at achieving the goals and objectives established by the Strategic Plan (submitted annually)
- Proposed revisions to the strategic plan from the University's Committee on Planning Assessment and Finance (submitted annually, if needed)

Adopted September 9, 2016