

UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES MEETINGS

WHIDDON ADMINISTRATION BUILDING – PRESIDENT’S OFFICE (STE. 130), BOARD ROOM

DECEMBER 7, 2023

1:30 P.M.

**AUDIT COMMITTEE – RON GRAHAM, CHAIR**

- 1 Roll Call
- 2 Approve: [Minutes](#)
- 3 Report: KPMG Audit Reports, Year Ended September 30, 2023
- 4 Approve: Ratification of Internal Audit Budget
- 5 Report: [Office of Internal Audit](#)

**DEVELOPMENT, ENDOWMENT AND INVESTMENTS COMMITTEE – JIM YANCE, CHAIR**

- 6 Roll Call
- 7 Approve: [Minutes](#)
- 8 Report: [Endowment and Investment Performance](#)
- 9 Recommendation to Approve: [Evaluation of the Endowment and Non-Endowment Investment Policies](#)
- 10 Recommendation to Approve: [Directors of the Jaguar Athletic Fund., Inc.](#)
- 11 Report: Development and Alumni Relations

**HEALTH AFFAIRS COMMITTEE – JIMMY SHUMOCK, CHAIR**

- 12 Roll Call
- 12.A Approve: [Revised Agenda](#)
- 13 Approve: [Minutes](#)
- 14 Recommendation to Approve: [USA Health Hospitals Medical Staff Appointments & Reappointments for August, September & October 2023](#)
- 15 Recommendation to Approve: [USA Health Hospitals Medical Staff Bylaws and Associated Documents Revisions](#)
- 16 Recommendation to Approve: [USA Health Hospitals Nomination of Medical Executive Committee Chair-Elect Officers for 2024 and 2025](#)
- 17 Recommendation to Approve: [Department of Neurology Waiver of Eligibility Request](#)
- 17.A Recommendation to Approve: [Department of Urology Waiver of Eligibility Request](#)
- 18 Recommendation to Approve: [Revised Bylaws of the University of South Alabama Health Care Authority](#)
- 19 Report: USA Health and Whiddon College of Medicine

**ACADEMIC AND STUDENT AFFAIRS COMMITTEE – MIKE WINDOM, CHAIR**

- 20 Roll Call
- 21 Approve: [Minutes](#)
- 22 Recommendation to Approve: [Sabbatical Awards](#)
- 23 Recommendation to Approve: [Faculty Emeritus](#)
- 24 Recommendation to Approve: [Tenure](#)
- 25 Report: Academic Affairs
- 26 Report: Student Affairs
- 27 Report: Diversity and Community Engagement
- 28 Report: Research and Economic Development

**BUDGET AND FINANCE COMMITTEE – TOM CORCORAN, CHAIR**

- 29 Roll Call
- 29.A Approve: [Revised Agenda](#)
- 30 Approve: [Minutes](#)
- 31 Report: University of South Alabama 2023 Financial Report
- 32 Recommendation to Approve: [Parameters Resolution Respecting the University’s Series 2023-A and Series 2023-B Bonds](#)
- 33 Report: Public Safety
- 34 Report: University Facilities

**LONG-RANGE PLANNING COMMITTEE – CHANDRA BROWN STEWART, CHAIR**

- 35 Roll Call
- 36 Approve: [Minutes](#)
- 37 Recommendation to Approve: [University of South Alabama Strategic Planning Priorities](#)

**COMMITTEE OF THE WHOLE – ARLENE MITCHELL, CHAIR**

- 38 Roll Call
- 39 Approve: Minutes of the [Committee of the Whole, Evaluation and Compensation Committee and Executive Committee](#)
- 40 Recommendation to Approve: [Revised Bylaws of the Board of Trustees of the University of South Alabama](#)
- 41 Recommendation to Approve: [Commendation of Ms. Laura Schratt](#)
- 42 Approve: Executive Session

DECEMBER 8, 2023

9:00 A.M.

**BOARD OF TRUSTEES MEETING – ARLENE MITCHELL, CHAIR PRO TEMPORE**

- 1 Roll Call
- 1.A Approve: [Revised Agenda](#)
- 2 Approve: [Minutes](#)
- 3 Approve: [Revised Bylaws of the Board of Trustees of the University of South Alabama](#)
- 4 Report: University President
- 5 Report: Faculty Senate President
- 6 Report: Student Government Association President
- 7 Approve: Consent Agenda Resolutions
  - [Evaluation of Endowment and Non-Endowment Investment Policies](#)
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- 8 Report: Audit Committee
- 9 Report: Development, Endowment and Investments Committee
- 10 Report: Health Affairs Committee
- 11 Report: Academic and Student Affairs Committee
- 12 Approve: [Tenure](#)
- 13 Report: Budget and Finance Committee
- 14 Approve: [Parameters Resolution Respecting the University’s Series 2023-A and Series 2023-B Bonds](#)
- 15 Report: Long-Range Planning Committee
- 16 Approve: [University of South Alabama Strategic Planning Priorities](#)
- 16.A Report: Evaluation and Compensation Committee
- 16.B Approve: [President’s Employment Contract](#)
- 17 Approve: [Commendation of Ms. Laura Schratt](#)

# UNIVERSITY OF SOUTH ALABAMA BOARD OF TRUSTEES



## MEETING SCHEDULE

### **THURSDAY, DECEMBER 7, 2023:**

**1:30 p.m.      Committee Meetings (consecutive)**

**Whiddon Administration Bldg.  
President's Office (Ste. 130), Board Room**

### **FRIDAY, DECEMBER 8, 2023:**

**9:00 a.m.      Board of Trustees Meeting**

**Whiddon Administration Bldg.  
President's Office (Ste. 130), Board Room**



# UNIVERSITY OF SOUTH ALABAMA

## BOARD OF TRUSTEES

### STANDING COMMITTEES

2022-2025

#### EXECUTIVE COMMITTEE:

- Arlene Mitchell, **Chair pro tempore**
- Katherine Alexis Atkins, **Vice Chair**
- Lenus Perkins, **Secretary**
- E. Thomas Corcoran
- Steven P. Furr, M.D.
- James H. Shumock
- James A. Yance

#### DEVELOPMENT, ENDOWMENT AND INVESTMENTS COMMITTEE:

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

#### ACADEMIC AND STUDENT AFFAIRS COMMITTEE:

- Scott A. Charlton, M.D.
- Steven P. Furr, M.D., **Vice Chair**
- Luis Gonzalez
- William Ronald Graham
- Robert D. Jenkins III
- Bill W. Lewis II
- Lenus M. Perkins
- Michael P. Windom, **Chair**

#### EVALUATION AND COMPENSATION COMMITTEE:

- Katherine Alexis Atkins
- Scott A. Charlton, M.D., **Vice Chair**
- E. Thomas Corcoran
- Steven P. Furr, M.D.
- Luis Gonzalez
- Robert D. Jenkins III, **Chair**
- James H. Shumock
- Michael P. Windom

#### AUDIT COMMITTEE:

- Katherine Alexis Atkins, **Vice Chair**
- E. Thomas Corcoran
- William Ronald Graham, **Chair**
- Robert D. Jenkins III
- Bill W. Lewis II
- Lenus M. Perkins

#### HEALTH AFFAIRS COMMITTEE:

- Chandra Brown Stewart
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- E. Thomas Corcoran
- Steven P. Furr, M.D., **Vice Chair**
- James H. Shumock, **Chair**
- Steven H. Stokes, M.D.
- James A. Yance
- G. Owen Bailey, ex officio
- Jo Bonner, ex officio
- John V. Marymont, M.D., ex officio
- Jon Simmons, M.D., ex officio

#### BUDGET AND FINANCE COMMITTEE:

- Katherine Alexis Atkins
- Chandra Brown Stewart
- E. Thomas Corcoran, **Chair**
- William Ronald Graham
- Lenus Perkins, **Vice Chair**
- James H. Shumock
- Steven H. Stokes, M.D.

#### LONG-RANGE PLANNING COMMITTEE:

- Chandra Brown Stewart, **Chair**
- Robert D. Jenkins III
- Lenus M. Perkins
- Bill W. Lewis II
- Steven H. Stokes, M.D., **Vice Chair**
- Michael P. Windom
- James A. Yance

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**MEETING AGENDA  
AND MINUTES**

UNIVERSITY OF SOUTH ALABAMA  
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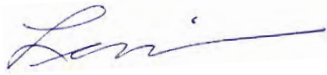
UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

Board of Trustees

**DATE:** November 28, 2023

**TO:** USA Board of Trustees

**FROM:** Lenus M. Perkins   
Secretary, Board of Trustees

**SUBJECT:** Meeting Minutes

Included herein are the unapproved minutes for the Board of Trustees and standing committee meetings held on September 7, 8 and 26, and on October 30, 2023. Please review these documents for approval or amendment at the meetings on December 7 and 8, 2023.

**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.

USA Board of Trustees  
September 8, 2023  
Page 10

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:

Respectfully submitted:

Lenus M. Perkins, Secretary

Arlene Mitchell, Chair pro tempore



**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**AUDIT COMMITTEE**

**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 indicators moving forward.

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

Respectfully submitted:

William Ronald Graham, Chair



2023

# Office of Internal Audit Annual Report

## Performance, Activities & Disclosures

*Prepared for the:*

University of South Alabama Board of  
Trustees Audit Committee

*Issued: 11/2023*

## TABLE OF CONTENTS

TABLE OF CONTENTS.....	1
EXECUTIVE SUMMARY .....	2
INTERNAL AUDIT PROJECT SUMMARY .....	2
COMPLETION OF FY23 AUDIT PLAN.....	2
OUTSTANDING ISSUED RECOMMENDATIONS .....	3
IIA STANDARDS REPORTING .....	3

## EXECUTIVE SUMMARY

The Fiscal Year 2023 (FY23) Office of Internal Audit (OIA) Annual Report provides quantitative and qualitative data for benchmarking key departmental operational factors, a summary of audits and projects completed, an update on outstanding recommendations and the Quality Assessment and Improvement Process (QAIP), as well as other mandatory reporting.

OIA has budgeted staffing of seven full-time employees (Director, 2 Supervisors, 4 Staff Level). During FY23, OIA was fully staffed for approximately 6 months.

During FY23, OIA staff worked to complete the below projects and achieve a number of KPIs.

## INTERNAL AUDIT PROJECT SUMMARY

The below table provides a summary of the major internal audit engagements completed during FY23.

Project Type	Area
Audit	Clinical Faculty Physician PTO
Audit	Student Health Center Auxiliary
Audit	Physician Licensure
Audit	HCA Copayment Collection
Audit	Clinical Trials List Audit
Follow-up	Radiation Oncology Follow-up
Follow-up	Pharmacy Department Follow-up
Follow-up	Undergrad Admissions: Test Optional Policy Follow-up
Consultation	MCOB Fund Analysis
Consultation	Clinical Trial Billing Complaint
Consultation	Scholarship OCR Criteria Review
Investigation	Allied Health – Petty Cash/Grant Documentation
Investigation	USA Health IT TEAMS Chat Monitoring
External Assist	NCAA Agreed Upon Procedures
External Assist	Ascension Providence Inventory Count Observation
Annual Activity	FY24 Audit Plan

Four additional engagements, started in FY23, were still in progress at the end of FY23. Those four are expected to be wrapped up in FY24 (Controlled Substance Administration, Coach Run Camps, Third Party Contract, NCAA AUP).

## COMPLETION OF FY23 AUDIT PLAN

Due to turnover of internal audit staff during FY23, including the Executive Director, along with the number of audits deferred from FY22 to FY23, progress on the FY23 Audit Plan did not meet OIA's expectations. In September 2023, the Audit Committee approved a continuation of the FY23 Audit Plan into FY24.

## OUTSTANDING ISSUED RECOMMENDATIONS

In accordance with the IIA Standard 2500 Monitoring Progress: The chief audit executive must establish and maintain a system to monitor the disposition of results communicated to management.

OIA is required to determine if management has taken appropriate action regarding observations noted in audit reports. OIA tracks issued recommendation status on a quarterly basis. This process requests updates from management as to the implementation status of stated management action plans. The below table provides detail on recommendation actions during FY23.

Description	Period	# of Recommendations
Outstanding Recommendations	Beginning FY23	22
LESS: Management Noted as Implemented	During FY23	(17)
LESS: IA Closed (due to follow-up/other)	During FY23	(5)
LESS: Management Accepted Risk	During FY23	0
ADD: Newly Issued OIA Recommendations	During FY23	22
Outstanding Recommendations	Ending FY23	22

## IIA STANDARDS REPORTING

Organizational Independence: In accordance with the IIA Standard 1110 Organizational Independence: The chief audit executive must report to a level within the organization that allows the internal audit activity to fulfill its responsibilities. The chief audit executive must confirm to the board, at least annually, the organizational independence of the internal audit activity.

**USA's OIA reports administratively to the Chief Administrative Officer and functionally to the USA Board of Trustees Audit Committee. Reporting functionally to the Board of Trustees Audit Committee promotes the independence necessary for OIA to adequately perform duties and be in compliance with the standards.**

Impairment to Independence or Objectivity: In accordance with the IIA Standard 1130 Impairment to Independence or Objectivity: If independence or objectivity is impaired in fact or appearance [including personal conflict of interest, scope limitations, restrictions on access], the details of the impairment must be disclosed to appropriate parties. The nature of the disclosure will depend upon the impairment.

**USA's OIA staff complete a Conflict of Interest form for all audits to enable the identification of potential independence or objectivity impairments. If identified, these are evaluated and disclosed as appropriate. USA's OIA noted no scope limitations or restrictions on access during FY23.**

Communicating Management's Acceptance of Risks: In accordance with the IIA Standard 2600 Communicating the Acceptance of Risks: When the chief audit executive concludes that management has accepted a level of risk that may be unacceptable to the organization, the chief audit executive must discuss the matter with senior management. If the chief audit executive determines that the matter has not been resolved, the chief audit executive must communicate the matter to the board.

**USA's OIA noted no such instances during FY23.**

External Assessments: In accordance with the IIA Standard 1312 External Assessments: External assessments must be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the organization.

**USA engaged Warren Averett to complete an external Quality Assessment Review (QAR) in 2019. The resulting overall assessment was that USA’s OIA “Partially Conforms” with the Standards and the IIA Code of Ethics, noting 47 conformance gaps and 38 conformance improvement items. There are currently 6 conformance gaps and 7 conformance improvement items that need to be addressed from the 2019 report. The next external assessment is planned during FY24.**

Reporting on the Quality Assurance & Improvement Program: In accordance with the IIA Standard 1320 Reporting on the Quality Assurance & Improvement Program: The chief audit executive must communicate the results of the quality assurance & improvement program to senior management and the board.

**USA’s OIA received approval from the Board of Trustees Audit Committee for the Quality Assurance & Improvement Program in June 2021. Additionally, OIA presented the results of the internal QAR to the Board of Trustees Audit Committee in September 2021. OIA continued to evaluate and make process improvements, as appropriate, throughout FY23.**

Disclosure of Non-Conformance: In accordance with the IIA Standard 1322 – Disclosure of Nonconformance: When nonconformance with the Code of Ethics or the Standards impacts the overall scope or operation of the internal audit activity, the chief audit executive must disclose the nonconformance and the impact to senior management and the board.

**USA’s OIA noted no instances of non-conformance, other than those detailed in the Warren Averett QAR report, during FY23.**

*For further information regarding this report, please contact:*

Peter Susman, CPA – Chief Administrative Officer  
307 University Blvd. North, AD300, Mobile, AL 36688  
251-341-4991

[psusman@southalabama.edu](mailto:psusman@southalabama.edu)



**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**DEVELOPMENT, ENDOWMENT  
AND INVESTMENTS COMMITTEE**

**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.

Development, Endowment and Investments Committee  
September 7, 2023  
Page 2

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 Endowment Investment Performance Review/Analysis

Fiscal Year 2023

## USA Endowment Fund Performance Fiscal Year to Date

October 1, 2022 to September 30, 2023

- USA Endowment Fund is up 11.11% versus its blended benchmark return of 13.34%. The USA Endowment Fund underperformed its blended benchmark by 2.23% for the fiscal year.

## USA Endowment Manager Performance Fiscal Year to Date

October 1, 2022 to September 30, 2023

Individual Manager versus Benchmark performance:

- Commonfund was up 11.10% versus its benchmark return of 11.13%.
- Charles Schwab was up 15.78% versus its benchmark return of 14.24%.
- Douglas Lane was up 14.35% versus its benchmark return of 21.61%.
- Gerber Taylor was up 10.92% versus its benchmark return of 5.53%.
- Gerber Taylor International was up 12.90% versus its benchmark return of 25.64%.
- Hancock Whitney was up 8.84% versus its benchmark return of 12.82%.
- JP Morgan was up 9.39% versus its benchmark return of 13.20%.
- USAFund (Student Investment Fund) was up 15.55% versus its benchmark return of 21.61%.

## USA Endowment Annualized Fund Performance Since Inception

As of September 30, 2023

- USA Endowment Fund has an annualized return of approximately 5.36% since inception versus its blended benchmark return of approximately 4.34%. The USA Endowment Fund outperforms by 1.02% since inception.

## USA Endowment Investment Earnings and Appreciation Since Inception

March 31, 2000 to September 30, 2023

- USA Endowment Fund Market Value at Inception (March 31, 2000): \$5.7 million.
- USA Endowment Fund Net Invested Capital as of September 30, 2023: \$57.1 million.
- USA Endowment Fund Market Value as of September 30, 2023: \$187 million.
- USA Endowment Fund Income and Appreciation since Inception: \$129.9 million.

**RESOLUTION**

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

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

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

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

## **Endowment Funds Investment Policies and Guidelines**

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

### **I. Purpose of the Endowment Funds**

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

### **II. Purpose of the Investment Policy**

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

1. Define and assign the responsibilities of all involved parties.
2. Establish a clear understanding of all involved parties of the investment goals and objectives of Endowment Funds assets.
3. Offer guidance and limitations to Investment Manager(s) regarding the investment of Endowment Funds assets.
4. Establish a basis of evaluating investment results.
5. Manage Endowment Funds assets according to prudent standards as established in the laws of the State of Alabama.
6. Establish the relevant investment horizon for which the Endowment Funds assets will be managed.

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

### **III. Delegation of Authority**

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

1. Investment Management Consultant(s). The consultant may assist the Board of Trustees in: establishing investment policy, objectives, and guidelines; selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks as deemed appropriate.
2. Investment Manager(s). The investment manager has discretion to purchase or sell, in the University's name, the specific securities that will be used to meet the Endowment Funds investment objectives.
3. Funds Custodian(s). The custodian will physically (or through securities owned by the Fund) collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets, owned, purchased or sold as well as movement of assets into and out of the Endowment Funds accounts.

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

### **IV. Assignment of Responsibility**

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

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

#### **B. Responsibility of the Endowment Committee**

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

investment management of Endowment Funds assets include:

1. Projecting the Endowment Funds financial needs, and communicating such needs to the Investment Manger(s) on a timely basis.
2. Determining the Endowment Funds risk tolerance and investment horizon, and communicating these to the appropriate parties.
3. Establishing reasonable and consistent investment objectives, policies, time frames and guidelines which will direct the investment of the Endowment Funds assets.
4. Prudently and diligently selecting qualified investment professionals, including Investment Manager(s), Investment Consultant(s), and Custodian(s).
5. Regularly evaluating the performance of the Investment Manager(s) to assure adherence to policy guidelines and monitor investment objectives progress.
6. Developing and enacting proper control procedures: For example, replacing Investment Manager(s) due to fundamental changes in the investment management process, or failure to comply with established guidelines.
7. Making direct investments in cases in which selection of an investment manager is not appropriate.
8. Recommending an endowment spending policy to the Board of Trustees for approval.
9. Reporting periodically to the Board of Trustees Endowment Committee actions and recommendations and investment performance of the Endowment Funds.

### **C. Responsibility of the Investment Manager(s)**

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

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



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

1. Discretionary investment management including decisions to buy or sell individual securities, and to alter asset allocation with the annual guidelines established by the Endowment Committee.
2. Reporting, on a timely basis, quarterly investment performance results.
3. Providing monthly valuation of the investment portfolio based on the previous month's closing prices.
4. Communicating any major changes in economic outlook, investment strategy, or any other factors which affect implementation of investment process, or the investment objectives progress of the Endowment Funds investment management.
5. Informing the Endowment Committee regarding any qualitative change in the investment management organization. Examples include changes in portfolio management personnel, ownership structure, investment philosophy, etc.
6. Providing the Endowment Committee with proof of liability and fiduciary insurance coverage.
7. Acknowledging in writing an ability and agreement to invest within the guidelines set forth in the investment policy.
8. Meeting with the Endowment Committee at least annually.
9. Voting proxies on behalf of the Endowment Funds and communicating such voting records on a timely basis. In cases in which the University desires to vote proxies related to specific topics, it will so notify Manager(s).
10. The Board of Trustees may from time to time request that the Investment Manager(s) allocate commissions to those brokerage firms providing other investment management services to the University. Good execution and commission prices are primary considerations in routing business to the said brokerage firms. If at any time any Investment Manager believes that any policy guideline inhibits investment performance, it is their responsibility to communicate this to the Endowment Committee.

## **V. General Investment Principles**

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

3. Investment of the Endowment Funds shall be so diversified as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so.
4. The Board of Trustees may employ one or more investment managers of varying styles and philosophies to attain the Endowment Funds objectives.
5. Cash is to be employed productively at all times, by investment in short term cash equivalents to provide safety, liquidity, and return.

## **VI. Investment Objectives**

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

## **VII. Portfolio Composition and Risk**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**VIII. Spending Policy**

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

**IX. Volatility of Returns**

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

**X. Liquidity**

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

## **XI. Marketability of Assets**

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

## **XII. Investment Guidelines**

### **A. Allowable Assets**

1. Cash Equivalents
  - Treasury Bills
  - Money Market Funds
  - Common Fund Short Term Investment Fund
  - Commercial Paper
  - Banker's Acceptance
  - Repurchase Agreements
  - Certificates of Deposits
  
2. Fixed Income Securities
  - U.S. Government and Agency Securities
  - Corporate Notes and Bonds
  - Mortgage Backed Bonds
  - Preferred Stock
  - Fixed Income Securities of Foreign Governments and Corporations
  - Collateralized Mortgage Obligations
  
3. Fixed Income Alternatives
  - Arbitrage (merger, event, convertible, equity and fixed income arbitrage and pairs trading)
  - Event investing (restructurings, spin-offs, etc.)
  - Distressed securities
  - Long Short equities (U.S., global and sector funds)
  - Market neutral equities

- Short-biased equities
- Macro investing

4. Equity Securities

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

5. Private Equity

6. Mutual Funds

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

**Other Assets:**

**Derivative Securities: options and future contracts**

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

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

(Is now covered under the derivative section)

The Endowment will avoid highly leveraged strategies and managers who provide insufficient transparency of their actions for adequate monitoring of the risks they are taking.

**B. Guidelines for Fixed Income Investments and Cash Equivalents**

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

2. Money Market Funds selected shall contain securities whose credit rating at the absolute minimum would be rated investment grade by Standard and Poor's, and/or Moody's.
3. Investment in fixed income securities within the fixed income portfolio shall be restricted to only investment grade bonds rated BAA or higher. Any investment in below investment grade bonds shall be considered an equity or fixed income alternative investment.

### **C. Guidelines for Fixed Income Alternatives**

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

### **D. Limitations on Manager Allocations**

1. No more than 5% of the Endowment Fund assets shall be allocated to an individual Investment Manager.
2. No more than 25% of the Endowment Fund assets shall be allocated to a "Fund of Funds" or multi-manager fund.

## **XIII. Investment Manager Performance Review and Evaluation**

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

1. Investment performance which is significantly less than anticipated, given the discipline employed and risk parameters established, or unacceptable justification of poor results.
2. Failure to adhere to any aspect of this statement of investment policy, including communication and reporting requirements.
3. Significant qualitative changes to the investment management organization.

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

## **XIV. Investment Policy Review**

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

### **Investment Manager Selection**

1. The Endowment Committee will decide on guidelines for the desired investment philosophy, asset mix, and performance objectives of the new manager.
2. The Endowment Committee will employ, if appropriate, Investment Consultant(s) to identify potential managers.
3. Potential managers will be reviewed by the Endowment Committee in some or all of the following areas with the importance of each category determined by the Endowment Committee:

#### **Organization**

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

#### **Performance**

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

#### **Securities Summary – Equities**

- Yield
- Profit/earnings
- Quality
- Growth
- Beta

#### **Securities Summary – Fixed Income**

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

#### **Securities Summary – Fixed Income Alternative**



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

**Skill Set Analysis**

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

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

# **UNIVERSITY OF SOUTH ALABAMA NON-ENDOWMENT CASH POOL INVESTMENT POLICIES**

## **Purpose**

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

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

## **INVESTMENT OBJECTIVES**

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

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

## **Maintenance of Adequate Liquidity**

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

## **Return on Investments**

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

## **DELEGATION OF AUTHORITY**

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

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

## **IMPLEMENTATION OF THE INVESTMENT POLICY**

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

## **AUTHORIZED INVESTMENT INSTRUMENTS**

### **Short-Term Operational Funds**

#### **Safety of Capital**

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

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

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

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

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

3. Direct obligations of the United States or obligations unconditionally guaranteed as to principal and interest by the United States.
4. Obligations of a Federal Agency (including mortgage backed securities) or a sponsored instrumentality of the United States including but not limited to the following:
  - Federal Home Loan Bank (FHLB)
  - Federal Home Loan Mortgage Corporation (FHLMC)
  - Federal Farm Credit Banks (FFCB)
  - Government National Mortgage Association (GNMA)
  - Federal National Mortgage Association (FNMA)
  - Student Loan Marketing Association (SLMA)
  - Financing Corp (FICO)
  - Tennessee Valley Authority (TVA)
  - Government Trust Certificates (GTC)
5. Commercial paper of corporate issuers with a minimum quality rating of P-1 by Moody's, A-1 by Standard and Poor's or F-1 rating by Fitch. Corporate bonds will maintain a minimum "A" rating by both Moody's and Standard and Poor's at the time of purchase. No more than ten percent (10%) of the Total Cash and Investments shall be invested in a single corporation for Commercial Paper/Short-term Corporate Bonds and thirty-five percent (35%) per Federal Agency Obligation as described above. There will be no limit on U.S. Treasury Obligations. All such securities must have an active secondary market.

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

### **Intermediate-Term Investment of Operational Funds**

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

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

## **Long-Term Investment of Operational Funds**

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

## **PASS THROUGH OR DESIGNATED FUNDS**

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

## **PRUDENCE AND ETHICAL STANDARDS**

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

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

## **EFFECTIVE DATE**

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

## **Appendix A**



## University of South Alabama

### **Non-Endowment Equity and Alternative Investment Pool Guidelines**

#### **Purpose**

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

#### **Return on Investments**

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

#### **Oversight and Delegation of Authority**

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

#### **Investment Objectives**

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

#### **Portfolio Composition and Risk**

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

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

	<u>Range</u>	<u>Long-term neutral</u>
Equity	45-85%	70%
Alternative Investment	10-35%	30%

- B. The purpose of the equity component is to provide appreciation of principal that more than offsets inflation and to provide a growing stream of capital appreciation and current income. It is recognized that the pursuit of this objective could entail the assumption of greater market variability and risk than investment in fixed-income securities. Equity and equity-substitute investments are broadly defined as common stocks, high-yield bonds, reorganization securities, venture capital, leveraged buyout investments, equity real estate, exchange traded index funds, etc.
- C. The purpose of the alternative investment component is to provide the Equity and Alternative Pool a source of returns with low to negative correlation to equity markets and volatility of one third to one half that of the U.S. equity market, while still achieving equity-like returns of Treasury Bills plus 2-8% over time. The alternative investment component should normally represent approximately 10-35 percent of the total Equity and Alternative Pool.
- D. Any assets not committed to the alternative investment component shall be allocated to the equity fund. The equity fund should normally represent approximately 45-85 percent of total the Equity and Alternative Pool assets at market value. Although the actual percentage of equities will vary with market conditions, levels outside this range should be closely monitored.
- E. The Equity and Alternative Pool includes investments in several categories:

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

- F. Within the equity fund, certain investments can be included to provide a hedge against unanticipated, rapidly accelerating inflation. These include cash, real estate and oil and gas investments.
- G. The Equity and Alternative Pool investments shall be diversified both by asset class (e.g., equities and alternative investment securities) and within asset classes (e.g., within equities by economic sector, geographic area, industry, quality, and size). The purpose of diversification is to provide reasonable assurance that no single security or class of securities shall have a disproportionate impact on the endowment funds aggregate results. Equity securities in any single industry will



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

### **Spending Policy**

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

### **Line of Credit**

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

**RESOLUTION**

**DIRECTORS OF THE JAGUAR ATHLETIC FUND, INC.**

**WHEREAS**, pursuant to the amended bylaws of the Jaguar Athletic Fund, Inc. (“JAF”), the Board of Trustees of the University of South Alabama (“University”) shall approve the JAF slate of officers and directors, and

**WHEREAS**, the University and JAF have a history of interaction and cooperation that has served the interests of the University, and

**WHEREAS**, the JAF Board of Directors, through its Nominating Committee, is authorized to nominate officers and directors consistent with the aforesaid for consideration and approval by the University’s Board of Trustees, and

**WHEREAS**, the Nominating Committee of the JAF Board of Directors has nominated the following individuals to serve as JAF directors for three-year terms effective January 1, 2024, and expiring December 31, 2026,

- Milton “Tony” Wallace                      Men’s Golf
- Jill Showers-Chow                              Women’s Basketball

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama does hereby ratify the directors of the Jaguar Athletic Fund, Inc., as set forth.



UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

Department of Athletics

DATE: November 14, 2023

TO: President Jo Bonner

FROM: Joel Erdmann Athletics Director 

SUBJECT: New Jaguar Athletics Fund (JAF) Board Members

Please see the attached resolution for two new Jaguar Athletics Fund (JAF) Board of Directors. Tony Wallace and Jill Showers-Chow have been approved by the JAF Board and I am requesting they be approved by the Board of Trustees.

A handwritten signature in black ink that reads "Jo Bonner".

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**HEALTH AFFAIRS  
COMMITTEE**

**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

**MEMORANDUM**

USA Health

DATE: November 3, 2023

TO: Jo Bonner  
President

FROM: Owen Bailey, Chief Executive Officer

SUBJECT: Board Meeting Documents

Attached for review and approval by the Health Affairs Committee and the Board of Trustees are:

Resolution – USA Health Hospitals Medical Staff Appointments and Reappointments for August, September and October 2023

- USA Health Hospitals Medical Staff Appointments and Reappointments Board of Trustees Report

Resolution – USA Health Hospitals Nomination of Medical Executive Committee Chair-Elect Officers for 2024 and 2025

Resolution – Department of Neurology Waiver of Eligibility Request

- Waiver of Eligibility Request Summary
- Curriculum Vitae - Luis Carlos Mayor-Romero, M.D.

Resolution – USA Health Hospitals Medical Staff Bylaws/Associated Documents

- Summary of Proposed Revisions
- USA Health Hospitals FPPE (Focused Professional Practice Evaluation) and OPPE (Ongoing Professional Practice Evaluation) Policy

OB/kh

Attachments

**RESOLUTION**

**USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS FOR AUGUST, SEPTEMBER AND OCTOBER 2023**

**WHEREAS**, the USA Health Hospitals Medical Staff appointments and reappointments for August, September and October 2023 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.

**USA BOARD OF TRUSTEES REPORT  
USA HEALTH HOSPITALS MEDICAL STAFF  
APPOINTMENTS APPROVED IN AUGUST, SEPTEMBER, AND OCTOBER 2023**

**The following is a listing of recommendations for approval of new appointments, reappointments and other status changes of physicians and APP staff professionals. These have been reviewed and are recommended by the Medical Executive Committees of the respective hospitals.**

<b>New Appointments:</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>
Abraham, Ryan T., CRNA	Initial Appointment	APP USA	Anesthesiology	Initial Appointment	APP USA	Anesthesiology	N/A	N/A	N/A
Adams, Ben B., DO	N/A	N/A	N/A	Initial Appointment	Contract/Locums	Anesthesiology	N/A	N/A	N/A
Adams, Mason G., MD	N/A	N/A	N/A	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Al-Beshri, Ali S., MD	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine	N/A	N/A	N/A
Barouqa, Mohammad I., MD	Initial Appointment	Active USA	Pathology	Initial Appointment	Active USA	Pathology	Initial Appointment	Active USA	Pathology
Black, Jeffrey R., MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Blair, Evan T., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Booth, Daniel B., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Cantrell, Caleb B., MD	N/A	N/A	N/A	Initial Appointment	Active USA	Emergency Medicine	N/A	N/A	N/A
Cook, Taylor R., MD	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Dean, Sarah J., MD	Initial Appointment	Active	Pediatrics	Initial Appointment	Active	Pediatrics	N/A	N/A	N/A
Gonzalez Rodriguez, Angel, MD	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Green, III, John A., DO	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Greenspon, Yosef Y., MD	Initial Appointment	Contract/Locums	Surgery	N/A	N/A	N/A	N/A	N/A	N/A
Hurst, Anna C., MD	Initial Appointment	Active	Pediatrics	Initial Appointment	Active	Pediatrics	N/A	N/A	N/A
Jefferson, Richelle A., MD	Initial Appointment	Active USA	Family Medicine	Initial Appointment	Active USA	Family Medicine	Initial Appointment	Active USA	Family Medicine
Kucik, Corry J., MD	Initial Appointment	Contract/Locums	Anesthesiology	Initial Appointment	Contract/Locums	Anesthesiology	N/A	N/A	N/A
Kuhlman, Taylor S., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Michaelis, Taylor A., CRNA	Initial Appointment	APP USA	Anesthesiology	Initial Appointment	APP USA	Anesthesiology	N/A	N/A	N/A
Minto, Laura E., MD	Initial Appointment	Community Staff	Neurology	Initial Appointment	Community Staff	Neurology	N/A	N/A	N/A
Mondry, Martin G., MD	Initial Appointment	Contract/Locums	Anesthesiology	Initial Appointment	Contract/Locums	Anesthesiology	N/A	N/A	N/A
Motykievicz, Stacy L., CRNP	N/A	N/A	N/A	Initial Appointment	APP USA	Internal Medicine	Initial Appointment	APP USA	Internal Medicine
Mueller, Luke M., DO	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Munir, Ayesha, MD	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Park, John, CRNA	Initial Appointment	APP USA	Anesthesiology	Initial Appointment	APP USA	Anesthesiology	N/A	N/A	N/A
Rana, Hunaid N., MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Reeves, Mary B., CRNP	Initial Appointment	APP USA	Pediatrics	N/A	N/A	N/A	Initial Appointment	APP USA	Pediatrics
Richardson, Kenneth J., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Robin, Nathaniel H., MD	Initial Appointment	Active	Pediatrics	Initial Appointment	Active	Pediatrics	N/A	N/A	N/A
Robinson, Matthew A., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Rohe Lutkins, Megan E., CRNP	N/A	N/A	N/A	Initial Appointment	APP HCA/JAG	Internal Medicine	N/A	N/A	N/A
Shank, Sara G., MD	Initial Appointment	Active USA	Pediatrics	N/A	N/A	N/A	Initial Appointment	Active USA	Pediatrics
Simmons, Demetrius A., DO	Initial Appointment	Active USA	Ped. Emerg. Medicine	Initial Appointment	Active USA	Emergency Medicine	N/A	N/A	N/A
Snypes, Stephen R., MD	Initial Appointment	Active USA	Anesthesiology	Initial Appointment	Active USA	Anesthesiology	N/A	N/A	N/A
Stinson, Darryl D., MD	Initial Appointment	Contract/Locums	Radiology	Initial Appointment	Contract/Locums	Radiology	Initial Appointment	Contract/Locums	Radiology
Sutter, Claire S., MD	Initial Appointment	Active USA	Anesthesiology	Initial Appointment	Active USA	Anesthesiology	N/A	N/A	N/A
Tharp, Landen M., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Trussell, Jr., Raymond C., CRNA	Initial Appointment	APP USA	Anesthesiology	Initial Appointment	APP USA	Anesthesiology	N/A	N/A	N/A
Walker, Valerie A., CRNP	Initial Appointment	APP USA	Ped. Emerg. Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Watson, Robert C., MD	Initial Appointment	Consulting	Radiology	Initial Appointment	Consulting	Radiology	N/A	N/A	N/A
Winebrenner, Hans M., MD	Initial Appointment	Active USA	Anesthesiology	Initial Appointment	Active USA	Anesthesiology	N/A	N/A	N/A



**USA BOARD OF TRUSTEES REPORT  
USA HEALTH HOSPITALS MEDICAL STAFF  
APPOINTMENTS APPROVED IN AUGUST, SEPTEMBER, AND OCTOBER 2023**

NAME	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
	Type/Status	Category	Department	Type/Status	Category	Department	Type/Status	Category	Department
Reappointments:									
Adair, Jennifer G., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Abdalla, Ahmed, MD	Reappointment	Courtesy USA	Internal Medicine	Reappointment	Active USA	Internal Medicine	Reappointment	Court. USA/Act. USA	Internal Medicine
Archibald, Aston G., MD	Reappointment	Active USA	Anesthesiology	Reappointment	Active USA	Anesthesiology	N/A	N/A	N/A
Awan, Farida N., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Awan, Ghulam M., MD	Reappointment	Consulting USA	Internal Medicine	Reappointment	Active USA	Internal Medicine	Reappointment	Cons. USA/Act. USA	Internal Medicine
Batten, Lynn A., MD	Reappointment	Active USA	Pediatrics	Reappointment	Consulting USA	Pediatrics	Reappointment	Act. USA/Consult USA	Pediatrics
Beebe, Rachel W., PA	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery
Bell, Kelsey L., PA	Reappointment	APP USA	Ped. Emerg. Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Bender, Stephanie M., MD	Reappointment	Consulting HCA/JAG	Internal Medicine	Reappointment	Active HCA/JAG	Internal Medicine	Reappointment	Cons. JAG/Act. JAG	Internal Medicine
Billett, William, MD	Reappointment	Consulting	Psychiatry	Reappointment	Consulting	Psychiatry	N/A	N/A	N/A
Breslin, Jeanette W., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Broughton, William A., MD	Reappointment	Courtesy USA	Internal Medicine	Reappointment	Active USA	Internal Medicine	Reappointment	Court. USA/Act. USA	Internal Medicine
Brown, Amberlyn N., PA	Reappointment	APP USA	OBGYN	Reappointment	APP USA	OBGYN	Reappointment	APP USA	OBGYN
Bryan, Melissa S., CRNP	Reappointment	APP USA	Ped. Emerg. Medicine	Reappointment	APP USA	Emergency Medicine	Reappointment	APP USA	Ped. Emerg/Emerg. Med.
Burns, Rhoda E., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Carter, Amanda E., RN	Reappointment	APP Non-Privileged	OBGYN	Reappointment	APP Non-Privileged	OBGYN	N/A	N/A	N/A
Clarke, Kelly A., CRNP	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine
Cole-Guerrero, Kimberly A., DO	Reappointment	Active USA	Pediatrics	Reappointment	Courtesy USA	Pediatrics	Reappointment	Act. USA/Court. USA	Pediatrics
Cole-Guerrero, Kimberly A., DO	Reappointment	Active USA	Ped. Emerg. Medicine	N/A	N/A	N/A	Reappointment	Active USA	Ped. Emerg. Medicine
Dany, Mary M., CRNA	Reappointment	APP USA	Anesthesiology	Reappointment	APP USA	Anesthesiology	N/A	N/A	N/A
Davis, Jennifer J. CRNP	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery
Davis, Shannon N., CRNP	N/A	N/A	N/A	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery
Delaney, Wilson C., MD	Reappointment	Courtesy USA	Ped. Emerg. Medicine	Reappointment	Active USA	Emergency Medicine	N/A	N/A	N/A
Donahoe, David K., MD	Reappointment	Courtesy	Orthopaedics	Reappointment	Consulting	Orthopaedics	Reappointment	Courtesy/Consulting	Orthopaedics
Donnellan, Kimberly A., MD	Reappointment	Active HCA	Surgery	Reappointment	Active HCA	Surgery	Reappointment	Active HCA	Surgery
Drummond, Paula S., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Dyess, Donna L., MD	Reappointment	Active USA	Surgery	Reappointment	Active USA	Surgery	Reappointment	Active USA	Surgery
Everett, Kevin L., MD	Reappointment	Courtesy USA	Anesthesiology	Reappointment	Active USA	Anesthesiology	N/A	N/A	N/A
Fleck, Lorie G., MD	Reappointment	Active USA	Urology	Reappointment	Active USA	Urology	Reappointment	Active USA	Urology
Foster, Thomas E., MD	Reappointment	Community Staff	Neurology	Reappointment	Community Staff	Neurology	N/A	N/A	N/A
Freeman, Andrews G., MD	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Friedman, Richard A., MD	Reappointment	Community Staff	Neurology	Reappointment	Community Staff	Neurology	N/A	N/A	N/A
Galliani, Carlos A., MD	Reappointment	Active USA	Pathology	Reappointment	Active USA	Pathology	Reappointment	Active USA	Pathology
Hanjar, Abraham, MD	Reappointment	Active USA	Internal Medicine	Reappointment	Active USA	Internal Medicine	Reappointment	Active USA	Internal Medicine
Hellmich, Alexandria, CRNP	Reappointment	APP HCA	Internal Medicine	Reappointment	APP HCA	Internal Medicine	Reappointment	APP HCA	Internal Medicine
Hemphill, Michele L., RN	Reappointment	APP Non-Privileged	Internal Medicine	Reappointment	APP Non-Privileged	Internal Medicine	N/A	N/A	N/A
Henderson, Bret T., MD	Reappointment	Consulting	OBGYN	N/A	N/A	N/A	N/A	N/A	N/A
Herrera, Danilo V., MD	Reappointment	Courtesy	OBGYN	N/A	N/A	N/A	N/A	N/A	N/A
Holcomb, Jessica B., LPN	Reappointment	APP Non-Privileged	Pediatrics	Reappointment	APP Non-Privileged	Pediatrics	N/A	N/A	N/A
Hollensworth, Laura K., MD	Reappointment	Community Staff	Family Medicine	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A
Hummel, Ursula N., PA	Reappointment	APP USA	Neurosurgery	Reappointment	APP USA	Neurosurgery	Reappointment	APP USA	Neurosurgery
Imran, Hamayun, MD	Reappointment	Active USA	Pediatrics	Reappointment	Courtesy USA	Pediatrics	Reappointment	Act. USA/Court. USA	Pediatrics
Imran, Hamayun, MD	Reappointment	Active USA	Ped. Emerg. Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Inge, George, MD	Reappointment	Courtesy	OBGYN	N/A	N/A	N/A	N/A	N/A	N/A
King, Raquel C., CRNP	Reappointment	APP Non-Privileged	Family Medicine	Reappointment	APP Non-Privileged	Family Medicine	N/A	N/A	N/A

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	Type/Status	Category	Department	Type/Status	Category	Department	Type/Status	Category	Department
Reappointments: (Continued)									
Kirkland, II, Charles E., MD	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Kirkland, Lynne P., MD	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Kleinmann, Michael C., DO	Reappointment	Community Staff	Internal Medicine	Reappointment	Community Staff	Internal Medicine	N/A	N/A	N/A
Lambert, Dana R., CRNA	Reappointment	APP Contract/Locums	Anesthesiology	Reappointment	APP Contract/Locums	Anesthesiology	N/A	N/A	N/A
Little, Jr., Michael E., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Mace, Kyle M., PA	Reappointment	APP USA	Urology	Reappointment	APP USA	Urology	Reappointment	APP USA	Urology
Madelaire, Carlina N., MD	Reappointment	Courtesy USA	Pathology	Reappointment	Active USA	Pathology	Reappointment	Court. USA/Act. USA	Pathology
Marri, Preethi R., MD	Reappointment	Active USA	Pediatrics	Reappointment	Consulting USA	Pediatrics	Reappointment	Act. USA/Cons. USA	Pediatrics
Marri, Preethi R., MD	Reappointment	Active USA	Ped. Emerg. Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Martino, Anthony M., MD	Reappointment	Active USA	Neurosurgery	Reappointment	Active USA	Neurosurgery	Reappointment	Active USA	Neurosurgery
Mauldin, Teresa L., RN	Reappointment	APP	OBGYN	Reappointment	APP	OBGYN	N/A	N/A	N/A
McDonald, Tyler C., MD	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics
McDonough, Lisa H., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Milling, Nell F., PA	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine
Minchew, Leigh A., CRNP	Reappointment	APP USA	GYN	N/A	N/A	N/A	Reappointment	APP USA	GYN
Mizell, Rachel B., CRNP	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine
Moore, Allie O., CRNP	Reappointment	APP USA	OBGYN	N/A	N/A	N/A	Reappointment	APP USA	OBGYN
Moore, Margaret T., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Mullens, Jess H., MD	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics
Nagaraddi, Venkatesh N., MD	Reappointment	Consulting	Neurology	Reappointment	Consulting	Neurology	N/A	N/A	N/A
Nichols, Amy C., CCCA	Reappointment	APP USA	Surgery	N/A	N/A	N/A	Reappointment	APP USA	Surgery
Nichols, Brandon W., MD	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology
Nicholson, Torrence L., MD	Reappointment	Community Staff	Family Medicine	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A
Norman, Cindy L., CRNP	Reappointment	APP Non-Privileged	Family Medicine	Reappointment	APP Non-Privileged	Family Medicine	N/A	N/A	N/A
Obiaka, Uzoma C., MD	Reappointment	Active USA	Pediatrics	Reappointment	Active USA	Pediatrics	Reappointment	Active USA	Pediatrics
Orr, Elizabeth M., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Outlaw, Kitti K., MD	Reappointment	Consulting	Surgery	N/A	N/A	N/A	N/A	N/A	N/A
Pack-Mabien, Ardie V., CRNP	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine	Reappointment	APP USA	Internal Medicine
Parker, Sandra K., MD	Reappointment	Consulting	Psychiatry	Reappointment	Consulting	Psychiatry	N/A	N/A	N/A
Parsell, Karen E., MD	Reappointment	Active USA	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Pelekanos, Sharon F., PA	Reappointment	APP USA	Neurosurgery	Reappointment	APP USA	Neurosurgery	Reappointment	APP USA	Neurosurgery
Pickard, Paul W., MD	Reappointment	Consulting USA	Anesthesiology	Reappointment	Active USA	Anesthesiology	N/A	N/A	N/A
Pierce, Allyson J., CRNP	Reappointment	APP USA	Surgery	N/A	N/A	N/A	Reappointment	APP USA	Surgery
Pierce, Jennifer Y., MD	Reappointment	Active USA	GYN	Reappointment	Active USA	GYN	Reappointment	Active USA	GYN
Pittman, Joyce A., CRNP	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery	Reappointment	APP USA	Surgery
Porr, William H., MD	N/A	N/A	N/A	Reappointment	Consulting	Internal Medicine	N/A	N/A	N/A
Powell, Angela A., MD	Reappointment	Community Staff	Family Medicine	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A
Roberts, Norma Faye D., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Roth, Tracy Y., MD	Reappointment	Active USA	OBGYN	Reappointment	Courtesy USA	OBGYN	Reappointment	Act. USA/Court. USA	OBGYN
Rowell, Jr., Frederick W., MD	Reappointment	Active USA	Pediatrics	N/A	N/A	N/A	Reappointment	Active USA	Pediatrics
Savani, Sonia I., MD	Reappointment	Courtesy HCA	Internal Medicine	Reappointment	Active HCA/JAG	Internal Medicine	Reappointment	Court. HCA/Act. HCA	Internal Medicine
Savani, Sonia I., MD	Reappointment	Courtesy HCA	Pediatrics	Reappointment	Active HCA/JAG	Pediatrics	Reappointment	Court. HCA/Act. HCA	Pediatrics
Schaphorst, Kane L., MD	Reappointment	Courtesy USA	Internal Medicine	Reappointment	Active USA	Internal Medicine	Reappointment	Court. USA/Act. USA	Internal Medicine
Schrubbe, Benjamin P., MD	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Sherman, Craig D., MD	Reappointment	Active USA	OBGYN	Reappointment	Courtesy USA	OBGYN	Reappointment	Act. USA/Court.USA	OBGYN
Smithgall, Ashley L., CRNP	Reappointment	APP USA	Pediatrics	N/A	N/A	N/A	Reappointment	APP USA	Pediatrics

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<b>Reappointments: (Continued)</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>
Standley, Todd B., MD	Reappointment	Active USA	Radiology	N/A	N/A	N/A	Reappointment	Active USA	Radiology
Steffler, Brad A., MD	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology
Stewart, Penny A., DO	Reappointment	Active USA	Pediatrics	Reappointment	Courtesy USA	Pediatrics	Reappointment	Act. USA/Court. USA	Pediatrics
Tindle, Hope R., CRNP	Reappointment	APP USA	Orthopaedics	Reappointment	APP USA	Orthopaedics	Reappointment	APP USA	Orthopaedics
Wallender, Aaron C., MD,DDS	Reappointment	Active	Surgery	Reappointment	Consulting	Surgery	Reappointment	Active/Consulting	Surgery
West, Sarah S., CRNP	Reappointment	APP USA	Neurosurgery	Reappointment	APP USA	Neurosurgery	Reappointment	APP USA	Neurosurgery
Williams, Ashley Y., MD	Reappointment	Consulting USA	Surgery	Reappointment	Active USA	Surgery	Reappointment	Cons. USA/Active USA	Surgery
Wilson, Micah J., CRNP	N/A	N/A	N/A	Reappointment	APP HCA/JAG	Internal Medicine	Reappointment	APP HCA/JAG	Internal Medicine
Xin, Wei, MD	Reappointment	Active USA	Pathology	Reappointment	Active USA	Pathology	Reappointment	Active USA	Pathology
Yoder, Dwight A., MD	Reappointment	Community Staff	Pediatrics	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A
<b>NAME</b>	<b>USA Health Children's &amp; Women's Hospital</b>			<b>USA Health University Hospital</b>			<b>USA Health Ambulatory Care</b>		
<b>Change Requests:</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>	<b>Type/Status</b>	<b>Category</b>	<b>Department</b>
Beebe, Rachel W., PA	Added Priv./Chg. C	APP USA	Surgery	Added Priv./Chg. C	APP USA	Surgery	Added Priv./Chg. C	APP USA	Surgery
Brutkiewicz, Barbara V. CRNP	Chg. Collab. Physi	APP USA	Pediatrics	N/A	N/A	N/A	Chg. Collab. Physi	APP USA	Pediatrics
Ehlers, Scott D., CRNP	Chg. Collab. Phy.	APP USA	Pediatrics	N/A	N/A	N/A	Chg. Collab. Phy.	APP USA	Pediatrics
Foster, Kendal I., MD	Deleted Privileges	Active	OBGYN	N/A	N/A	N/A	N/A	N/A	N/A
Kappel, Margaret G., CRNP	Changed Status	APP Non-Priv. HCA	Family Medicine	Changed Status	APP Non-Priv. HCA	Family Medicine	Changed Status	APP Non-Priv. HCA	Family Medicine
Keel, Christopher E., DO	Added Privileges	Consulting USA	Urology	Added Privileges	Active USA	Urology	Added Privileges	Consult. USA/Act. USA	Urology
King, Jessica L., CRNP	Chg. Collab. Physi	APP USA	Internal Medicine	Chg. Collab. Physi	APP USA	Internal Medicine	Chg. Collab. Physi	APP USA	Internal Medicine
Mevorach, Robert A., MD	Added Privileges	Courtesy USA	Urology	Added Privileges	Consulting USA	Urology	Added Privileges	Court.USA/Cons. USA	Urology
Milling, Nell F., PA	Added Privileges	APP USA	Internal Medicine	Added Privileges	APP USA	Internal Medicine	Added Privileges	APP USA	Internal Medicine
Moore, Allie O., CRNP	Added Privileges	APP USA	OBGYN	N/A	N/A	N/A	Added Privileges	APP USA	OBGYN
Nichols, Amy C., CCA	Added Privileges	APP USA	Surgery	N/A	N/A	N/A	Added Privileges	APP USA	Surgery
Norris, Lindsay B., CRNP	Added Priv./Chg. C	APP USA	Internal Medicine	Added Priv./Chg. C	APP USA	Internal Medicine	Added Priv./Chg. C	APP USA	Internal Medicine
Owens, David C., MD	Added Priv./Chg. St	Consulting USA	Urology	Added Priv./Chg. St	Active USA	Urology	Added Priv./Chg. St	Consult.USA/Act. USA	Urology
Pack-Mabien, Ardie V., CRNP	Chg. Collab. Physi	APP USA	Internal Medicine	Chg. Collab. Physi	APP USA	Internal Medicine	Chg. Collab. Physi	APP USA	Internal Medicine
Pierce, Allyson, J., CRNP	Added Privileges	APP USA	Surgery	N/A	N/A	N/A	Added Privileges	APP USA	Surgery
Salvitti-Fermin, Mariarita, MD	Added Privileges	Active USA	Urology	Added Privileges	Active USA	Urology	Added Privileges	Active USA	Urology
Sherman, John A., MD	Chg. Status	Active USA	Anesthesiology	Chg. Status	Active USA	Anesthesiology	N/A	N/A	N/A
Tindle, Hope R., CRNP	Added Privileges	APP USA	Orthopaedics	Added Privileges	APP USA	Orthopaedics	Added Privileges	APP USA	Orthopaedics
West, Sarah S., CRNP	Added Privileges	APP USA	Neurosurgery	Added Privileges	APP USA	Neurosurgery	Added Privileges	APP USA	Neurosurgery
<b>NAME</b>	<b>USA Health Children's &amp; Women's Hospital</b>			<b>USA Health University Hospital</b>			<b>USA Health Ambulatory Care</b>		
<b>Resigned/Retired:</b>	<b>Reason</b>	<b>Date</b>	<b>Department</b>	<b>Reason</b>	<b>Date</b>	<b>Department</b>	<b>Reason</b>	<b>Date</b>	<b>Department</b>
Allen, Peter C., RN	N/A	N/A	N/A	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Arrowsmith, Olivia R., RN	Resigned	09/14/2023	Pediatrics	N/A	N/A	N/A	Resigned	09/14/2023	Pediatrics
Ashton, Joshua A., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Bailey, Lisa R., MD	Resigned	07/18/2023	Urology	Resigned	07/18/2023	Urology	Resigned	07/18/2023	Urology
Barber, IV, William H., MD	Resigned	09/23/2023	Surgery	Resigned	09/23/2023	Surgery	Resigned	09/23/2023	Surgery
Bennett, Erin M., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Bentley, Emily S., CRNP	Resigned	09/07/2023	Emergency Medicine	Resigned	09/07/2023	Emergency Medicine	N/A	N/A	N/A
Bradley, Ryan A., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Bunner, Dianne L., CRNP	Resigned	08/10/2023	Pediatrics	N/A	N/A	N/A	Resigned	08/10/2023	Pediatrics
Cannon, Zayne K., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Chen, Carwei S., PCT	Resigned	09/08/2023	Internal Medicine	Resigned	09/08/2023	Internal Medicine	N/A	N/A	N/A

**USA BOARD OF TRUSTEES REPORT  
USA HEALTH HOSPITALS MEDICAL STAFF  
APPOINTMENTS APPROVED IN AUGUST, SEPTEMBER, AND OCTOBER 2023**

NAME	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
	Reason	Date	Department	Reason	Date	Department	Reason	Date	Department
Coleman, Anthony L., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Conner, Altamic M., CNIM not certified	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Correro, Phillip E., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Cramer, Jr., Harry R., MD	Resigned	10/02/2023	Radiology	Resigned	10/02/2023	Radiology	Resigned	10/02/2023	Radiology
de Andres, Kweni C., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Dixon, Janie M., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Eakin, Eliane F., MD	Resigned	08/16/2023	Pediatrics	Resigned	08/16/2023	Pediatrics	Resigned	08/16/2023	Pediatrics
El Shakankiry, Hanan M., MD	Resigned	09/08/2023	Neurology	Resigned	09/08/2023	Neurology	Resigned	09/08/2023	Neurology
Eubanks, Hunter B., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Fonseca, Annabelle L., MD	Resigned	09/29/2023	Surgery	Resigned	09/29/2023	Surgery	Resigned	09/29/2023	Surgery
Gatla, Shanthi, MD	Resigned	07/19/2023	Psychiatry	Resigned	07/19/2023	Psychiatry	N/A	N/A	N/A
Gillespie, John C., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Hagan, Philip M., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Hall, Matthew, MD	N/A	N/A	N/A	Resigned	07/19/2023	Emergency Medicine	N/A	N/A	N/A
Hall, Tanzell L., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Hardin, Marie, PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Harris, Marshal S., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Herrera, Jorge L., MD	Resigned	06/30/2023	Internal Medicine	Resigned	06/30/2023	Internal Medicine	Resigned	06/30/2023	Internal Medicine
Hinson, Robin R., RN	Resigned	09/14/2023	OBGYN	Resigned	09/14/2023	OBGYN	Resigned	09/14/2023	OBGYN
Hixson, Troy S., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Jackson, Artesha L., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Jacobson, Richard D., MD	Resigned	08/19/2023	Neurology	Resigned	08/19/2023	Neurology	N/A	N/A	N/A
Jernigan, Barbara A., CRNP	Resigned	08/19/2023	Pediatrics	N/A	N/A	N/A	Resigned	08/19/2023	Pediatrics
Johnson, Alfreda M., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Joiner, Jade M., DA	Resigned	09/11/2023	Surgery	Resigned	09/11/2023	Surgery	N/A	N/A	N/A
Kersey, Jeremy R., PA	N/A	N/A	N/A	Resigned	07/11/2023	Family Medicine	Resigned	07/11/2023	Family Medicine
Kidd, Jonathan L., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Kies, David B., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Largue, Jason B., PA	N/A	N/A	N/A	Resigned	09/01/2023	Family Medicine	Resigned	09/01/2023	Family Medicine
Marshall, Cara A., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Mattingly, Christina, MD	N/A	N/A	N/A	Resigned	07/19/2023	Emergency Medicine	N/A	N/A	N/A
McAnulty, Kathleen L., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
McDell, Angela D., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
McDonald, Jessica B., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
McGilvray, Stephanie L., PA	N/A	N/A	N/A	Resigned	07/14/2023	Family Medicine	Resigned	04/14/2023	Family Medicine
McGrath, John W., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Murray, Valerie C., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Narahari, Praveen, MD	Resigned	07/19/2023	Psychiatry	Resigned	07/19/2023	Psychiatry	N/A	N/A	N/A
Naylor, Cynthia L., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Page, Girlie Z., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Pettway, Kimberly M., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Pitts, Daphne M., MD	N/A	N/A	N/A	Resigned	08/14/2023	Emergency Medicine	N/A	N/A	N/A
Pitts, Denise M., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Polk, Nicole D., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Preud'Homme, Daniel L., MD	Deceased	07/14/2023	Pediatrics	N/A	N/A	N/A	Deceased	07/14/2023	Pediatrics
Riggs, Michael B., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A

**USA BOARD OF TRUSTEES REPORT  
USA HEALTH HOSPITALS MEDICAL STAFF  
APPOINTMENTS APPROVED IN AUGUST, SEPTEMBER, AND OCTOBER 2023**

NAME	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
	Reason	Date	Department	Reason	Date	Department	Reason	Date	Department
Resigned/Retired: (Continued)									
Rivers, Tabbata C., CRNP	Resigned	07/28/2023	Internal Medicine	Resigned	07/28/2023	Internal Medicine	N/A	N/A	N/A
Rodgers, Sandra Y., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Ross, Lacey J., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Salamone, Andrew J., MD	Resigned	07/14/2023	Radiology	Resigned	07/14/2023	Radiology	N/A	N/A	N/A
Sheldt, Brian C., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Shultz, Kelly A., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Shultz, Walter A., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Simpson, Nathan L., PA	Resigned	08/12/2023	Ped. Emerg. Medicine	Resigned	08/12/2023	Emergency Medicine	N/A	N/A	N/A
Stubbs, II, Eugene, CNIM	Resigned	07/31/2023	Neurosurgery	Resigned	07/31/2023	Neurosurgery	N/A	N/A	N/A
Talley, Nivia D., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Thompson, Suzanne W., CNIM	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Tisdale, Timothy, PA	Resigned	09/13/2023	Anesthesiology	Resigned	09/13/2023	Anesthesiology	Resigned	09/13/2023	Anesthesiology
Trammell, Randall, DO	Resigned	09/09/2023	Internal Medicine	Resigned	09/09/2023	Internal Medicine	Resigned	09/09/2023	Internal Medicine
Tubbs, Candiann D., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Vanderberg, Robert H., MD	Resigned	07/14/2023	Radiology	Resigned	07/14/2023	Radiology	N/A	N/A	N/A
Watters, Harriett M., RN	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Weaver, Katrina L., MD	Resigned	08/01/2023	Surgery	Resigned	08/01/2023	Surgery	Resigned	08/01/2023	Surgery
West, Shattera, PA	Resigned	08/29/2023	OBGYN	N/A	N/A	N/A	Resigned	08/29/2023	OBGYN
Whitt, Sharron, PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Wiley, Saqoria B., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Williams, India S., PCT	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A
Williamson, Amelia J., CRNP	Resigned	08/01/2023	Internal Medicine	Resigned	08/01/2023	Internal Medicine	N/A	N/A	N/A

**RESOLUTION**

**USA HEALTH HOSPITALS MEDICAL STAFF BYLAWS  
AND ASSOCIATED DOCUMENTS REVISIONS**

**WHEREAS**, revisions to the USA Health Hospitals Medical Staff Bylaws and to associated documents, as attached hereto, are recommended for approval by the Medical Executive Committees and the Executive Committee of the USA Health Hospitals,

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

# FPPE AND OPPE POLICY SUMMARY OF PROPOSED REVISIONS

Deletions - ~~Red/strikethrough~~

Revised or Additions – **Highlighted Yellow**, bold and underlined

1. Added policy purpose ..... page 1
2. Deleted descriptions not indicated. .... page 1
3. Revised definitions using TJC terminology (FPPE, OPPE & competencies) ... pages 1 & 2
4. Added to requirement section “similar privileges can be grouped” ..... page 2
5. Revised initial FPPE time frame from 12 months to “Generally 9 months” ..... page 3
6. Revised the data to be reviewed section to begin with the first admission or performance of the requested procedure privilege..... pages 3 & 4
7. Revised process to request external review to CMO or Quality Specialist ..... page 4
8. Revised who requests a Focus review for practice concern (Removed BOT) ..... page 4
9. Revised who approves an additional period of review for the FPPE for specific reason to the Leadership Council..... page 4
10. Revised the FPPE Form review process to be signed by the Chair/delegate and then sent to the Quality Specialist..... page 5
11. Revised the Quality Specialist role to confirm case selection aligns with policy ..... page 5
12. Revised FPPE time frame due to inactivity to align with generally 9 months ..... page 6
13. Removed practitioner input section (details not needed)..... page 7
14. Revised FPPE Reviewer responsibilities (Simplified process) ..... pages 7 & 8
15. Revised practitioner under review section (Clear directions on new process) ..... page 8
16. Added additional example of when external Peer review might occur ..... page 9

**FPPE AND OPPE POLICY  
TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM**

# **USA HEALTH HOSPITALS**

**FPPE**

**(Focused professional practice evaluation)**

**AND**

**OPPE**

**(Ongoing professional practice evaluation)**

**POLICY**

**(TO CONFIRM PRACTITIONER  
COMPETENCE AND  
PROFESSIONALISM)**

*Adopted by the Medical Staff on January 21, 2020*

*Approved by the Board on March 6, 2020*

*Revised by the Medical Staff on July 25, 2022*

*Approved by the Board on December 1, 2022*



## FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM

### *Purpose*

**To define the process by which the organized medical staff monitors, evaluates, and confirms the quality of patient care provided by members of the Medical and Advance practice staff to identify opportunities for improvement, to improve performance and outcomes of patient care.**

### *Scope of Policy.*

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

1. FPPE: All Practitioners who are granted initial and new clinical privileges at USA Health Hospitals (the "Hospital") are subject to focused professional practice evaluation ("FPPE") to confirm their:
  - (i) clinical competence to exercise the clinical privileges been granted to them; and
  - (ii) professionalism, which includes:
    - (i) the ability to work with others in a professional manner that promotes quality and safety; and
    - (ii) the ability to satisfy all other responsibilities of Practitioners who are granted clinical privileges at the Hospital (i.e., "citizenship" responsibilities).

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

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

~~3. Practitioners are required to cooperate with the FPPE and OPPE process as outlined in this Policy.~~

#### 4. *Delegation of Functions.*

When a function under this Policy is to be carried out by a member of hospital management, by a Medical Staff member, or by a Medical Staff committee, the individual, or the committee through its chair, may delegate performance of the function to a qualified designee who is a practitioner Medical Staff member or an Advance Practice Professional or hospital employee (or a committee of such individuals). Any such designee must treat and maintain all credentialing, privileging, and peer review information in a strictly confidential manner and is bound by all other terms, conditions, and requirements of the Medical Staff Bylaws and related policies. In addition, the delegating individual or committee is responsible for ensuring that the designee appropriately performs the function in question. ~~Any documentation created by the designee are records of the committee that is ultimately responsible for the review in a particular matter.~~

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

#### 4. *Definitions.*

a. **"FPPE" is a time-limited period during which the medical staff evaluate and determine a practitioner's professional performance of privileges. FPPE is implemented for all initially requested privileges and whenever a question arises regarding a practitioner's ability to provide safe, high quality patient care.**

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

b. **"OPPE" is a document summary of ongoing data collected for the purpose of assessing a practitioner's clinical competence and professional behavior. The information gathered during this process is factored into the decision to maintain, revise or revoke existing privilege(s) prior to or at the end of the two-year license and privilege renewal cycle.**

## FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM

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

- c. **"Quality Specialists"** means the clinical and non-clinical staff who support the professional practice evaluation ("PPE") process generally and the FPPE and OPPE processes described in this Policy. This may include, but is not limited to, staff from the quality department, Medical Staff office, human resources, and/or patient safety department.
- d. **"Practitioner"** means any individual who has been granted clinical privileges and/or membership by the Board, including, but not limited to, members of the Medical Staff and Advance Practice Professionals.
- e. **"FPPE Reviewers"** means a practitioner who has completed the FPPE process described in this Policy and who hold applicable clinical privileges are obliged to provide a reasonable amount of service as a FPPE reviewer through chart review, proctoring, direct observations, and/or discussions with others involved in the patient's care.
- f. **"Practitioner Competencies"** The medical staff has determined that for purposes of defining its expectations of performance, measuring performance, and providing performance feedback it will use the American College of Graduate Medical Education Framework ~~outlined below,~~ **of patient care, medical and clinical knowledge, practice-based learning and improvement, interpersonal and communication skills, professionalism, and system-based practice,** whenever possible.
- g. **"Patient Care"** Practitioners are expected to provide patient care that is compassionate, appropriate, and effective for the promotion of health, prevention of illness, treatment of disease, and care at the end of life.
- h. **"Medical/Clinical Knowledge"** Practitioners are expected to demonstrate knowledge of established and evolving biomedical, clinical, and social sciences and the application of their knowledge to patient care and the education of others.
- i. **"Practice-Based Learning and Improvement"** Practitioners are expected to be able to use scientific evidence and methods to investigate, evaluate, and improve patient care practices.
- j. **"Interpersonal and Communication Skills"** Practitioners are expected to demonstrate interpersonal and communication skills that enable them to establish and maintain professional relationships with patients, families, and other members of health care teams.
- k. **"Professionalism"** Practitioners are expected to demonstrate behaviors that reflect a commitment to continuous professional development, ethical practice, an understanding and sensitivity to diversity, and a responsible attitude toward their patients, their profession, and society. See Professionalism Policy.
- l. **"Systems-Based Practice"** Practitioners are expected to demonstrate both an understanding of the contexts and systems in which health care is provided, and the ability to apply this knowledge to improve and optimize health care.

### 5. **FPPE PROCEDURE:**

#### **Notice to Practitioners of FPPE Requirements.**

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

#### **a. Focused Professional Practice Evaluation (FPPE) New Members/New Privileges**

For Medical Staff members including Advanced Practice Practitioners, the FPPE will include a representative number of at least five cases that reflect the requested privileges. The number and types of privileges or cases reviewed to determine competency will reflect core and special privileges or level delineation. **Each privilege granted shall be evaluated. However, it is acceptable to group similar privileges together and evaluate as a group. See FPPE Specialty Plan.**

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

**FPPE AND OPPE POLICY  
TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM**

- c. Initial or new privilege request evaluation results and recommendations from the Department/Service line Chair or designee shall be reported to the Combined Credentials Committee ~~Chair/designee~~ for approval or other consideration of the requested privilege(s) and recommendation of action to the MEC. Medical quality of care concern FPPE results shall be reported to the Leadership Council or the MEC.
- d. Recommendations of satisfactory evaluation shall result in the approval of the requested privilege(s) or as in the case of performance improvement, allow the practitioners to resume the privilege(s). Recommendations of unsatisfactory evaluation shall result in the denial of the requested privilege(s) or as in the case of performance improvement reduction, suspension or revocation of the privilege(s) to be determined by the MEC.
- e. If after the designated review period, competency assessment, which includes the practitioner's current clinical competence and ability to perform the requested privilege(s), is not yet verified the evaluation period may be extended. Under such circumstances, a different type of evaluation process may be assigned, or the individual will remain on FPPE until requirements are met.

**FPPE Clinical Activity Requirements.**

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

***For New Practitioners:***

- the number and types of procedures or cases that will be reviewed to confirm a new Practitioner's competence to exercise the core and special privileges in his or her specialty;
- how those reviews are to be documented; and
- the expected time frame in which the evaluation will be completed (**generally 9-12 months**); and

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

- the number and types of procedures or cases that must be reviewed to confirm a Practitioner's competence to exercise a new privilege that is granted during a term of appointment or at reappointment;
- how those reviews are to be documented; and
- the expected time frame in which the review will be completed (**generally six months**).

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

**Gathering FPPE Data for New Members/New Privileges.**

***Mechanism for FPPE Review.***

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

- retrospective chart review by internal or external reviewers; concurrent proctoring or direct observation of procedures or patient care practices; and/or
- discussion with other individuals also involved in the care of the Practitioner's patients.
- Review of available Ongoing Professional Practice Evaluation ("OPPE") data and other quality data may also be used to confirm competence.
- ~~External sources may be utilized in the Focused Evaluation process if there are concerns about conflict of interests, or the possession of the appropriate level of experience or skill by the internal reviewers.~~
- **Selection of FPPE Cases for New Members/New Privileges. The initial focused evaluation shall begin with the practitioner's first admission or performance of the newly requested privileges. The goal is completion within 9 months or after the number of representative cases. Specific**

## FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM

**case volume can be found in the FPPE Plan. The Practitioner's performance shall be reviewed and evaluated regularly Department/Service Line Chair. At the end of the review period, the Department/ Service Line Chair shall review the FPPE findings and make the decision to either:**

- **Continue the granted privileges and enter the OPPE monitoring cycle;**
- **Extend monitoring for an additional time period due to insufficient data;**
- **Recommend to the Combined Credentials Committee and MEC to limit or revoke the privilege(s)**
- **Each privilege granted shall be evaluated. However, it is acceptable to group similar privileges together and evaluate as a group.**
- ~~The Quality Specialists and/or the CMO will select the specific cases to be evaluated and the individuals who will be asked to provide information about the Practitioner, with the goal being an effective and fair review process. To that end, cases should be selected randomly or in a deliberate manner that ensures a representative sample is reviewed. Practitioners shall notify the Quality Specialists, CMO and/or FPPE Reviewers when cases subject to review are scheduled or have been completed.~~

### **Cooperation of Practitioner.**

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

### **Selection of FPPE Reviewers.**

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

### **Additional Period of FPPE For a Specific Reason (e.g. result of peer review)**

- a. FPPE may be conducted if a specific case or pattern of concern is identified. ~~For instances of a single or sentinel event or patterns or trend indicating potentially unsafe patient care, a(n)~~ **An** additional focused review of a privileged practitioner's performance may be requested by any Department Chair; a Hospital Administrator; Performance Improvement Council Chair; Leadership Council, Executive Committee, Multidisciplinary Peer Review Committee; or by Medical Executive Committee Chair. ~~the Board of Trustees.~~ If the focused review is determined to be warranted either by ~~an ad hoc peer review committee or by an independent, external peer review committee,~~ the Leadership Council or the Medical Executive Committee (MEC) in consultation with other individuals shall be responsible to define the exact nature and scope of the Focused Review. Any action, decision, finding or recommendation by the Leadership Council shall be based upon the evaluation of the Practitioner's current clinical competence, practice behavior and ability to perform the clinical privileges under review. A Voluntary Enhancement (**Focused Review**) Plan shall be created by the Leadership Council for practitioners undergoing a period of focused review for a specific reason. The Leadership Council may determine the length of the voluntary enhancement plan, as well as developing methods to strengthen the practitioner's privilege(s) under review. See Responsibilities (Section 5) for defined roles.
- b. Recommendations of satisfactory evaluation shall result in the approval of the reviewed privilege(s) or as in the case of performance improvement, allow the practitioners to resume the privilege(s). Recommendations of unsatisfactory evaluation shall result in the denial of the requested privilege(s) or as in the case of performance improvement reduction, suspension, or revocation of the privilege(s) to be determined by the MEC.
- c. If after the designated review period, competency assessment, which includes the practitioner's current clinical competence and ability to perform the privilege(s) under review, is not yet verified the evaluation period may be extended. Under such circumstances, a different type of evaluation process may be assigned, or the individual will remain on FPPE until requirements are met.
- d. The procedure for gathering of FPPE data for an additional period of review ~~is the same as FPPE for New Members/ New Privileges.~~ **will be directed by the Leadership Council.**

### **FPPE for Professionalism.**

## FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM

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

- cooperation with the FPPE clinical activity requirements for the Practitioner's specialty and the monitoring process described in this Policy;
  - compliance with the Medical Staff Professionalism Policy, including appropriate interactions with nursing, other Hospital personnel, the Practitioner's colleagues, and patients and their families;
  - compliance with medical record documentation requirements, including those related to use of CPOE and the EHR;
  - timeliness and quality of response to consultation and ED call requests;
  - completion of any orientation program requirements (e.g., patient safety modules; EHR training);
  - patient satisfaction scores; and
  - compliance with protocols that have been adopted by the Medical Staff or the Practitioner's department.
- b. The Leadership Council may recommend that these criteria for professionalism be modified or expanded, with such modifications or expansions being reviewed and approved by the Combined Credentials Committee and Medical Executive Committee.
- c. **Voluntary Enhancement Plan or Other Intervention is Necessary.**  
Some concerns exist about the Practitioner's competence to exercise some or all of the clinical privileges granted or the Practitioner's professionalism, and the details of the Voluntary Enhancement Plan (or other intervention) that should be pursued with the Practitioner in order to adequately address the concerns. Prior to making such a recommendation to the Medical Executive Committee, the Combined Credentials Committee will obtain the input of the Practitioner as set forth in Section 7.E of this Policy. In developing a proposed Voluntary Enhancement Plan or other intervention, the Combined Credentials Committee may also request input or assistance from the relevant peer review committee (for clinical issues) or the Leadership Council (for behavioral issues); the Leadership Council will develop unique plans in the event a practitioner needs an additional period of FPPE.

### Review of FPPE Results.

#### Review by the Department Chair or Service Line Chair.

At the conclusion of the ~~expected time frame for completion of~~ selected cases the relevant Department or Service Line Chair shall review the results of a Practitioner's FPPE and provide a report **to the Quality Specialist to send to the** Combined Credentials Committee. ~~The report shall address whether:~~

- ~~(ii) the Practitioner fulfilled all the clinical activity requirements;~~
- ~~(iii) the results of the FPPE confirmed the Practitioner's clinical competence;~~
- ~~(iv) the results of the FPPE confirmed the Practitioner's professionalism; and/or~~
- ~~(v) additional FPPE is required to make an appropriate determination regarding clinical competence and/or professionalism.~~

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

#### Review by Quality Specialists.

Information gathered for purposes of FPPE shall be ~~reported to~~ **reviewed by** the Quality Specialists, ~~who shall compile the information and prepare it for subsequent review as set forth in this Policy.~~ **To confirm case selection is appropriate.**

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

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

#### Review by Combined Credentials Committee.

**FPPE AND OPPE POLICY**  
**TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM**

- (i) Based on the Department or Service Line Chair’s assessment and report, and its own review of the FPPE results and all other relevant information, the Combined Credentials Committee will make one of the following recommendations to the Medical Executive Committee:
- **Competence and Professionalism Are Confirmed.** The FPPE process has confirmed clinical competence and professionalism, and no changes to clinical privileges or the Practitioner’s conditions of practice are necessary;
  - **Extend FPPE Due to Questions.** Some questions exist and additional FPPE is needed to confirm clinical competence and/or professionalism, what additional FPPE is needed, and the time frame for it;
  - **Extend FPPE Due to Inactivity.** The time period for FPPE should be extended ~~for up to six months~~ because the individual did not fulfill the FPPE clinical activity requirements, thus preventing an adequate assessment of the individual’s clinical competence or professionalism.
  - Although initial FPPE shall generally not extend beyond ~~9 (+12)~~ months, exceptions may be made for certain low volume Practitioners based on a need for services in their specialties or coverage requirements (see continued FPPE below).
- d. **Change to Privileges or Membership Category is Necessary.**  
More significant concerns exist about a Practitioner and the changes that should be made to the Practitioner’s clinical privileges or membership (e.g., mandatory concurring consultation requirement imposed; suspension; revocation), subject to the procedural rights outlined in the Medical Staff Credentials Policy. Prior to making such a recommendation to the Medical Executive Committee, the Combined Credentials Committee will obtain the input of the Practitioner as set forth in Section 6.E of this Policy; or
- e. **Transfer to a Membership-Only Staff Category (such as Community or Coverage) the Automatic Relinquishment of Certain Privileges Due to Inactivity.**  
The individual shall either: (i) be transferred to the Community Staff, the membership-only staff category, for failure to meet FPPE clinical activity requirements for all privileges, or (ii) automatically relinquish specific clinical privileges for which the individual failed to meet the applicable requirements. Such transfer or automatic relinquishment shall not entitle the Practitioner to the hearing and appeal rights outlined in the Medical Staff Credentials Policy.
- f. **Decision Not an Adverse Action.**  
A decision that a Practitioner will be transferred to a membership-only staff category or will automatically relinquish his or her clinical privileges for failure to satisfy clinical activity requirements is not an adverse action that must be reported to the National Practitioner Data Bank or any state licensing board.
- g. **Grant Exception to Allow Continued FPPE.**  
Based on community need, coverage requirements, the rare nature of a given procedure or treatment, and other relevant factors, the Combined Credentials Committee may recommend that a Practitioner be granted an exception that permits the Practitioner to remain subject to FPPE to confirm competence for the duration of the Practitioner’s appointment term. If an exception is being considered, data from affiliated entities may be obtained as set forth in the Medical Staff Credentials Policy and used for purposes of FPPE as set forth in this Policy. The need for the exception will be reevaluated as part of the Practitioner’s application for reappointment.
- h. **Review by Medical Executive Committee.** At its next regular meeting after receipt of the written findings and recommendation of the Combined Credentials Committee, the Medical Executive Committee shall:
- (i) adopt the findings and recommendation of the Combined Credentials Committee as its own;
  - (ii) refer the matter back to the Combined Credentials Committee for further consideration and responses to specific questions raised by the Medical Executive Committee prior to its final recommendation; or
  - (iii) state its reasons in its report and recommendation, along with supporting information, for its disagreement with the Combined Credentials Committee’s recommendation.
  - (iv) As needed, the Medical Executive Committee may obtain additional input from the Practitioner as set forth in Section 4.9.5 of this Policy before making a decision. If the recommendation of the Medical Executive Committee would entitle the Practitioner to request a hearing pursuant to the Medical Staff Credentials Policy, the Medical Executive

**FPPE AND OPPE POLICY**  
**TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM**

Committee shall forward its recommendation to the Hospital Administrator, who shall proceed as set forth in the Credentials Policy.

- i. **~~Input by Practitioner.~~**
  - (i) **~~General.~~** ~~The Practitioner shall provide input in writing, responding to any specific questions posed in the request. Upon the request of either the Practitioner or the committee conducting the review, the Practitioner may also provide input by meeting with appropriate individuals to discuss the issues. The committee requesting input may ask the Practitioner to provide a copy of, or access to, medical records from the Practitioner's office that are relevant to a review being conducted under this Policy. Failure to provide such copies or access will be viewed as a failure to provide requested input. Any records obtained from the Practitioner's office pursuant to this section will be maintained as part of the confidential FPPE/peer review file but will not be included in the Hospital's medical record.~~
  - (ii) **~~Failure to Provide Written Input.~~** ~~If the Practitioner fails to provide written input within the time frame specified in the request, the Practitioner will be required to meet with the Leadership Council. The purpose of the meeting is to discuss the Practitioner's obligation to participate in the review process, permit the Practitioner to explain why the written input was not provided, and inform the Practitioner of the consequences of continuing to not provide the information. Failure of the Practitioner to either:
    - meet with the Leadership Council and persuade it that the written input was not necessary; or
    - provide the requested written input prior to the date of that meeting will result in the automatic relinquishment of the Practitioner's clinical privileges. Such automatic relinquishment will continue until the Practitioner either meets with the Leadership Council and persuades it that the written information is not necessary or provides the requested written information.~~
  - (iii) **~~Failure to Meet with Committee.~~** ~~If the committee conducting the review requests that the Practitioner attend a meeting with it or a designated individual to provide verbal input and the Practitioner fails or refuses to attend such a meeting, the Practitioner's clinical privileges will be automatically relinquished until the meeting occurs.~~
  - (iv) **~~Automatic Resignation.~~** ~~If the Practitioner fails to provide written input or meet with a committee conducting the review within thirty (30) days of an automatic relinquishment, the Practitioner's Medical Staff membership and clinical privileges will be automatically resigned.~~
  - (v) **~~Extensions for Good Cause.~~** ~~Automatic relinquishment or resignation will not occur if the Practitioner's failure to provide written input or meet with a committee is due to the Practitioner's absence (e.g., a planned vacation, attendance at a conference, etc.), illness, family emergency or other cause beyond the Practitioner's control. In such case, the committee will establish reasonable deadlines depending on the circumstances.~~
  - (vi) **~~Future Application for Privileges.~~** ~~A Practitioner who is transferred to a membership only staff category or who automatically relinquishes certain privileges will be ineligible to apply for the clinical privileges in question for two years from the date of the transfer or automatic relinquishment, unless an exception is approved by the Medical Executive Committee for good cause.~~

**5 Responsibilities**

**FPPE Reviewers**

- a. ~~Reviewers must be members in good standing of the medical staff of USA Health and must have unrestricted privileges to perform any procedure to be concurrently observed.~~
- b. ~~Based on the FPPE Guidelines for each Service, the reviewer Must:~~
  - (i) **Retrospectively review the selected cases** ~~completed medical record following discharge, if required, and complete appropriate FPPE form.~~
  - (ii) **Evaluate the practitioner on the 6 Practitioner competencies without bias.**
  - (iii) **If required,** directly observe the procedure being performed, ~~if required,~~ and complete appropriate FPPE **evaluation** form.
  - (iv) Ensure the confidentiality of the FPPE results and forms.
  - (v) **All FPPE forms must be delivered in a timely manner to the Medical Staff Office. Complete forms in a timely manner and return to the department or service line chair.**
- c. If, at any time during the FPPE period, the reviewer has concerns about the practitioner's competency to perform specific clinical privileges or care related to a specific patient, the reviewer shall promptly notify the department chair/service line chair and may recommend departmental intervention or review.

**FPPE AND OPPE POLICY  
TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM**

- d. ~~**Role of reviewer.** The reviewer's role is typically that of an evaluator, not of a consultant or mentor. A practitioner serving solely as a reviewer, for the purpose of assessing and reporting on the competence of another practitioner, is an agent of the hospital. The reviewer shall receive no compensation directly or indirectly for this service and shall have no duty to the patient to intervene if the care provided by the proctored practitioner is deficient or appears to be deficient. The reviewer or any other practitioner, however, may nonetheless render emergency medical care to the patient for medical complications arising from the care provided by the practitioner under review. The hospital will defend any practitioner who is subjected to a claim or suit arising from his/her acts or omissions in the role of reviewer.~~
- e. ~~**Partners as FPPE Reviewers.** Consistent with the conflict of interest guidelines set forth in the Credentials Policy, partners and other individuals who are affiliated in practice with a Practitioner may participate in the FPPE process for new members/new privileges described in this Policy through chart review, proctoring, direct observations, and/or discussions with others involved in the patient's care. Such individuals shall comply with the standard procedures that apply to all other individuals who participate in the FPPE process, such as the use of Hospital forms and the requirements related to confidentiality.~~

***Practitioner Being Reviewed.***

Practitioners under review shall:

- a. **Select the first available cases that reflect the practitioner's major and minor privileges.**
- b. **If direct observation is required, the practitioner under review shall** Notify the reviewer of each case in which care is to be evaluated and, when required, do so in sufficient time to enable the proctor to observe or review the case concurrently.
- b. ~~Provide the reviewer with information about the patient's clinical history; pertinent physical findings; pertinent lab and x ray results; planned course of treatment or management; and direct delivery of any documents that the proctor may request.~~
- e. ~~Shall have the prerogative of requesting from the Department/service line Chair a change of reviewer if disagreements with the current reviewer may adversely affect his or her ability to complete the FPPE process satisfactorily.~~
- d. ~~Inform the reviewer of any unusual incidents associated with his/her patients. Ensure documentation of the satisfactory completion of his/her FPPE process, including the completion and delivery of review forms. If the FPPE forms are not completed and returned at the end of the 12-month FPPE period, the practitioner will be granted an extension of six months.~~

***Department/Service Line Chairs.***

Each medical staff department or service shall:

- a. Assign reviewers for all new applicants, applicants requesting additional privileges, or low-volume practitioners.
- b. The Department/service line chair may consider FPPE process completed at the shared hospital (Children's and Women's/ University Hospital) under the Information Sharing Agreement. However, the Combined Credentials Committee has final approval on whether or not the FPPE accepted from the shared hospital is applicable.
- c. Review FPPE reports to ensure practitioner competence.

***Combined Credentials Committee***

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

***Ongoing Professional Practice Evaluation Procedure (OPPE):***

- a. Ongoing Professional Practice Evaluation (OPPE) shall begin immediately after satisfactory completion of the FPPE process and provide continuous monitoring of practitioner's performance. Such evaluations shall be factored into the decision to maintain, revise or to revoke an existing privilege or privileges.
- b. The Department Chair shall be responsible to oversee the evaluation process for all practitioners assigned to their Department and shall be responsible to report undesirable evaluation findings to Combined Credentialing Committee.
- c. The Department Chair or designee is responsible for reviewing data every 6 months. The Department



## **FPPE AND OPPE POLICY TO CONFIRM PRACTITIONER COMPETENCE AND PROFESSIONALISM**

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

- d. Specialty specific performance indicators shall be identified and approved by each Department or Service line Chair and the Medical Executive Committee. The approved indicators shall be reviewed and approved by the Department chair/designee at an interval of every 6 months. Reports shall include data reflecting positive performance as well as negative/outlier/trending data. Zero data shall also be used.
  - e. The Quality & Safety Department and Medical Staff Department shall be responsible for collecting information obtained through, but not limited to one or more of the following methods:
    - Review of general indicators as defined by the Medical Executive Committee
    - Review of clinical outcomes data as defined by department/specialty-specific indicators
    - Direct observation
    - Chart review (concurrent or retrospective review)
    - Monitoring or proctoring of diagnostic and treatment technique
    - Confidential discussion with other individuals involved in the care of each patient, including consulting physicians, assistants at surgery, and nursing and administrative personnel
    - Applicable peer review data
    - External peer review
  - f. OPPE data with an undesirable trend or pattern may trigger a period of focused professional practice evaluation review.
  - g. Information gathered from the OPPE report shall be used by the Department Chair and the Credentials Committee to recommend actions to the MEC. The Medical Executive Committee shall determine whether to continue, limit or revoke any existing privileges based upon the OPPE reports and recommendations.
  - h. The OPPE report shall be signed by the Department/service line Chair or designee for consideration in the practitioner's credentials file at the time of the 2-year reappointment.
7. **External Peer Review**  
External peer review may be needed in certain circumstances when appropriate medical staff members are not available to adequately review a specific case. Circumstances requiring external peer review may include but are not limited to:
- Lack of Internal Expertise- There is no peer on staff with similar or like privilege in the specialty under review.
  - Conflict of interest- The review may not be conducted by any peer on staff due to a potential conflict of interest that cannot be appropriately resolved.
  - Ambiguity- There is confusion when internal reviews reach conflicting or vague conclusions.
  - The Medical Department and or the Medical Executive Committee request external review.
  - **Potential Litigation – When the hospital faces a potential medical malpractice suit.**
8. **Practitioner Procedural Rights:**
- a. Privileged practitioners whose intervention resulted in corrective action will have access to the medical staff fair hearing and appeal process as stated in the Medical Staff Bylaws.
  - b. Results of peer review activities are integrated into the hospital-wide Performance Improvement Program allowing for organizational improvement. These activities adhere to policies and/or procedures intended to preserve confidential or legal privilege of information established by applicable law.

**RESOLUTION**

**USA HEALTH HOSPITALS NOMINATION OF MEDICAL EXECUTIVE  
COMMITTEE CHAIR-ELECT OFFICERS FOR 2024 AND 2025**

**WHEREAS**, the following slate of officers approved by the active Medical Staff members via electronic vote on October 19, 2023, are recommended for approval by the Medical Executive Committees and the Executive Committee of the USA Health Hospitals,

**USA Health Children's & Women's Hospital**

- Chair-Elect/Secretary, Medical Executive Committee Edward Panacek, M.D.
- Moving to Chair, Medical Executive Committee Jennifer Scalici, M.D.

**USA Health University Hospital**

- Chair-Elect/Secretary, Medical Executive Committee Rachel Seaman, M.D.
- Serving as Chair, Medical Executive Committee Jon Simmons, M.D.

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

**RESOLUTION**

**DEPARTMENT OF NEUROLOGY WAIVER OF ELIGIBILITY REQUEST**

**WHEREAS**, USA Health is the only tertiary Level 4 Epilepsy Center (the “Center”) in the Gulf Coast tristate region and it is imperative to have a physician with neonatal and pediatric seizure management experience for the Center, and

**WHEREAS**, recruitment for this specialty has been difficult in the last ten years, and

**WHEREAS**, Luis Mayor Romero, M.D., is an excellent candidate who could be a great faculty member and could help build a comprehensive pediatric epilepsy program to serve our community, and

**WHEREAS**, Dr. Romero does not meet the eligibility criteria to join the medical staff because he is not eligible for ABMS (American Board of Medical Specialties) board certification, yet he is a foreign medical graduate who holds an ECFMG (Educational Commission for Foreign Medical Graduates) certification and completed two and one-half years of postgraduate training through ACGME (Accreditation Council for Graduate Medical Education)-accredited programs, and he is certified by the ABCN (American Board of Clinical Neurophysiology) in EEG (electroencephalogram) and clinical neurophysiology with added qualifications in critical care EEG and pediatric EEG, though the ABCN is not part of the ABMS, and

**WHEREAS**, a waiver of eligibility request is recommended for Board approval by the Medical Executive Committees and Credentialing Board of the USA Health Hospitals,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama hereby authorizes the waiver of eligibility request as submitted.

October 24, 2023

Dear Credentialing Board and Board of Trustee members:

The Medical Executive Committees at USA Health Hospitals are recommending the waiver request from the Neurology Chair, Dr. Dean Naritoku, related to board certification for Luis Mayor Romero, M.D. be granted. The specific basis for this recommendation is due to the department's need for an experienced neurologist/epileptologist after recently losing a pediatric epileptologist and to soon lose a second one with pediatric experience. The active recruitment for this specialty in the last ten years has been difficult. USA Health is the only tertiary Level 4 epilepsy center in the Gulf Coast tristate region. It is imperative to have a physician with neonatal and pediatric seizure management experience for the center.

In summary Dr. Luis Mayor Romero is a foreign medical graduate, ECFMG certified, completed two and half years of ACGME-accredited fellowship, not ABMS board eligible. He is certified by American Board of Clinical Neurophysiology. He is eligible to obtain an Alabama Medical license per contact with the Alabama Board of Medical Examiners, and he has strong academic and clinical skill records. Since he will never be eligible to become board certified due to his foreign training, the waiver is a requirement for this applicant. He could be a great faculty member who could help us build a comprehensive pediatric epilepsy program to serve our community.

## CURRICULUM VITAE

Name: Luis Carlos Mayor-Romero

Home address: Carrera 8 # 127c-88 Apt 503. Bogota Colombia

Home phone: (+57)-1-626-6310. Cellular: (+57)315-660-0356

Email address: luis.mayor@fsfb.org.co

Current position:

Director Epilepsy clinic and EEG lab.

Department of Neurology.

Hospital Universitario Fundacion Santa Fe de Bogota

Calle 116 # 9-02 Bogota Colombia

Work phone: (+57)-1- 603-0303 ext 5208

Cell. (+57)315-660-0356

Office address: Carrera 9 # 116-20 consultorio 824. Bogotá Colombia

### Work Experience:

- Neurologist -Epileptologist since October 1995
- Chairman Neurology Department from November 2016 to September 2020.  
Department of  
Neurology.  
Hospital Universitario Fundacion Santa Fe de Bogota, Bogota Colombia, South  
America  
Director EEG laboratory and Epilepsy Clinic
- Clinical Neurophysiology-Epilepsy and EEG instructor, Neurology programs:  
Universidad Nueva Granada, Bogotá,
- Universidad Colegio Mayor del Rosario (clinical Neurophysiology).
- Assistant professor: Neurology -Epilepsy  
School of Medicine Universidad del Bosque
- Hospital de San José, Bogota- Colombia  
Neurology service from October/94 to March/96
- Assistant instructor of neurology  
Colegio Mayor de la Nuestra señora del Rosario, School of Medicine  
January/95 to December/ 97.
- Clinica Palermo, Bogota- Colombia  
Neurologist (private practice) 1992 to 1997
- Colombian league against epilepsy, Bogota- Colombia  
Neurologist 1986 to 1992
- Instituto Neurologico de Colombia, Bogota- Colombia

- Neurologist September 1986 to September 1987
- American Epilepsy Society Membership.
  - American Clinical Neurophysiology Society membership
  - Active member of the Colombia Neurological association.
  - International child neurology association, member.
  
  - Member ILAE Neurophysiology Task Force of the Diagnostic Methods Commission since 2022.
  - Member ILAE Educational Task Force of the Paediatrics Commission since 2022.
  - Member of the Program Committee, American Clinical Neurophysiology society 2/1/2021 through 2/1/2024.
  - Member executive board of international league against Epilepsia-Latin America 2021 to present.
  - Member Continuum medical education committee American Clinical Neurophysiology society since February 2019 to 2020
  - Member electroencephalography task force international league against epilepsy (ILAE) 2017 to 2021.
  - Member International Relations Committee of the American Clinical Neurophysiology Society (ACNS) 2/1/2016 to 2/1/2023
  - Fellow American Epilepsy Society since October 2019.
  - Fellow American Clinical Neurophysiology Society since February 2021
  - Seizure: European Journal of epilepsy. Certificate of reviewing. August 2016
  - Reviewer for Epilepsy Research, since June 2018
  - Reviewer Clinical Neurology and Neurosurgery, since July 2021
  - Reviewer Seizure: European Journal of Epilepsy, since September 2020

Education:

- Colegio Mayor de Nuestra Señora del Rosario-School of Medicine  
Bogotá, Colombia, South America.  
Medical Doctor and Surgeon June 1981
- Social Rural year: Leticia, Amazonas-Colombia from July 21, 1981, to July 1982

Residency:

- Colegio Mayor de Nuestra Señora Del Rosario-School of Medicine  
Hospital de San Jose, Bogota- Colombia  
Neurology service from August 1982 to July 1986

Fellowship:

- EEG fellowship, University Hospitals of Cleveland  
Case Western Reserve University  
Cleveland Ohio September 1990 to June 1991
- Clinical Neurophysiology- Epilepsy Fellowship, Henry Ford Hospital  
Detroit Michigan March 1, 2000, to December 31, 2000.
- Clinical Neurophysiology – Epilepsy Fellowship. University Hospitals.  
Case Medical Center. Cleveland. February 2009-February 2010.

Certifications:

The American Board of Clinical Neurophysiology

- International Diplomate in the specialty of advanced central clinical neurophysiology  
with added competency in epilepsy monitoring since November 12, 2011, to  
December 31/2031
- International Diplomate in the specialty of advanced central clinical neurophysiology  
with added competency in Critical Care EEG monitoring November 20, 2021, to  
December 31, 2031.
- Diplomate in the subspecialty of clinical neurophysiology with special qualification  
in pediatric EEG. June 17, 2003, to December 31, 2033.

Educational Commission for Foreign Medical Graduates

ECFMG certification No: 0-359-633-5. December 4/1997

## PUBLICATIONS

Book:

- ***Luis Carlos Mayor***, Jorge Burneo, Juan Gonzalo Ochoa.

- Manual de electroencefalografía – Handbook of electroencephalography. Bogotá: Universidad de los Andes Facultad de Medicina, Ediciones Uniandes, 2013. ISBN: 978-958-695-946-9. ISBN e-book: 978-958-695-947-6. CDD 616.8047547
- **Mayor LC**, Burneo J, Ochoa JG. Electroencephalography. Internet EEG course. Medical education Hospital Universitario Fundacion Santa Fe de Bogota. [www.e-salud-edu.co](http://www.e-salud-edu.co)

Peer-reviewed publications:

- Peltola ME, Leitinger M, Halford JJ, Vinayan KP, Kobayashi K, Pressler RM, Mindruta I, **Mayor LC**, Lauronen L, Beniczky S. Routine and sleep EEG: Minimum recording standards of the International Federation of Clinical Neurophysiology and the International League Against Epilepsy. *Clinical Neurophysiology*. 2023 Jan 23.
- Quiroga-Padilla PJ, Briceño C, **Mayor LC**. Effect of the modified Atkins diet in adults with drug-resistant epilepsy: A controlled study. *Epilepsy & Behavior*. 2022 Nov 1; 136:108936.
- Martínez-Juárez IE, del Carmen Garcia M, Camilo-Cotuá UJ, Paredes-Aragón E, Chang-Segura JL, Guzmán-Sánchez KE, Barreto E, Appendino JP, Rios-Polh L, Andrade A, **Mayor LC**. An international consortium in epilepsy surgery education: Clinical case-based discussions between Latin-American and Canadian Epilepsy Centers. *Epilepsy & Behavior*. 2022 Aug 1; 133:108803.
- Beniczky S, Tatum WO, Blumenfeld H, Stefan H, Mani J, Maillard L, Fahoum F, Vinayan KP, **Mayor LC**, Vlachou M, Seeck M. Seizure semiology: ILAE glossary of terms and their significance. *Epileptic Disorders*. 2022 Jun;1(1).
- Jorge Barragán-Ardila, **Luis Carlos Mayor**, Julián Mancera & Paula Martínez Micolta (2022): Ictal paraphasia as an atypical manifestation of temporal lobe epilepsy, *Neurocase*, DOI: 10.1080/13554794.2022.2081087
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National and International presentations:

- Epilepsy clinical case. Spanish Symposium, director. American Clinical Neurophysiology Society meeting. Austin TX, March 30/2023.
- QEEG conference. Hospital Italiano. Buenos Aires, Argentina. March 9/2023.
- Antiepileptic drugs/ Antiseizure medications in special conditions. LASSE (Latin America Summer school of epilepsy). Sao Paulo, Brazil. March 1/2023.
- Treatment of difficult to control Epilepsy when there is not surgical indication. LASSE (Latin America Summer school of epilepsy). Sao Paulo, Brazil. March 2/2023
- The Use of Continuous EEG in the Critical Care Setting: What Do We Do When Resources are Limited? American Epilepsy Society. Annual. meeting. Nashville. December 2nd/2022.
- Epilepsy Education in Latin America. American Epilepsy Society. Annual. meeting. Nashville. December 5th/2022
- Patrones clínico EEG en el paciente critico con estado de mal epiléptico. Congreso Latinoamericano de epilepsia. Medellín, Colombia, October 2022.
- Interacciones medicamentosas tanto entre MAC como con otros medicamentos. International neurology congress. Cartagena. June 3/2022
- Opciones de tratamiento: selección y opciones de tratamiento de MAC. Selección de MAC en poblaciones especiales. Congreso internacional de neurología. Cartagena. June 2/2022.
- EEG terminology in ICU Latin America Epilepsy Congress. Medellín, Colombia, October 2022.
- Encefalitis autoinmunes una causa cada vez más frecuente de epilepsia sintomática. XXVIII Congreso Peruano de Neurología, June 23/2022.
- ACNS January 29/2022: the role of neurophysiology in the evaluation of patients with low grade gliomas.

- Implementation of ICU Telemetry in Latin America: The Colombian Experience. American Clinical Neurophysiology Society Annual Meeting. January 29/2022.
- Síndromes quirúrgicos y taller de casos de epilepsia farmacorresistente y quirúrgicos. Minifelloship Iberoamericano de Epileptología (MIE 2019). Mallorca Spain. May 25-28/2019.
- Temporal lobe epilepsy. Spanish Symposium. American Epilepsy Society Annual meeting. New Orleans. December 30/2018.
- Congreso internacional 2018. Sociedad Cundinamarquesa de anestesia. Neuroanestesia y neurointensivismo. Septiembre 21/2018. Bogotá
- 3er Encuentro de Neurociencias Pediátricas 2018, August 2-4/2018. Mexico City. Mexico
- Curso Latinoamericano de electroencefalografía y video EEG. Bogotá June 22-23/2018.
- Definición e impacto de la epilepsia refractaria. Congreso nacional de neurología. Barranquilla marzo 2018
- Simposio de semiología en epilepsia refractaria. Fundación Cardioinfantil – Instituto de Cardiología. Bogotá, enero 26-27/2018.
- II curso para técnicos en electroencefalografía. Asociación Colombiana de neurología. Octubre 6 y 7/2017. Bogotá.
- Fundación Universitaria de Ciencias de la Salud –FUCS. Jornada de actualización: Epilepsia siglo XXI medicina basada en la evidencia. Septiembre 15-16 /2017. Conferencia Nuevos anticonvulsivantes.
- 36º congreso da liga Brasileira de epilepsia e III jornada internacional de epilepsia Brasil-America Latina. Novas opcoes no tratamento da epilepsia no Brasil – Facendo a diferenca na vida dos pacientes. Junho 8-11/2016. Recife. Brazil.
- XVII congreso de la sociedad médica ecuatoriana de neurología y XVI jornada de la liga ecuatoriana contra la epilepsia. Septiembre 23 al 26/2015. Cuenca Ecuador.
- II congreso colombiano de controversias en neurología y simposio internacional de neurociencias. Agosto 15/2015. Medellín
- II curso de EEG. I simposio de Video-EEG. Mayo 22/2015 Guayaquil Ecuador.,

- Congreso Colombiano de epilepsia. Noviembre 7-8/2014. Pereira, Colombia.
- XXIV congreso peruano de neurología. Octubre 25-25/2013. Trujillo, Perú.
- VIII congreso venezolano de epilepsia. Marzo 15-18.2011. Barquisimeto, Venezuela

Luis Carlos Mayor-Romero MD.  
June 2023.



UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

USA Health

DATE: December 1, 2023

TO: Jo Bonner  
President

FROM: Owen Bailey, Chief Executive Officer

A handwritten signature in blue ink, appearing to read 'Owen Bailey'.

SUBJECT: Board Meeting Documents

Attached for review and approval by the Health Affairs Committee and the Board of Trustees are:

Resolution – Department of Urology Waiver of Eligibility Request

- Waiver of Eligibility Request Summary - Jatinder Kumar, MBBS, MS, MCh, MD

OB/kh

Attachments

A handwritten signature in black ink, appearing to read 'Jo Bonner'.

**RESOLUTION**

**DEPARTMENT OF UROLOGY WAIVER OF ELIGIBILITY REQUEST**

**WHEREAS**, USA Health has the only urology clinic in the area backed by the resources of academic medicine and University Urology is dedicated to delivering patient-centered urologic care to men, women and children along the Gulf Coast, and

**WHEREAS**, recruitment for this specialty is of the highest priority, and

**WHEREAS**, Jatinder Kumar, M.D., is an excellent candidate who could be a great faculty member and compliment the University Urology team as a Reconstructive Urologist, and, while he does not meet the eligibility criteria to join the medical staff because he is not eligible for ABMS (American Board of Medical Specialties) board certification due to being a foreign medical graduate, he completed a fellowship in advanced Urology at the University of Florida College of Medicine in 2021 and, once hired, Dr. Kumar will be board eligible to become Urology board-certified through an alternative pathway which allows a candidate to appeal to the Urology Certification Board once they have been in a full-time academic position for seven years, and

**WHEREAS**, the waiver of eligibility request is recommended for Board approval by the Medical Executive Committees and Credentialing Board of the USA Health Hospitals,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama hereby authorizes the waiver of eligibility request as submitted.



November 13, 2023

Dear Credentialing Board and Board of Trustees,

The Medical Executive Committees at USA Health Hospitals approved Dr. Jatinder Kumar's request for a waiver because he could not obtain his Urology Board Certification within five years as required by the Medical Staff Bylaws due to being trained in India. The waiver request is recommended for approval by the Credentialing Board and the Board of Trustees.

In 2021, Dr. Kumar completed a fellowship in advanced urology at the University of Florida College of Medicine. Once hired, Dr. Kumar will be eligible to become a board certified urologist through an alternative pathway. This alternative pathway allows a candidate to appeal to the Urology Certification Board once they have been in a full-time academic position for seven years.

Dr. Christopher Keel, chair of the Department of Urology, requested this waiver so that Dr. Kumar could be hired to fill the role as a reconstructive urologist.

# Curriculum vitae

**Jatinder Kumar**, M.B.B.S, M.S, M.Ch, M.D

Phone no: +1-904-699-7488

E mail: [jatinderurology82@gmail.com](mailto:jatinderurology82@gmail.com)

## Current and past positions

**Assistant Professor Urology** (*start date Npvember 1<sup>st</sup>, 2023*)  
*University of South Alabama*

**Assistant Professor Urology** (*April 2023 - Current*)  
*University of Florida,*  
*8<sup>th</sup> street W, Jacksonville, Florida, 32209*

**Chief of Department of Urology** (*March 2021 – March 2023*)  
Armstrong Centre for Medicine and Health,  
600 Medical Arts Complex, Suite 660, Kittanning, PA, USA, 16201  
Phone: 724-548-3883, Fax: 724-548-3885

**Director of Outcomes research** (*March 2021 – March 2023*)  
Armstrong Centre for Medicine and Health,  
600 Medical Arts Complex, Suite 660, Kittanning, PA, USA, 16201  
Phone: 724-548-3883, Fax: 724-548-3885

**Head of the Department** (*July 2014 – February 2019*)  
Department of Urology  
Shri Dev Shri (SDS) Global hospital,  
Delhi – Muzzafarnagar bypass, Modipuram, Meerut, India 250001.

**Consultant Urologist** (*July 2013 – February 2019*)  
Department of Urology  
Anand hospital,  
A-1, Damodar Colony, Meerut, India 250001.

## Education

**Medical school** (*September 2000 – March 2005*): Lala Lajpat rai Memorial Medical college, Meerut, U.P, India, MBBS

**Internship** (*April 2005 – March 2006*): Sardar Vallabh Bhai Patel hospital, Meerut, U.P, India

**Residency - General Surgery** (*July 2006 – June 2009*): King George Medical University, Lucknow, Uttar Pradesh, India

**Residency - Urology** (*July 2010 – June 2013*): Sanjay Gandhi Postgraduate Institute of Medical Sciences, Lucknow, Uttar Pradesh, India

**Fellowship - Advanced urology** (*March 2019 – February 2021*): University of Florida, Jacksonville, Florida, USA.

**Fellowship - Reconstructive urology** (*one year as a part of advanced urology fellowship March 2019, July - August 2019, July 2020 – February 2021*): University of Florida, Jacksonville, Florida, USA.

**Other education -**

- Observing fellow (urological Oncology) at New York Presbyterian Hospital, New York, USA. April 2013
- Observing fellow (urological Oncology) at University of South California, Los Angeles, USA. May 2013
- Kidney transplant: 3 years of renal transplant training (SGPGIMS, Lucknow)
- Basic Statistical analysis course (SGPGIMS, Lucknow, 2011)
- Scientific communication course (SGPGIMS, Lucknow, 2011)

## Clinical achievements

**Chief of Department of Urology:** Armstrong Centre for Medicine and Health, Kittanning, USA.

**Director of Outcomes research:** Armstrong Centre for Medicine and Health, Kittanning, USA.

**HOLEP:** Started and developed holmium laser enucleation of prostate (HOLEP) program at University of Florida, Jacksonville, USA.

**Mini-PCNL:** Started and developed mini-percutaneous nephrolithotomy (mini-PCNL) program at University of Florida, Jacksonville, USA.

**Established HOLEP program:** In western part of state of Uttar Pradesh, at Anand hospital, Meerut, India. Subsequently did more than 200 HOLEP surgeries in 6 years.

**Pioneer of laparoscopic adult and paediatric urology:** In western part of state of Uttar Pradesh, at Anand hospital, Meerut, India in 2013. Subsequently done more than

300 laparoscopic urological procedures with most of them being pyeloplasty and ureteric reimplantation.

**Advanced urology center:** Developed Anand hospital, Meerut, India as referral center for urethroplasty with more than 15 urethroplasty procedures a month, and training young urologist in reconstructive urology.

## Medical licensure

Pennsylvania medical board (MD 472284)

Florida state medical license

Medical Council of India

## Honors and awards

- International biology Olympiad 2000- 5<sup>th</sup> Rank
- National biology Olympiad 2000- 4<sup>th</sup> rank
- State physics Olympiad examination 2000- 1<sup>st</sup> rank in City
- Certificate of honor in anatomy-2001
- Batch representative of anatomy society-2001
- First prize in physiology quiz at college level – 2001
- Proficiency in intercollege physiology quiz – 2001
- First prize in ENT quiz state level – 2003
- Third prize in ENT quiz zonal level – 2003
- First prize in pediatric quiz state level – 2004
- First prize in pediatric quiz divisional level – 2004
- First prize in leprosy quiz by NLEP India – 2003
- Second prize in leprosy quiz by clinical society in 2004
- Certificate of merit in ENT final examination – 2004
- First prize in thesis paper presentation in MS – 2008 (UPASICON 2008)
- First prize in PG quiz in UPASICON – 2008
- Certificate of appreciation in 14<sup>th</sup> annual CME programme of Prof HS Mittal memorial education foundation in 2005
- Marudhara jodhpur trust best paper prize at NZUSICON 2012 in jammu
- **BEST RESIDENT OF SGPGIMS 2012**
- Urological Society of India international travel fellowship to USA awarded in 2013

## Education - Teaching

**July 2006 – June 2009:** King George medical university, Lucknow. Undergraduate and resident teaching and training.

**July 2010 – June 2013:** Sanjay Gandhi postgraduate institute of medical sciences, Lucknow. Resident teaching and training.

**March 2019 – February 2021:** Department of urology, University of Florida, Jacksonville. Resident teaching and training.

## Education - Reviewer for the Journals

- Journal of robotic surgery
- American journal of clinical oncology
- Indian journal of Urology
- Urologic Oncology: Seminars and Original Investigations
- Indian journal of Surgery

## Education - Online resources

Full thickness skin graft urethroplasty.

<https://www.youtube.com/watch?v=Ag6zgENiswU>

Dorsal onlay vaginal graft urethroplasty for female urethral stenosis.

<https://www.youtube.com/watch?v=LutXjMdjpVg> HYPERLINK

["https://www.youtube.com/watch?v=LutXjMdjpVg&t=496s"](https://www.youtube.com/watch?v=LutXjMdjpVg&t=496s) HYPERLINK

Orthotopic neobladder following radical cystoprostatectomy.

<https://www.youtube.com/watch?v=MrThdGrqM20>

## Professional and society memberships

- American urological association (AUA): May 2013 till date
- Urological society of India: Jan 2012 till date
- North Zone chapter of Urological Society of India: Jan 2012 till date
- Urological association of Uttar Pradesh: Sep 2013 till date

## Invited faculty

Operating faculty for live demonstration of laparoscopic ureteral reimplantation, at annual NZUSICON 2018 at Ludhiana, India.

Operating faculty for live demonstration of bipolar resection of prostate (TURiS), at Midterm NZUSICON 2016 at Meerut, India.

## **Presentation/ work presented at national meetings**

### **SESAUA April 2021, Nashville, USA**

- Comparison of treatment outcomes in young men with Grade Group 1 Prostate cancer.
- Comparative Analysis of the Extent of Lymph Node Dissection in Commonly Diagnosed Genitourinary and other Solid-organ Malignancies: A Systematic Review and Meta-Analysis.
- Extramural Venous Invasion: A Novel Magnetic Resonance Imaging Biomarker for Adverse Pathology in Bladder Cancer
- Pathology Grade Influences Competing Mortality Risks in Elderly Men with Prostate Cancer.

### **AUA May 2020, Washington D.C. USA**

- Evaluation of genitourinary complications after spinal cord injury: results of model spinal cord injury systems 15-year follow-up data.
- Predictors of rehospitalization in patients with spinal cord injury: using data from model spinal cord injury systems.
- Comparative efficacy of enzalutamide, apalutamide and darolutamide for treatment on non-metastatic castrate-resistant prostate cancer: a network meta-analysis.
- Socioeconomic factors associated with patient no shows in the ambulatory urology clinic.
- Impact of intra-ductal carcinoma on clinical outcomes in men with prostate cancer: systematic review and meta-analysis.
- Competing mortality risks in elderly men with prostate cancer in the United states.

- Combination therapy for metastatic renal cell carcinoma: a systematic review and network meta-analysis.
- Comparative analysis of the extent of lymph node dissection in commonly diagnosed genitourinary and other solid-organ malignancies: a systematic review of randomized controlled trials.

### **SESAUA March 2020, New Orleans, USA**

- Comparative Efficacy of Enzalutamide, Apalutamide and Darolutamide for Treatment of Non-Metastatic Castrate-Resistant Prostate Cancer: A Review and Network Meta-Analysis.
- Influence of Intra-ductal Carcinoma on Clinical Outcomes in Men with Prostate Cancer: Systematic Review and Meta-analysis.
- Intermediate term follow up of prostatic urethral lift for benign prostatic hyperplasia: a meta-analysis and systematic review.
- Combination Therapy for Metastatic Renal Cell Carcinoma: A Systematic Review and Network Meta-Analysis.
- Prostate cancer in elderly – natural history and prostate cancer-specific mortality.

### **SUFU 2020, Arizona, USA**

- Evaluation of Genitourinary Complications Following Spinal Cord Injury: Results of Spinal Cord Injury Model Systems 15-year Follow-up Data.

## **Presentation/ work presented at international meetings**

### **ESPU, PAPSA, Society of Vascular Surgeons**

- 23<sup>rd</sup> annual meeting of ESPU in May 2012 at Zurich, Switzerland. 1-stage feminizing genitoplasty for congenital adrenal hyperplasia: long term cosmetic, functional, psychological and psychosexual outcome.
- 9<sup>th</sup> PAPSA biennial conference at Cape town south Africa. Evaluation of different techniques in repair of urethra-cutaneous fistula after hypospadias repair.
- 9<sup>th</sup> PAPSA biennial conference at Cape town south Africa. Paediatric urolithiasis: experience at a tertiary centre.

- Annual Meeting of Society of Vascular surgeons, USA at Washington DC on June 8, 2012. Surgical Management of Vascular Access-related Complications in Haemodialysis Patients.

### **Urological Society of India annual conferences**

- USICON 2012. Does impairment in flow mediated dilatation and severity of coronary artery disease correlate with erectile dysfunction? A study in consecutive
- USICON 2012. Percutaneous management of renal calyceal diverticular stone.
- USICON 2012. Bone mineral density at the time of instituting androgen deprivation therapy in metastatic prostate cancer: does practice pattern match the guidelines?
- USICON 2012. Impact of simultaneous bladder neck incision with valve fulguration on renal function and urodynamics in posterior urethral valve patients.
- USICON 2012. Surgical management of disorder of sex development: long term results.
- USICON 2014. Two urologists bilateral synchronized percutaneous nephrolithotomy.
- USICON 2014. Two urologist single kidney PCNL (TUSK PCNL).

### **North Zone Urological Society of India annual conference**

- NZUSICON Nov 2012. ED as a marker of severity of coronary artery disease – a study from the Indian population.
- NZUSICON Nov 2012. Impact of lap vs open kidney harvesting and routine use of DJ stent on long term outcome of ureteral complications in renal transplants.
- NZUSICON Nov 2012. Clinical and pathological characteristics of renal cell carcinoma in relation to the age at presentation in Indians.
- NZUSICON Nov 2015. Two urologist single kidney percutaneous nephrolithotomy p- introduction and advantage.
- NZUSICON Nov 2015. Bilateral simultaneous pyeloplasty as a feasible option.



- NZUSICON Nov 2015. Dorsal onlay vaginal graft urethroplasty for female urethral stenosis.

## **Intramural Presentation**

### **Grand rounds:**

- Management of small renal masses
- Surgical management of VVF
- Advantages of mini-PCNL
- Recent advancements in medical management of BPH
- Immunotherapy in bladder cancer
- Pelvic fracture associated urethral injury
- Toxicity of immunotherapy

### **Basic science Lectures:**

- Research aspect of Klotho protein
- Tumor immunology: basic and clinical aspect
- DNA methylation

### **Tumor Board:**

Primary presenter in 8 tumor board meetings

### **Urology Core Curriculum:**

Actively participated and presented

### **QI conference:**

Actively participated and presented

### **Case Discussions:**

Actively participated and presented

### **Journal club:**

Actively participated and presented

### **Educational presentation to local physicians:**

- New horizons in management of renal stone disease (RIRS) – at Indian Medical Association meeting at district Muzaffarnagar, Sep 2013
- Holmium laser in urology (HOLEP and RIRS) – at Indian Medical Association meeting at Meerut, July 2014.

- Applications of laparoscopy in urology – at surgical society meeting at Meerut, Dec 2014.
- Surgical treatment of female urethral stenosis – at Indian Medical Association meeting at district Bijnor, Feb 2015.
- Advances in laparoscopic urology – at Indian Medical Association meeting at Meerut Sep 2015

## Administrative responsibility and other activity

### Conferences organized:

- Mid-Term live operative workshop under aegis of North Zone Urological Society of India, April 2016 (joint organizing secretary, NZUSI mid-term)
- North Zone Urological society of India, annual conference 2017 (joint organizing secretary, NZUSICON)
- Urological Society of Uttar Pradesh Annual conference 2015 (organizing committee UAUCON).

### Promotional:

- Prostate cancer awareness program at remote areas of district Bijnor, India.
- Organized urology consultation camp at district Bijnor, India.
- Organized urology consultation camp at Moradabad, India.

## Citations (google scholar profile): Total citations - 362

[https://scholar.google.com/citations?hl=en&user=YzIsw9gAAAAJ&view\\_op=list\\_works](https://scholar.google.com/citations?hl=en&user=YzIsw9gAAAAJ&view_op=list_works)

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UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

USA Health

DATE: November 30, 2023

TO: President Jo Bonner

FROM: William B. Grete, Esq., *wbg*  
USA Health Chief Legal Counsel

CC: G. Owen Bailey, MHA, FACHE  
Chief Executive Officer and Senior Associate Vice President for Medical Affairs,  
USA Health

John V. Marymont, M.D., M.B.A.  
Vice President for Medical Affairs and Dean of the Whiddon College of  
Medicine, University of South Alabama

Kristin Dukes, Esq.  
General Counsel, University of South Alabama

SUBJECT: Amendment to the Bylaws of the USA Health Care Authority

The purpose of this memorandum is to request approval of the amendment to the Bylaws of the University of South Alabama Health Care Authority attached as Exhibit A (“Amendment”). At its October 30, 2023 meeting, the Board of Directors of the University of South Alabama Health Care Authority (“USA HCA”) approved an amendment to USA HCA Bylaws (subject to the approval of the Board of Trustees). The purpose of the Amendment was to clarify that the Board of Directors of USA HCA is the governing body of USA Health Providence Hospital and has the responsibility to approve medical staff appointments for USA Health Providence Hospital. USA Board of Trustee approval of the Amendment is requested under the following circumstances:

1. The Articles of Incorporation and the Bylaws of USA HCA require that any amendments are to be made by the USA HCA Board of Directors and will only be effective upon the approval of the Board of Trustees of the University of South Alabama.
2. As an Alabama hospital, USA Health Providence Hospital is required by The Joint Commission and the Alabama Department of Public Health to have a governing body that oversees the credentialing of medical staff members with privileges to practice medicine at the hospital.
3. USA HCA (and its affiliate USA Health HCA Providence Hospital, LLC) was the acquiring entity of Providence Hospital from Ascension. Given the clear state action immunity from antitrust scrutiny enjoyed by USA HCA, this USA entity was used as the vehicle for the acquisition.
4. The attached amendment to the USA HCA Bylaws clarifies that the Board of Directors of USA HCA “shall be the governing body of USA Health Providence Hospital and shall have final approval of all appointments and reappointments and conferring of clinical privileges to members of the medical staff...”

A handwritten signature in black ink, appearing to read "J. Bonner". The signature is written in a cursive style with a large initial "J" and "B".

**RESOLUTION**  
**REVISED BYLAWS**  
**OF THE UNIVERSITY OF SOUTH ALABAMA HEALTH CARE AUTHORITY**

**WHEREAS**, the Board of Trustees (the “Board”) of the University of South Alabama approved the purchase of substantially all of the assets of that certain acute care hospital known as Providence Hospital located in Mobile, Alabama (“Hospital”), as well as certain specified related assets, in a transaction that closed on October 1, 2023 (the “Transaction),

**WHEREAS**, the University of South Alabama Health Care Authority (“USA HCA”) was the acquiring entity of the Hospital,

**WHEREAS**, as an Alabama hospital, the Hospital is required by The Joint Commission and the Alabama Department of Public Health to have a governing body that oversees the credentialing of medical staff members with privileges to practice medicine at the Hospital,

**WHEREAS**, the Board of Directors of USA HCA, by resolution in its September 6, 2023, meeting, voted to amend the Bylaws of the USA HCA to provide for Board oversight of the medical staff of USA Health Providence Hospital effective October 1, 2023, and to clarify that the Board of Directors will serve as the governing board for USA Health Providence Hospital,

**WHEREAS**, the Articles of Incorporation and the Bylaws of the USA HCA require that any amendments to the Bylaws are to be made by the USA HCA Board of Directors subject to the approval of the Board of Trustees of the University of South Alabama,

**WHEREAS**, the USA Board of Trustees now desires to authorize and approve the amendment of the Bylaws of the USA HCA as provided in this resolution,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama hereby approves the amendment of the Bylaws of the USA HCA as proposed by the Board of Directors of the USA HCA and shown on the attached Exhibit A.

**EXHIBIT A**  
**AMENDED AND RESTATED BYLAWS**  
**OF**  
**UNIVERSITY OF SOUTH ALABAMA HEALTH CARE AUTHORITY**

**ARTICLE I.**

**Offices**

**Section 1. Principal Office.** The principal office of the University of South Alabama Health Care Authority (hereinafter called the "University Authority") shall be located at 307 University Boulevard, N., AD 170, Mobile, Alabama, 36688-0002, in the City of Mobile, Alabama (hereinafter called "the City").

**Section 2. Other Offices.** The University Authority may also have such other office or offices within or without the corporate limits of the City as the Board of Directors of the University Authority may determine or as its business may require.

**ARTICLE II.**

**Powers and Conformity with Articles of Incorporation and Enabling Law**

**Section 1. Powers.** The University Authority shall have such powers as are specified in its Articles of Incorporation, as may be amended from time to time, in conformity with the University Authority Act of 2016, and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Enabling Law").

**Section 2. Inconsistency with the Articles of Incorporation.** No provision of these Bylaws may be inconsistent with the provisions of the University Authority's Articles of Incorporation or the Enabling Law. In the event of any inconsistency between the Bylaws and the Articles of Incorporation of the University Authority, the Enabling Law and Articles of Incorporation shall control.

**ARTICLE III.**

**Board of Directors**

**Section 1. Creation and Duties of the Board In General.** All corporate powers of the University Authority shall be exercised by or under the authority of, and the business affairs of the University Authority shall be managed under the discretion of, a Board of Directors (the "Board"). The number of members of the Board shall be eleven or as specified in the Articles of Incorporation.

**Section 2. USA Health Providence Hospital.** The Board of Directors of the University of South Alabama Health Care Authority shall be the governing body of USA Health Providence Hospital and shall have final approval of all appointments and reappointments and conferring of clinical privileges to members of the medical staff subject to the hearing and appeal procedures set forth in the Medical Staff Bylaws and the General Rules and Regulations of the Medical

Staff (hereinafter collectively referred to as the “Medical Staff Bylaws”). The provisions relating to appointment and reappointment and conferring of clinical privileges of the medical staff, as contained in the Medical Staff Bylaws and as applicable to the University of South Alabama Health Care Authority, are incorporated herein by reference.

**Section 3. Election of Directors.** The members of the Board (hereinafter called “Directors”) shall be selected in accordance with the provisions of the University Authority’s Articles of Incorporation (as it may at the time exist). Any vacancy in the membership of the Board shall be filled in accordance with the University Authority’s Articles of Incorporation.

**Section 4. Terms of Directors.** Each Director shall hold office for a term as established in the University Authority’s Articles of Incorporation.

**Section 5. Resignation of Directors.** Any Director may resign at any time upon written notice to the University Authority addressed to it at its principal office or to an office of the Board. Any resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Removal of Directors.** Any Director may be removed in accordance with the Articles of Incorporation.

**Section 7. Vacancy Among Directors.** Any vacancy in the Board shall be filled by appointments made by the Trustees of the University of South Alabama at their next regular meeting or earlier as determined necessary by the Executive Committee of the Trustees of the University of South Alabama.

**Section 8. Place of Meetings; Telephonic or Video Conference Meetings.** All meetings of the Board shall be held at the principal office of the University Authority or at such other place or places as the Directors may from time to time determine. The Board may meet telephonically or via video conference.

**Section 9. Regular and Special Meetings.** Regular meetings of the Board shall be held quarterly at such time as the Board may determine in advance. A special meeting of the Board shall be held upon the call of either the President of the University Authority or a majority of the total number of Directors, and otherwise at such times as the Board may by resolution specify.

**Section 10. Notice of Meetings.** One day's notice of each special meeting shall be given to each Director, and, if required by law or by these bylaws, such notice shall also state the purpose for which such special meeting was called. The notice provided for in this section must be given in person by any reasonable means (including telephone), unless any Director is absent from the country or municipality in which he or she resides, in which event any such notice may be given by registered letter or by telegram. Attendance of a director at a meeting shall constitute a waiver of notice of such a meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 11. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the University Authority's Articles of Incorporation, or of these bylaws, a

waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such notice is permitted by state law. All such waivers shall be filed with the corporate records, or be made a part of the minutes of the relevant meeting.

**Section 12. Quorum.** A majority of Directors shall constitute a quorum for the transaction of business of the Board, and any meeting of the Board may be adjourned from time to time by a majority of the directors present. No vacancy in membership of the Board shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board. Any regular meeting or special meeting of the Board may be continued in session by being adjourned at the end thereof to a specified time and place, and at any adjourned meeting may again be continued in session by adjournment thereof.

**Section 13. Voting.** Each Director shall be entitled to one vote at any meeting of the Board while in attendance. There shall be no voting by proxy.

**Section 14. Business and Manner of Acting; Resolutions; Written Record.** Any matter of business may be transacted at any meeting, except as otherwise required by law or these bylaws. Action approved by the majority of Directors present at any meeting at which a quorum is present shall be an act of the Board unless a greater portion is required by law or by the University Authority's Articles of Incorporation. At the request of any Director, the vote on any question before the Board shall be taken by yeas and nays and entered upon the record. All resolutions adopted by the Board shall constitute actions of the University Authority. All proceedings of the Board shall be reduced to writing, shall be signed by the secretary of the University Authority and shall be recorded in permanent physical or electronic storage.

**Section 15. Powers.** All powers of the University Authority shall be exercised by the Board or pursuant to its authorization. Except as otherwise provided by law, by the University Authority's Articles of Incorporation or by these bylaws, the Board shall exercise the powers of the University Authority, conduct its business affairs, and control its property. In addition to the powers and authorities by these bylaws expressly conferred upon it, the Board may exercise all such powers of the University Authority and do all such lawful acts and things as are not by statute, by the University Authority's Articles of Incorporation (as it may at the time exist) or by these bylaws denied to them.

**Section 16. Compensation of Directors.** Each director shall serve without compensation but may be reimbursed for expenses actually incurred by him or her in connection with the performance of his or her duties.

#### ARTICLE IV.

**Section 1. Officer.** The officers of the University Authority shall consist of a President, a Vice President, a Secretary, and a Treasurer and other officers and assistant officers as the Board deems necessary or desirable. The President and the Vice President of the University Authority shall be members of the Board, and said offices shall not be held by the same person. The Secretary and the Treasurer of the University Authority and any other

officers of the University Authority need not be members of the Board of Directors, and said offices may (but need not) be held by the same person.

**Section 2. Other Officers, etc.** The Board may appoint such officers, employees and agents as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties, at and for such compensation, as shall be determined from time to time by the Board. The Board may appoint a Chief Executive Officer to carry out the duties and responsibilities as set forth in these bylaws.

**Section 3. Election of Officers and Terms of Office.** The officers of the University Authority shall be elected by the Board. The term of office of each officer shall be a period of two (2) years after the expiration of the prior term, commencing on July 1, except (a) that any person elected as an officer to fill an unexpired term shall serve only until the expiration of the term of office of the officer whose place he or she filled, and (b) that if the term of any officer as a Director expires prior to the end of such two-year period or earlier date of expiration of his or her term of office as an officer, his or her term of office as an officer of the University Authority shall also expire on the date of expiration of his or her term as a Director. Any provision hereof to the contrary notwithstanding, if, at the expiration of the term of office of any officer, no successor thereto shall have been elected, then the officer whose term of office shall have expired shall continue to hold office until his or her successor shall be so elected. Any officer elected or appointed by the Board may, however, be removed at any time by the affirmative vote of a majority of the entire Board.

**Section 4. Delegation of Powers and Duties.** In case of the absence of any officer of the University Authority, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer, provided that a majority of the entire Board concurs therein.

**Section 5. Resignation.** Any officer may resign his or her office at any time by giving written notice thereof to the President of the University Authority. Such resignation, which may or may not be contingent upon formal acceptance, shall take effect on the date of receipt or at any later time specified in it. The vacancy will be filled by the Board for the unexpired portion of the term.

**Section 6. Powers, Authorities and Duties of Officers.** Subject to control of the Board, the several officers of the University Authority, in addition to the powers and authorities conferred and duties imposed upon them elsewhere in these bylaws, shall have and shall be charged with the powers, authorities and duties set forth in the following sections of this Article IV. The duties of the officers other than as outlined herein shall be prescribed by the Board or pursuant to its authorization.

**Section 7. Duties of Officers.** The duties of the President, Vice President, Secretary and Treasurer shall be those as are customarily performed by such officers in nonprofit corporations, including, without limitation, the following:

**a. President:** The President shall be the principal corporate officer of the University Authority and shall preside at all meetings of the Board. He shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

b. **Vice President:** The Vice President shall perform such duties as may be assigned to him or her by the Board or the President. In the absence of the President or in the event of his or her disability, inability, or refusal to act, the Vice-President shall perform the duties of the President with the full powers of, and subject to the restrictions upon, the President.

c. **Secretary:** The Secretary shall provide for the keeping of the minutes of all meetings of the Board and Board committees. He or she shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law, and shall act as custodian of all corporate records and reports and of the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the University Authority. He or she shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President of the Board.

d. **Treasurer:** The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the University Authority. He shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President. In addition, the Treasurer shall oversee the engagement by the University Authority of a firm or firms of certified public accountants to conduct an annual audit of the financial affairs of the University Authority in accordance with generally accepted accounting principles.

**Section 8. Assistant Secretary and Assistant Treasurer.** The Board may, in the event of extended absent or disability of either or both the Secretary and the Treasurer of the University Authority, appoint an assistant secretary or an assistant treasurer, respectively, to act in the position and to perform such other duties as may be assigned by the President.

**Section 9. Appointment, Powers, Authorities and Duties of Chief Executive Officer:**

a. The Board may select and appoint a Chief Executive Officer, who is hereby delegated (1) the responsibility for overall administrative management of the University Authority under the oversight and direction of the Board and (2) such authority as shall be necessary to effect such responsibility, subject to such policies as may from time to time be adopted by the Board or any committee to which the Board has delegated powers for such action, including but not limited to the following:

i. making reports to the Board on the overall activities of the University Authority, as well as appropriate federal, state, and local developments that affect operations, and take all reasonable steps to conform to all applicable laws and regulations;

ii. assisting the Board by annually preparing and updating a capital budget and preparing an operating budget showing expected receipts and expenditures, and supervise the business affairs of the University Authority to assure that funds are expended to the best possible advantage; and

iii. performing such other duties as the Board shall from time to time direct.

**Section 10. Fidelity Bonds.** In addition to complying with all other requirements set out in these bylaws in respect of any particular office, every officer, agent or employee of the University Authority who may receive, handle or disburse moneys for the account of the University Authority, or who may have any of the University Authority's property in his or her custody or control or be responsible for its safety or preservation, shall, at the direction of the



Board or the Treasurer of the University Authority, give a bond, in such form and in such amount and with such sureties as the Board or the Treasurer may require and approve.

**Section 11. Contracts, Deposits, Signatures on Checks, Bonds and Notes.**

**a. Authority of employees of the University of South Alabama.** Notwithstanding anything herein to the contrary, any individual employed by the University of South Alabama who has authority to act for the University of South Alabama in a particular capacity has the same authority to act for the University Authority, so long as such actions are consistent with the Enabling Law.

**b. Execution of contracts.** Except as herein otherwise provided, all contracts of the University Authority involving less than \$100,000 per year, shall be made by the President and the Secretary, provided that the Board may by resolution expressly authorize any other officer or offices, agent or agents, in the name and on behalf of the University Authority, to enter into any contract or to execute and deliver any instrument; and such authority may be general or confined to specific instances.

**c. Banking authority.** The President of the University of South Alabama and Vice President for Finance and Administration of the University of South Alabama may, on behalf of the Board: open and close bank, brokerage, custody, safekeeping, or other accounts in the name of the University Authority; sell, transfer, and endorse for sale or transfer any and all securities on behalf of the University Authority; buy securities for the account of the University Authority; order the transfer or delivery of securities on the University Authority to any other person; pledge collateral, securities, or other property in the name of the University Authority and to make withdrawals, substitutions and exchanges in connection therewith; and exercise any other rights related to securities, including signing for all releases, powers of attorney, and/or other documents in connection with securities of the University Authority.

**d. Deposits.** All funds of the University Authority shall be deposited to the credit of the University Authority in such depositories as the President of the University of South Alabama and Vice President for Finance and Administration of the University of South Alabama may approve on behalf of the Board.

**e. Signatures on checks, drafts, etc.** All checks, drafts, and other orders for the payment of money for authorized disbursement or transfer of funds shall be signed by the person or persons designated for that purpose by the President of the University of South Alabama and Vice President for Finance and Administration of the University of South Alabama acting for the Board. In no event shall any check, draft, or other order for payment of money be signed or countersigned in blank.

Anything in these bylaws to the contrary notwithstanding, the President of the University of South Alabama and Vice President for Finance and Administration of the University of South Alabama may authorize the establishment of a special or limited bank account or accounts for payroll, working fund or other special or limited purpose or purposes of the University Authority, and may authorize the withdrawal of such funds on the signature of authorized persons.

**f. Signature on bonds, notes, etc.** To be valid as against the University Authority, all bonds, promissory notes, bills of exchange and other evidence of indebtedness, not including checks, drafts and other orders for the payment of money which are provided for in the preceding subsection ( c ) of this section, shall be signed in the name of the University Authority

by the Secretary, and the President, or by such other officer or officers as may be authorized by the Board; provided, that such bonds, promissory notes, bills of exchange and other evidences of indebtedness may be executed with facsimile signatures of any such officer or offices when so permitted by applicable provisions of law.

g. **Satisfaction of Mortgages and Releases of Mortgaged Property.** The Treasurer, the Secretary or other officer or agent designated by the Board may enter a record satisfaction of any mortgage to the University Authority which has been paid and may enter credits of record as to any mortgage which has not been fully paid, and may release any part of the mortgaged property from the mortgage.

## ARTICLE V.

### BOARD COMMITTEES

**Section 1. Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the University Authority, and the President of the University Authority shall serve as President of the Executive Committee. The Executive Committee shall have power to transact all regular business of the University Authority during the interim between the meetings of the Board, provided (a) that any action which it may take shall not conflict with the policies and express wishes of the Board, and (b) that it shall refer all matters of major importance to the Board. Should any matter of extreme emergency arise between the regular meetings of the Board, it shall be the duty of the Executive Committee to request the President to call a special meeting of the Board. The Executive Committee shall meet at the call of its President.

**Section 2. Special Committees.** The Board has other duties which may require the formation of ad hoc committees. Each such committee shall be appointed by the President of the University Authority and shall meet only as required to resolve the issue at hand. No such committee shall be required to record or keep minutes of its meetings; however, all recommendations made by it shall be submitted to the Board and shall be recorded in the appropriate minutes of meetings of the Board.

**Section 3. Term.** Each member of a special committee shall continue in such capacity until the next annual meeting of the Board or until such person's successor is appointed, unless the committee shall sooner be terminated by the Board.

**Section 4. Resignation and Removal.** Any member of a committee may resign at any time upon written notice to the University Authority addressed to it at its principal office or to its President or Secretary. The Board may remove any member of a committee from such office at any time with or without cause.

**Section 5. Chairmen of Committees.** The President shall appoint one member of each committee as chairman.

**Section 6. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

**Section 7. Rules of Governance.** Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation of the University Authority, these Bylaws or rules adopted by the Board.

**Section 1. Quorum.** A majority of the membership of any Committee shall constitute a quorum. No vacancy in membership of any Committee shall impair the right of a quorum to exercise all the powers and perform all the duties of the Committee.

## ARTICLE VI.

### INDEMNIFICATION

**Section 1. Definition.** For purposes of this Article VI, the term "officer" shall include the University Authority's officers, directors, trustees, and the members of any other governing body of the University Authority, and any reference herein to directors, officers, employees, or agents shall include former directors, trustees, officers, employees, and agents and their respective heirs, executors, and administrators.

**Section 2. In General.** To the extent allowed by law, the University Authority shall indemnify any officer of the University Authority who is or was a party to any proceeding by reason of the fact that the officer is or was such an officer or is or was serving at the request of the University Authority as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of the officer's willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the University Authority shall make advances and reimbursements for expenses incurred by an officer of the University Authority in a proceeding upon receipt of an undertaking from the officer to repay the same if it is ultimately determined that the officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the University Authority and shall be accepted without reference to the officer's ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the University Authority.

**Section 3. Additional Indemnification.** The Board is hereby empowered to cause the University Authority to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article VI who was or is a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the University Authority, or is or was serving at the request of the University Authority as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2.

**Section 4. Indemnification Insurance.** The University Authority may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article VI and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee,

officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, against any liability asserted against or incurred by such person in such capacity or arising from such person's status as such, whether or not the University Authority would have power to indemnify such person against such liability under the provisions of this Article VI.

**Section 5. Legal Determinations.** In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article VI shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

**Section 6. Scope of Indemnification.** The provisions of this Article VI shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article VI shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

## ARTICLE VII.

### General Provisions

**Section 1. Annual Report.** Within a reasonable period of time after the close of each fiscal year, the Chief Executive Officer, if one has been appointed by the Board, shall submit to the Board an annual report or separate reports which shall include such information that the Board deems necessary in order to carry out its fiduciary oversight responsibility.

**Section 2. Conflict of Interest.** Any Director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest exists, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. The foregoing shall not be interpreted to mean that a Director must not comply with provisions of state laws and accepted ethical standards and guidelines for determining conflict of interest.

**Section 3. Fiscal Year.** The fiscal year of the University Authority shall be October 1 through September 30.

**Section 4. Corporate Seal.** The corporate seal shall have inscribed thereon the name of the University Authority and the words "CORPORATE SEAL" and "ALABAMA."

**Section 5. Procedure.** The Board, Board committees, management committees, and any other committees may adopt rules of procedure which shall not be inconsistent with these bylaws.

**Section 6. Construction of Terms and Headings.** Words used in these bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these bylaws.

**Section 7. Annual Audit.** The Treasurer shall oversee the engagement by the University Authority of a firm or firms of certified public accountants to conduct an annual audit of the financial affairs of the University Authority in accordance with generally accepted accounting principles. The Board shall submit all audits required herein to the University of South Alabama as promptly as practicable after the end of each fiscal year of the University Authority.

## **ARTICLE VIII.**

### **Adoption of Bylaws; Amendment to Bylaws**

The initial bylaws of the University Authority shall be adopted by the Board, and approved by the Trustees of the University of South Alabama. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board; provided, that any amendment to the bylaws of the University Authority adopted by the Board shall not become effective until such amendment has been approved by a majority vote of a quorum of the Trustees of the University of South Alabama.

Effective as amended this the 8<sup>th</sup> Day of December, 2023.

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**ACADEMIC AND STUDENT AFFAIRS  
COMMITTEE**

**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

## RESOLUTION

### SABBATICAL AWARDS

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

- Amelia Baldwin, Ph.D., Accounting
- Mark Colarusso, Ph.D., Mathematics & Statistics
- Ying Johnson, Ph.D., Economics, Finance, & Real Estate
- Zoya Khan, Ph.D., Modern and Classical Languages
- Huubinh Le, Ph.D., Economics, Finance, & Real Estate
- Scott Liebertz, Ph.D., Political Science & Criminal Justice
- Harry Miller, Ph.D., History
- Matthew Patterson, Art & Art History
- Matthew Pettway, Ph.D., Modern and Classical Languages
- Carol Sawyer, Ph.D., Earth Sciences
- Jim Swofford, Ph.D., Economics, Finance, & Real Estate
- Kelly Urban, Ph.D., History
- Michelle Strong, Ph.D., History
- Brett Webb, Ph.D., Civil, Coastal, and Environmental Engineering

**THEREFORE, BE IT RESOLVED**, the University of South Alabama Board of Trustees approves the sabbatical awards for Fall 2024 through Spring 2025 as recommended.



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Executive Vice President and Provost

DATE: November 10, 2023

TO: Jo Bonner, President

*Andi M. Kent*

FROM: Andi M. Kent, Executive Vice President and Provost

SUBJECT: Sabbatical Recommendations for Fall 2024 – Spring 2025

In support of the respective dean recommendations, I recommend that the individuals whose names are listed below be granted a sabbatical for the period of time as indicated.

NAME	DISCIPLINE	TIME PERIOD
• Amelia Baldwin	Accounting	Fall 2024
• Mark Colarusso	Mathematics & Statistics	Fall 2024 & Spring 2025
• Ying Johnson	Economics, Finance, & Real Estate	Fall 2024
• Zoya Khan	Modern and Classical Languages	Fall 2024
• Huubinh Le	Economics, Finance, & Real Estate	Spring 2025
• Scott Liebertz	Political Science & Criminal Justice	Fall 2024
• Harry Miller	History	Spring 2025
• Matthew Patterson	Art & Art History	Spring 2025
• Matthew Pettway	Modern and Classical Languages	Fall 2024 & Spring 2025
• Carol Sawyer	Earth Sciences	Fall 2024
• Jim Swofford	Economics, Finance, & Real Estate	Fall 2024
• Kelly Urban	History	Spring 2025
• Michelle Strong	History	Fall 2024
• Brett Webb	Civil, Coastal, & Environmental Engineering	Fall 2024

Teaching coverage has been addressed in a satisfactory manner for all recommended proposals. Proposals have been reviewed and recommended at the department and college. Full applications and supporting materials are available in the Office of Academic Affairs. A brief summary of each request is attached.

*Jo Bonner*

# SABBATICAL RECOMMENDATIONS

## Fall 2024 – Spring 2025

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### College of Arts and Sciences

- 1) Mark Colarusso, Associate Professor of Mathematics and Statistics

Sabbatical Request: Fall 2024 and Spring 2025 at half pay

Dr. Colarusso will use his sabbatical leave to complete research in algebraic geometry and Poisson geometry. Dr. Colarusso has been invited to be a visiting scholar during the 2024-2025 academic year at the University of Notre Dame in South Bend, IN. In this role, Dr. Colarusso will have the opportunity to work very closely with his main research collaborator who is a professor at Notre Dame. A second collaborator will visit Notre Dame during the same year, during their own sabbatical leave, and a third collaborator lives within one-hour drive from South Bend. Dr. Colarusso and his collaborators will work on several research projects. It is understood that these projects will result in peer-reviewed articles. The Mathematics and Statistics chair strongly supports the proposal and emphasizes its pivotal role in faculty retention. The committee found the timing of this award critical, given its alignment with the other scholar's sabbatical leave. The Committee regarded the proposal as being clearly written with a feasible timeline and attainable goals.

- 2) Carol Sawyer, Associate Professor of Earth Sciences

Sabbatical Request: Fall 2024 at full pay

Dr. Sawyer presents a meticulously detailed plan to continue her natural hazards research, with a well-defined timeline. The Earth Sciences chair strongly supports this proposal. The Committee regarded the proposal as clearly written with a feasible timeline and attainable goals. The necessity of travel for data collection is evident, with a somewhat pressing urgency to revisit and enhance previous work through the utilization of improved sensors. The proposal outlines three essential trips to the Olympic Mountains, where surveys are to be conducted, flyers erected, and subsequently retrieved. The proposal also underscores the profound impact this professional development endeavor will have, particularly for an Associate Professor who has served diligently since 2007, juggling a formidable load of 10 courses, the responsibilities of a Geography Program Coordinator, and the resumption of active research pursuits. The desired outcomes are explicitly articulated, with the intent to submit two papers and a crucial NSF grant proposal.

- 3) Kelly Urban, Assistant Professor of History

Sabbatical Request: Spring 2025 at full pay

Dr. Urban proposes to spend her sabbatical leave researching and writing a monograph that examines the construction of Cuba's health care system at the local, national, and international levels. The proposal is notably robust; it contains a detailed plan, reflecting Dr. Urban's commitment to advancing her professional development. The potential impact of this sabbatical is substantial, with the creation of a second book, a crucial step towards full professorship, as well as enhanced prospects of securing external funding. Travel to Miami, Washington, D.C., and Illinois is deemed necessary due to the unavailability of essential archival data online. The

## **SABBATICAL RECOMMENDATIONS**

### **Fall 2024 – Spring 2025**

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Committee regarded the proposal as clearly written with a feasible timeline and attainable goals. The outcomes are clearly and explicitly stated, encompassing the publication of a book, the acquisition of external funding, increased visibility through presentations, and the development of a new course. The History department chair strongly supports this proposal. The committee believes that this sabbatical proposal holds strong potential for significant academic and professional growth.

- 4) Zoya Khan, Associate Professor of Modern and Classical Languages  
Sabbatical Request: Fall 2024 at full pay

In her proposal, Dr. Khan details a well thought-out schedule for the completion of her second book, exploring 21st century Bolivian literature and film through the prism of ecocriticism. The Committee regarded the proposal as clearly written with a feasible timeline and attainable goals. The urgency of the leave is underscored by a pre-existing contract with Lexington Books. Travel is essential for this proposal due to archival work and fieldwork in several locations in Bolivia. The potential for impactful professional development is notable, especially given the candidate's extended tenure as an associate professor. The proposal expresses a detailed schedule for completing the second book; the overall robustness of the proposal is evident, with a clear path for scholarly achievement and career advancement.

- 5) Matthew Patterson, Associate Professor of Art and Art History  
Sabbatical Request: Spring 2025 at full pay

Mr. Patterson's proposal centers around his series of work titled Catalysts. The sabbatical leave will allow Mr. Patterson to enhance this series, ultimately leading to inclusion in more peer-reviewed national and international exhibitions. The Committee regarded the proposal as clearly written with a feasible timeline and attainable goals. The Art and Art History department chair strongly supports this proposal. While it doesn't overtly stress urgency, the proposal acknowledges the importance of travel for potential residencies (Mr. Patterson plans to apply to several) and the placement of artwork. The potential for professional development is notably strong, with a solo installation poised to enhance Mr. Patterson's academic and professional growth and his future application for promotion to full professor.

- 6) Michelle Strong, Associate Professor of History  
Sabbatical Request: Fall 2024 at full pay

Dr. Strong will use her sabbatical leave to conduct research for her second book, on the formation of the British World. The proposal is compelling and meticulously detailed. The History department chair supports this proposal. The Committee regarded the proposal as clearly written with a feasible timeline and attainable goals. The urgency is perceptible, as Dr. Strong is actively preparing a proposal for travel funding, such as the Franklin Research Grant, which funds academic visits to the American Philosophical Society archives in Philadelphia. Travel is needed to access archives in Philadelphia, PA, Fort Collins, CO, and potentially in Britain. The potential

## **SABBATICAL RECOMMENDATIONS**

### **Fall 2024 – Spring 2025**

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for significant professional development is particularly pronounced, as evidenced by the necessity of a second book for achieving full professorship. The significance of this sabbatical is underscored by the fact that a previous sabbatical in 2015 could not be realized due to family emergencies and demands. Overall, this proposal is robust and clearly pivotal for the applicant's academic advancement and research reinvigoration.

- 7) Matthew Pettway, Associate Professor of Modern and Classical Languages  
Sabbatical Request: Fall 2024 and Spring 2025 at half pay

This sabbatical proposal is supported by the Language department chair. Dr. Pettway is actively seeking fellowships and stipends, such as the Fulbright Research/Teaching Award and NEH Summer Stipend, suggesting a degree of urgency. The year-long sabbatical will enable Dr. Pettway to complete phase 2 of his project "Reading Gender in the African Archive: Manhood, Homoeroticism and Kinship in Colonial Brazil". Phase 2 includes conducting archival research in Brazil and drafting two articles for publication in prestigious peer-reviewed journals.

- 8) Scott Liebertz, Associate Professor of Political Science and Criminal Justice  
Sabbatical Request: Fall 2024 at full pay

The purpose of Dr. Liebertz's leave is to further a book project exploring the perceptions and realities of political advocacy and indoctrination in the college classroom. The chair of Political Sciences and Criminal Justice wholeheartedly supports this proposal. While travel needs are not specified, it is noteworthy that the collaboration with a professor from the University of North Carolina-Charlotte has already resulted in a significant body of work. The potential for professional development is evident, particularly since Dr. Liebertz is not yet a full professor.

- 9) Harry Miller, Professor of History  
Sabbatical Request: Spring 2025 at full pay

Dr. Miller will be using the sabbatical leave to complete a book or article on controversies on the nature of wealth in traditional China. Dr. Miller is applying for a residential fellowship with the National Humanities Center in North Carolina. He also has a standing invitation to conduct research at Columbia University. The Committee regarded the proposal as clearly written with a feasible timeline and attainable goals. The proposal expresses the need to travel, specifically to access Chinese databases unavailable from South Alabama. Profound professional development is expected, with a focus on late-career reinvigoration, an essential aspect after 20 years of teaching, aimed at ensuring continued vital contributions to the University's research initiatives. Miller has already made commendable progress in researching the subject matter, which is well-explained and relevant, even though the project may not be as far along or certain as some others. In conclusion, this proposal demonstrates a compelling commitment to research reinvigoration, which, while late-career, has the potential to make a valuable contribution to the University's research endeavors.

# **SABBATICAL RECOMMENDATIONS**

## **Fall 2024 – Spring 2025**

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### **Mitchell College of Business**

- 10) Amelia Baldwin, Professor of Accounting  
Sabbatical Request: Fall 2024 at full pay

Dr. Baldwin will be taking time during this sabbatical to research important areas in the field of accounting. The first examines the shortage of academics in accounting and the progress which has been made regarding the number of females and minorities graduating from Ph.D. programs. The second investigates emerging technology research in accounting by examining current publications. Both studies are expected to increase her professional research skills, and both are expected to enhance her teaching, especially in the Ph.D. Business Analytics program, as the data and results can be used in the classroom.

- 11) Ying Johnson, Associate Professor of Economics, Finance & Real Estate  
Sabbatical Request: Fall 2024 at full pay

Dr. Johnson intends to use the Sabbatical to take time to study the housing market and the impact the pandemic (Covid 19) had on interstate migration due to policy differences across states, and to examine migration due to political party polarity. Her abstract, narrative, and methodology are attached. As Dr. Johnson teaches Money Markets and Institutions, and occasionally the Real Estate course (FIN 344), she will gain knowledge about federal and state policy which can be brought back to the classroom. In addition, the time will provide her with an invaluable opportunity which can only help her improve upon her research portfolio.

- 12) Huubinh Le, Associate Professor of Economics, Finance & Real Estate  
Sabbatical Request: Spring 2025 at full pay

Dr. Le's plan is to work on research related to his major field of study of competition dynamics. He is continuing work in the airline industry which could have important policy implications for antitrust regulation. As he teaches ECO 322 (Economics of Industrial Organization) occasionally as an elective, the research should lead to knowledge he can bring into the classroom. Overall, it should benefit his professional development and be a benefit to the college as well.

- 13) Jim Swofford, Professor of Economics, Finance & Real Estate  
Sabbatical Request: Fall 2024 at full pay

Dr. Swofford's plan to research green and climate bonds should benefit the fields' understanding of the effect of these bonds on monetary aggregates and economic policy. With the push into ESG (Environmental, Social, Governance) investments over the past few years, it is a very timely topic, and something he can discuss in his courses.

# SABBATICAL RECOMMENDATIONS

## Fall 2024 – Spring 2025

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### **College of Engineering**

- 14) Brett Webb, Professor of Civil, Coastal and Environmental Engineering  
Sabbatical Request: Fall 2024 at full pay

Dr. Webb's intention is to work with the US Coastal Re (USCRP) Executive and Federal Leadership Team to help build capacity within the coastal professional workforce. As well, he will take the lead in directing a team that will write a post-workshop report for USCRP that will define the funding needs for coastal research over the next decade. These activities will enhance his understanding of the future research issues and develop relationships with the agencies that fund the research to explore solutions to address these needs. While on sabbatical, Dr. Webb also plans to explore a new area of coastal research to expand his portfolio.



## RESOLUTION

### FACULTY EMERITUS

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

#### **ACADEMIC AFFAIRS:**

- Jorg Feldvoss, Ph.D., Professor of Mathematics
- Marsha Hamilton, Ph.D., Associate Professor of History
- Russ Hardin, Ph.D., Professor of Accounting
- Mihaela Martin, Ph.D., Associate Professor of Modern & Classical Languages & Literature
- Mark Moberg, Ph.D., Professor of Sociology, Anthropology & Social Work
- Tim Sherman, Ph.D., Professor of Biology
- Tom Thomas, Ph.D., Associate Professor of Electrical & Computer Engineering
- Kelly Woodford, Ph.D., Professor of Business

#### **WHIDDON COLLEGE OF MEDICINE:**

- Johnson Haynes, Jr., M.D., Professor of Internal Medicine (Posthumous)
- Jorge L. Herrera, M.D., Professor of Internal Medicine
- Prasit Nimityongskul, M.D., Professor of Orthopaedic Surgery
- Daniel L. Preud'Homme, M.D., Professor of Pediatrics (Posthumous)
- Jonathan G. Scammell, Ph.D., Professor of Comparative Medicine,

and

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

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

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



UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

Executive Vice President and Provost

DATE: November 10, 2023

TO: Jo Bonner, President

FROM: Andi M. Kent, Executive Vice President and Provost

A handwritten signature in blue ink that reads "Andi M. Kent".

SUBJECT: Emeritus Recommendations

In accordance with recommendations by the faculty, chairs and deans of the respective disciplines and colleges I recommend that the retired University of South Alabama faculty members listed below be granted the status of Professor Emeritus and Associate Professor Emeritus, appropriate for their respective rank at retirement effective upon approval by you and the Board of Trustees.

- Jorg Feldvoss, Ph.D., Professor of Mathematics
- Marsha Hamilton, Ph.D., Associate Professor of History
- Russ Hardin, Ph.D., Professor of Accounting
- Mihaela Martin, Ph.D., Associate Professor of Modern & Classical Languages & Literature
- Mark Moberg, Ph.D., Professor of Sociology, Anthropology & Social Work
- Tim Sherman, Ph.D., Professor of Biology
- Tom Thomas, Ph.D., Associate Professor of Electrical & Computer Engineering
- Kelly Woodford, Ph.D., Professor of Business

If you have any questions or concerns, please let me know.

AMK/rmh

A handwritten signature in black ink that reads "Jo Bonner".




UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

VP Medical Affairs/Dean's Office/Frederick P. Whiddon College of Medicine

DATE: November 1, 2023

TO: Jo Bonner  
President, University of South Alabama

FROM: Dr. John V. Marymont   
Vice-President for Medical Affairs and Dean, Whiddon College of Medicine

SUBJECT: Whiddon College of Medicine Emeritus Recommendations, 2023

I recommend awarding the rank of professor emeritus to retired Whiddon College of Medicine faculty members appropriate for their respective rank at retirement as specified below. Information for each faculty member has been forwarded for your review. With your approval, I request presentation of the recommendation to the Board of Trustees at the December meeting.

- Johnson Haynes, Jr., Professor of Internal Medicine (Posthumous)
- Jorge L. Herrera, Professor of Internal Medicine
- Prasit Nimityongskul, Professor of Orthopaedic Surgery
- Daniel L. Preud'Homme, Professor of Pediatrics (Posthumous)
- Jonathan G. Scammell, Professor of Comparative Medicine

Approved:



JVM/afn

**RESOLUTION**

**TENURE**

**WHEREAS**, in accordance with University policy, an application for tenure from Nasser Lakkis, M.D., a Whiddon College of Medicine faculty member, has been reviewed by faculty peers, the Dean of the Whiddon College of Medicine/Vice President for Medical Affairs, and the University President, and is hereby recommended for approval effective on December 8, 2023,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama hereby grants tenure to Nasser Lakkis, M.D., as recommended.




UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

VP Medical Affairs/Dean's Office/Frederick P. Whiddon College of Medicine

DATE: November 1, 2023

TO: Jo Bonner  
President, University of South Alabama

FROM: Dr. John V. Marymont   
Vice-President for Medical Affairs and Dean, Whiddon College of Medicine

SUBJECT: Whiddon College of Medicine Tenure Recommendation, December 2023

I recommend the awarding of tenure to Whiddon College of Medicine faculty as specified below. Information for this faculty member has been forwarded for your review. With your approval, I request presentation of the recommendation to the Board of Trustees at the December meeting.

- Nasser Lakkis, M.D., Department of Internal Medicine

JVM/afn

A handwritten signature in black ink that reads 'Jo Bonner'.

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**BUDGET AND FINANCE  
COMMITTEE**

**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-

Budget and Finance Committee  
September 7, 2023  
Page 2

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

**MEMORANDUM**

Finance and Administration

DATE: November 28, 2023

TO: President Jo Bonner

FROM: Kristen Roberts 

SUBJECT: Parameters Resolution to Extend the Maturity Date for the Series 2023-A and 2023-B Bonds

Attached is a resolution outlining parameters for consideration by the Board of Trustees regarding the University's Series 2023-A and 2023-B Bonds. The resolution proposes an extension of the maturity by up to one year. The final maturity date for each of the Series 2023 Bonds will be no later than April 19, 2025.

The Series 2023 Bonds were issued as a short-term bridge loan to fund the USA Providence Hospital Acquisition and facility upgrades. Currently set to mature on April 19, 2024, the initial strategy was to refinance shortly after the expected closure of the acquisition on June 30, 2023. However, the acquisition closing date was postponed to October 1, 2023. Due to the increase in interest rates during the Fall of this year, it may be unfavorable to refinance the Series 2023 Bonds on a long-term basis before they mature on April 19, 2024. In light of the delay in the closing of the USA Providence Hospital Acquisition and considering the current interest environment, the University has determined that it may be desirable to extend the current maturity date of the Series 2023 Bonds to offer additional time to refinance at more favorable rates.

With your consent, this item will be presented to the Board of Trustees for discussion and approval. Further, I recommend the adoption of the resolution by the Board of Trustees.

Attachment



**A RESOLUTION AUTHORIZING THE AMENDMENT, MODIFICATION AND, IF NECESSARY, REFUNDING BY EXCHANGE OF THE UNIVERSITY FACILITIES REVENUE BOND, SERIES 2023-A, AND TAXABLE UNIVERSITY FACILITIES REVENUE BOND, SERIES 2023-B**

**BE IT RESOLVED** by the Board of Trustees (the “Board”) of the **UNIVERSITY OF SOUTH ALABAMA** (the “University”) as follows:

**Section 1. (a) Findings.**

The Board has determined and hereby finds and declares that the following facts are true and correct:

(1) under the Twenty-First Supplemental University Facilities Trust Indenture dated April 19, 2023 (the “Twenty-First Supplemental Indenture”) between the University and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”), on April 19, 2023, the University issued its not to exceed \$80,000,000 University Facilities Revenue Bond, Series 2023-A (the “Series 2023-A Bond”) to DNT Asset Trust (the “2023-A Lender”), and its not to exceed \$20,000,000 Taxable University Facilities Revenue Bond, Series 2023-B (the “Series 2023-B Bond” and, together with the Series 2023-A Bond, the “Series 2023 Bonds”) to JPMorgan Chase Bank, N.A. (the “2023-B Lender” and, together with the 2023-A Lender, the “2023 Lenders”); and

(2) the Series 2023 Bonds were structured as “draw-down” obligations under which the University may elect to borrow funds to pay the purchase price for an existing 349 bed medical facility known as Providence Hospital and related facilities (the “USA Providence Hospital Acquisition”) and to cover potential capital repairs and improvements to those facilities; and

(3) at the time Series 2023 Bonds were issued, USA Health officials expected the closing of the USA Providence Hospital Acquisition to occur before June 30, 2023 and to refinance the Series 2023 Bonds with long-term bonds in the months that followed; and

(4) after the Series 2023 Bonds were delivered, the closing date for the USA Providence Hospital Acquisition was postponed to October 1, 2023, and due to the significant increase in interest rates that commenced during the Fall of this year it may be unfavorable to refinance the Series 2023 Bonds on a long-term basis before they mature on April 19, 2024; and

(5) in light of the delay in the closing of the USA Providence Hospital Acquisition and given current interest rates the University has determined that it may be desirable to extend the current maturity date of the Series 2023 Bonds to offer additional time to refinance the Series 2023 Bonds;

(6) it is necessary, advisable, and in the interest of the University to amend, modify and/or restate the Series 2023 Bonds and enter such other agreements as shall be necessary to extend their maturity dates and make whatever other modifications and changes may be required by the 2023 Lenders in connection therewith; provided, the same comply with the Parameters for Amendment described below.

## **Section 2. Parameters for Amendment.**

(a) The University is hereby authorized to amend, modify and/or restate, as the case may be, the Series 2023 Bonds and all supplemental indentures, documents and agreements related thereto by entering the documents and agreements as described and set forth in Section 3 and Section 4 below; provided; in doing so the following conditions shall be complied with (collectively, the “Parameters for Amendment”):

(i) the final maturity date of each of the Series 2023 Bonds (or, if issued, the Amended and Restated Series 2023 Bonds as hereinafter defined) is not later than April 19, 2025;

(ii) interest is payable on a monthly basis or on a quarterly basis, as well as on any date principal may become due;

(iii) the 2023-A Variable Rate is calculated based upon Adjusted Term SOFR or a variable interest rate base similar to Adjusted Term SOFR, if required by the 2023-A Lender and deemed acceptable by PFM Financial Advisors LLC, as the financial advisor to the University (“PFM”), and the 2023-A Spread (or its equivalent if a different variable rate base is used) is not greater than 90 basis points (or, following a Determination of Taxability, 130 basis points);

(iv) the 2023-B Variable Rate is calculated based upon Adjusted Term SOFR or a variable interest rate base similar to Adjusted Term SOFR if required by the 2023-B Lender and deemed acceptable by PFM, and the 2023-B Spread (or its equivalent if a different variable rate base is used) is not greater than 130 basis points;

(v) the 2023-A Advance Deadline (as defined in the 2023-A Advance Agreement) is not later than April 15, 2025, and the 2023-B Advance Deadline (as defined in the 2023-B Advance Agreement) is not later than April 15, 2025;

(vi) if the 2023 Lenders charge an unused fee or similar fee for funds not currently drawn down, such amount may not exceed 20 basis points of any unused amount; and

(vi) the 2023-A Maximum Available Amount (as defined in the 2023-A Advance Agreement) is not greater than \$80,000,000, and the 2023-B Maximum Available Amount (as defined in the 2023-B Advance Agreement) is not greater than \$20,000,000.

(b) Capitalized terms used and not otherwise defined in this Section 2 shall have the meaning currently given to them in the Twenty-First Supplemental Indenture.

**Section 3. Amendments to Existing Financing Documents; Amendatory Documents.**

(a) In order to extend the maturity date of the Series 2023 Bonds and include such additional terms and changes as may be required by the 2023-A Lender and the 2023-B Lender (collectively, the “2023 Lenders”), the Board does hereby authorize the President of the University and the Chief Financial Officer of the University, or either of them, to execute and deliver, for and in the name and behalf of the University, such amendments, documents, certificates, notices, directives, and other instruments (collectively, the “Amendatory Documents”) as shall be necessary or desirable to amend, modify, and/or restate, as the case may be (i) the Twenty-First Supplemental Indenture, (ii) the Series 2023-A Bond, (iii) the Series 2023-B Bond, (iv) that certain Advance Agreement (2023-A) dated April 19, 2023, between the University and the 2023-A Lender (the “2023-A Advance Agreement”), (v) that certain Advance Agreement (2023-B) dated April 19, 2023, between the University and the 2023-B Lender (the “2023-B Advance Agreement”), and (vi) the other documents and agreements heretofore delivered in connection with the Series 2023 Bonds; provided, that the Parameters for Amendment are complied with. The Board does hereby further authorize the Secretary of the Board, the Vice Chair of the Board, and the Chair Pro Tempore of the Board, or any of them, to affix to the Amendatory Documents the corporate seal of the University and to attest the same.

**Section 4. Amended and Restated Series 2023 Bonds; Twenty-Second Supplemental Indenture and Related Agreements.**

The following provisions of this Section 4 shall be operative only if the University and the 2023 Lenders determine for new bonds to be issued under the University Facilities Revenue Trust Indenture dated as of February 15, 1996, between the University and the Trustee, as heretofore supplemented and amended and as further supplemented and amended by the Twenty-Second Supplemental Indenture hereafter described (the “Indenture”), versus through delivery of the Amendatory Documents, in order to extend the maturity date of the Series 2023 Bonds and reflect the other terms and changes required by the 2023 Lenders in connection therewith.

**(a) Authorization of Amended and Restated Series 2023 Bonds.**

The Board does hereby authorize the issuance and delivery of (i) to the 2023-A Lender, the University’s Amended and Restated University Facilities Revenue Bond, Series 2023-A, in a maximum principal amount of not to exceed \$80,000,000 (the “Amended and Restated Series 2023-A Bond”), and (ii) to the 2023-B Lender, the University’s Taxable Amended and Restated University Facilities Revenue Bond, Series 2023-B, in a maximum principal amount of not to exceed \$20,000,000 (the “Amended and Restated Series 2023-B Bond” and, together with the Amended and Restated Series 2023-A Bond, the “Amended and Restated Series 2023 Bonds”). The Board does hereby authorize the President of the University to execute and deliver, for and in the name and behalf of the University (i) the Amended and Restated Series 2023-A Bond in substantially the form of the Series 2023-A Bond, with such additional terms and changes thereto as shall be deemed necessary or desirable by the President of the University; provided, such additional terms and changes comply with the Parameters for Amendment, and (ii) the Amended

and Restated Series 2023-B Bond in substantially the form of the Series 2023-B Bond, with such additional terms and changes as shall be deemed necessary or desirable by the President of the University; provided, such additional terms and changes comply with the Parameters for Amendment. The Board does hereby further authorize the Secretary of the Board, the Vice Chair of the Board and the Chair Pro Tempore of the Board, or any of them, to affix the corporate seal of the University to the Amended and Restated Series 2023 Bonds.

**(b) Source of Payment of the Amended and Restated Series 2023 Bonds.**

The principal of and the interest on the Amended and Restated Series 2023 Bonds shall be payable from Pledged Revenues, as defined in the Indenture. The Amended and Restated Series 2023 Bonds shall not represent or constitute obligations of any nature whatsoever of the State of Alabama (the “State”) and shall not be payable out of moneys appropriated to the University by the State. The agreements, covenants and representations contained in this resolution, in the Amended and Restated Series 2023 Bonds, and in the Indenture, do not and shall never constitute or give rise to any personal or pecuniary liability or charge against the general credit of the University, and in the event of a breach of any such agreement, covenant or representation, no personal or pecuniary liability or charge payable directly or indirectly from the general revenues of the University shall arise therefrom. Neither the Amended and Restated Series 2023 Bonds nor the pledge or any agreement contained in the Indenture, or in this resolution shall be or constitute an obligation of any nature whatsoever of the State, and neither the Amended and Restated Series 2023 Bonds nor any obligations arising from the aforesaid pledge or agreements shall be payable out of any moneys appropriated to the University by the State. Nothing contained in this section shall, however, relieve the University from the observance and performance of the several covenants and agreements on its part herein contained and contained in the Indenture.

**(c) Authorization of Twenty-Second Supplemental Indenture.**

The Board does hereby authorize the President of the University and the Chief Financial Officer of the University, or either of them, to execute and deliver, for and in the name and behalf of the University, to the Trustee, a Twenty-Second University Supplemental University Facilities Revenue Trust Indenture, in substantially the form of the Twenty-First Supplemental Indenture, with such additional terms or changes as shall be deemed necessary or desirable by the President of the University or the Chief Financial Officer of the University (the “Twenty-Second Supplemental Indenture”); provided, such additional terms and changes shall be in compliance with the Parameters for Amendment. The Board does hereby further authorize and direct the Secretary of the Board, the Vice Chair of the Board and the Chair Pro Tempore of the Board, or any of them, to affix the corporate seal of the University to the Twenty-First Supplemental Indenture and to attest the same.

**(d) Authorization of Amended and Restated Advance Agreements.**

The Board does hereby authorize the President of the University and the Chief Financial Officer of the University, or either of them, to execute and deliver, for and in the name and behalf of the University, (i) an Amended and Restated Advance Agreement (2023-A) between the University and the 2023-A Lender, in substantially the form of the 2023-A Advance Agreement, with such additional terms and changes as shall be deemed necessary or desirable by the President of the

University or the Chief Financial Officer of the University; provided, such additional terms and changes are in accordance with the Parameters for Amendment, and (ii) an Amended and Restated Advance Agreement (2023-B) between the University and the 2023-B Lender, in substantially the form of the 2023-B Advance Agreement, with such additional terms or changes as shall be deemed necessary or desirable by the President of the University or the Chief Financial Officer of the University; provided, such additional terms and changes are in accordance with the Parameters for Amendment. The Board does hereby further authorize the Secretary of the Board, the Vice Chair of the Board and the Chair Pro Tempore of the Board, or any of them, to affix the corporate seal of the University to such amended and restated advance agreements.

**(e) Amended and Restated Series 2023 Bonds to be Issued as Additional Bonds Under the Indenture; Special Findings Under Section 8.2(b) of the Indenture.**

The Amended and Restated Series 2023 Bonds, if issued, shall be issued as additional parity bonds under Article VIII of the Indenture. In accordance with the provisions of Section 8.2(b) of the Indenture, the Board hereby finds and declares as follows:

(1) the University is not now in default under the Indenture, and no such default is imminent;

(2) the Amended and Restated Series 2023-A Bond shall be designated “Series 2023-A”, and the Amended and Restated Series 2023-B Bond shall be designated “Series 2023-B”;

(3) the Amended and Restated Series 2023-A Bond shall be delivered to the 2023-A Lender in exchange for the Series 2023-A Bond, and the Amended and Restated Series 2023-B Bond shall be delivered to the 2023-B Lender;

(4) the Amended and Restated Series 2023 Bonds are to be issued by exchange and at a price equal to the face amount of each such instrument (payment of such price being evidenced by receipt of the bond exchanged therefor);

(5) pursuant to the provisions of the Indenture, the University has issued and sold, and currently has outstanding its:

(i) \$32,000,000 original principal amount University Facilities Revenue Capital Improvement Bond, Series 2013-A, dated June 28, 2013 (the "Series 2013-A Bond"),

(ii) \$8,000,000 original principal amount University Facilities Revenue Capital Improvement Bond, Series 2013-B, dated June 28, 2013 (the "Series 2013-B Bond"),

(iii) \$10,000,000 original principal amount University Facilities Revenue Capital Improvement Bond, Series 2013-C, dated June 28, 2013 (the "Series 2013-C Bond"),

(iv) \$41,245,000 original principal amount University Facilities Revenue Refunding Bond, Series 2014-A, dated March 14, 2014 (the "Series 2014-A Bond"),

(v) \$6,000,000 original principal amount University Facilities Revenue Capital Improvement Bond, Series 2015, dated June 15, 2015 (the "Series 2015 Bond"),

(vi) \$85,605,000 original principal amount University Facilities Revenue Refunding Bonds, Series 2016, dated September 14, 2016 (the "Series 2016-A Bonds"),

(vii) \$38,105,000 original principal amount University Facilities Revenue Bonds, Series 2017, dated June 15, 2017 (the "Series 2017 Bonds"),

(viii) \$47,750,000 original principal amount University Facilities Revenue Bonds, Series 2019-A, dated February 7, 2019 (the "Series 2019-A Bonds"),

(ix) \$18,440,000 original principal amount Taxable University Facilities Revenue Bonds, Series 2019-B, dated February 7, 2019 (the "Series 2019-B Bonds"),

(x) \$19,086,000 original principal amount University Facilities Revenue Bond, Series 2019-C, dated December 12, 2019 (the "Series 2019-C Bond"),

(xi) \$37,005,000 original principal amount University Facilities Revenue Bond, Series 2020, dated March 10, 2020 (the "Series 2020 Bonds"),

(xii) \$40,555,000 University Facilities Revenue Bonds, Series 2021, dated March 10, 2021 (the "Series 2021-A Bonds"),

(xiii) \$15,387,000 University Facilities Revenue Bonds, Series 2021-B, dated July 8, 2021 (the "Series 2021-B Bonds"),

(xiv) \$20,000,000 original principal amount Amended and Restated University Facilities Revenue Refunding Bond, Series 2016-B, dated September 23, 2021 (the "Amended and Restated Series 2016-B Bond"),

(xv) \$35,000,000 original principal amount Amended and Restated University Facilities Revenue Refunding Bond, Series 2016-C, dated September 23, 2021 (the "Amended and Restated Series 2016-C Bond"),

(xvi) \$45,000,000 original principal amount Amended and Restated University Facilities Revenue Refunding Bond, Series 2016-D, dated September 23, 2021 (the "Amended and Restated Series 2016-D Bond"), and

(xvii) the Series 2023 Bond;

(6) The only bonds outstanding under the Indenture at the time of issuance of the Amended and Restated Series 2023 Bonds (which shall result in the termination of the Series 2023 Bonds) are the Series 2013-A Bond, the Series 2013-B Bond, the Series 2013-C Bond, the Series 2014-A Bond, the Series 2015 Bond, Series 2016-A Bonds, the Series 2017 Bonds, Series 2019-A Bonds, Series 2019-B Bonds, the Series 2019-C Bond, Series 2020 Bonds, Series 2021-A Bonds, the Series 2021-B Bonds, the Amended and Restated Series 2016-B Bond, the Amended and Restated Series 2016-C Bond, and the Amended and Restated Series 2016-D Bond; and

(7) the Series 2023 Bonds are being issued for the purposes described in Section 1(a) hereof.

The Trustee is hereby requested to authenticate the Amended and Restated Series 2023-A Bond to the 2023-A Lender at the time it is to be delivered to the 2023-A Lender, and to authenticate the Amended and Restated Series 2023-B Bond to the 2023-B Lender at the time it is to be delivered to the 2023-B Lender.

**Section 5. General Authorization; Chief Financial Officer.**

- (a) The President of the University, the Chief Financial Officer of the University, the Secretary of the Board, the Vice Chair of the Board and the Chair Pro Tempore of the Board, or any of them, are hereby authorized to execute and deliver, by and in the name of the University, such agreements, certifications, instruments, amendments, or other documents (collectively, “Additional Documents”), containing such terms as such officer shall approve and to take such other actions as any of them may deem appropriate or necessary, for the consummation of the transactions covered by this resolution; provided, the Parameters for Amendment are complied with. The Secretary of the Board, the Vice Chair of the Board, and the Chair Pro Tempore of the Board, or any of them, are hereby authorized to affix the corporate seal of the University to such Additional Documents and to attest the same.
- (b) Without limiting the generality of Section 5(a) hereof, the President and the Chief Financial Officer of the University, or either of them, are hereby authorized to execute and deliver a Tax Compliance Agreement and Certificate and an IRS Form 8038-G in the event it is determined by bond counsel to the University that the transactions contemplated by this resolution constitute a “reissuance” of the Series 2023-A Bond for purposes of the Internal Revenue Code of 1986, as amended.
- (c) The Board does hereby declare that the title of Vice President for Finance and Administration has been extinguished, and that, for all purposes of the Indenture, the duties and responsibilities of the Vice President for Finance and Administration have been vested in the Chief Financial Officer of the University. The Chief Financial Officer of the University is hereby authorized to sign and execute any and all documents or instruments that, under the Indenture, are to be signed or delivered by the Vice President for Finance and Administration (including any predecessor title to Vice



President for Finance and Administration). Without limiting the generality of the foregoing, the Board declares and confirms that the Chief Financial Officer of the University is hereby one and the same as the Vice President for Finance and Administration (including any predecessor title to Vice President for Finance and Administration) for purposes of the Indenture.

**Section 6. Resolution Constitutes a Contract; Severability.**

The provisions of this resolution shall constitute a contract between the University and the holders of the Series 2023 Bonds, as amended pursuant to this resolution, or, if the Amended and Restated Series 2023 Bonds are issued in exchange for the Series 2023 Bonds, the holders of the Amended and Restated Series 2023 Bonds. The various provisions of this resolution are hereby declared to be severable. In the event any provision hereof shall be held invalid by a court of competent jurisdiction, such invalidity shall not affect any other portion of this resolution.

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**LONG-RANGE PLANNING  
COMMITTEE**

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**

**Long-Range Planning Committee**

**October 30, 2023**

**3:00 p.m.**

A meeting of the Long-Range Planning Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Ms. Chandra Brown Stewart, Chair, on Monday, October 30, 2023, at 3:03 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Chandra Brown Stewart was present and Ron Jenkins, Lenus Perkins and Jim Yance participated remotely.

Members Absent: Bill Lewis, Steve Stokes and Mike Windom.

Other Trustee: Arlene Mitchell.

Administration & Guests: Jo Bonner, Angela Coleman, Kristin Dukes, Rita Harper, Andi Kent, Donna Streeter (Faculty Senate) and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 1**, and without a quorum of Committee members represented, the meeting was adjourned. The group proceeded with an educational session led by Dr. Angela Coleman, Associate Vice President for Institutional Effectiveness, during which the proposed strategic planning priorities were presented, as were potential performance indicators.

Respectfully submitted:

Chandra Brown Stewart, Chair



UNIVERSITY OF SOUTH ALABAMA

**MEMORANDUM**

Executive Vice President and Provost

DATE: November 21, 2023

TO: Jo Bonner, President

FROM: Andi M. Kent, Executive Vice President and Provost

*Andi M. Kent*

SUBJECT: Strategic Priorities

I recommend approval of the attached University of South Alabama Strategic Priorities 2024-2029 as submitted by Dr. Angela Coleman. These Priorities will be presented at the Board of Trustees meeting on December 8, 2023.

AMK/rmh

*Jo Bonner*

**RESOLUTION**

**UNIVERSITY OF SOUTH ALABAMA STRATEGIC PLANNING PRIORITIES**

**WHEREAS**, the University of South Alabama (the “University”), with a global reach and a special focus on the Gulf Coast, strives to make a difference in the lives of those it serves through promoting discovery, health and learning, and

**WHEREAS**, the University of South Alabama is *The Flagship of the Gulf Coast* and is an essential partner in the development and growth of the City of Mobile, the Gulf Coast region, and their citizens, and

**WHEREAS**, the University is a diverse community of scholars in which students have access to the tools and resources they need to be academically and personally successful and in which all faculty have access to the support they need to be excellent teachers, researchers, scholars, artists and healthcare providers, and

**WHEREAS**, University Strategic Planning Priorities provide guidance and direction to faculty, staff and administrators for future planning and how to continue to grow and improve the University,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama hereby authorizes the University Strategic Planning Priorities for use in future planning and budgeting, as well as in the evaluation of the success of the University in achieving its mission.

## University of South Alabama Strategic Priorities 2024-2029

**Vision:** The University of South Alabama will be a leading comprehensive public university internationally recognized for educational, research, and healthcare excellence as well as for its positive intellectual, cultural, and economic impact on those it serves.

**Mission:** The University of South Alabama, with a global reach and special focus on the Gulf Coast, strives to make a difference in the lives of those it serves through promoting discovery, health, and learning.

**Core Values:** The University of South Alabama affirms the following core values as essential to the accomplishment of its mission:

- Diversity and a Global Perspective
- A Pursuit of Excellence
- Freedom in the Pursuit of Knowledge
- Integrity
- Transparency and Participation in Decision-Making

**Student Access and Success: South commits to creating multiple pathways and partnerships that support admission of students from increasingly diverse backgrounds. South provides access to the tools and resources for a diverse student body to be academically and personally successful at USA and also prepares them to achieve their postgraduate educational and professional ambitions.**

- 1) Strategically increase enrollment to 16,500 students.
  - a) Employ targeted recruitment efforts for undergraduate students, adult learners, veterans, international students, Start South students, and graduate students.
- 2) Increase performance on student success metrics for all students related to progression and completion.
- 3) Provide students services and student life experiences that they value, support their personal wellness, and create opportunities for personal development.
- 4) LevelUP: Ensure all students are prepared for what comes next whether employment or advanced education.
- 5) Provide faculty and staff professional development and support to increase the implementation of high-impact practices resulting in increased student engagement and success and meaningful relationships with faculty and staff.

**Graduate Education: Graduate students and faculty are central to achieving both the educational and research components of our mission, to helping our community find solutions to its most pressing problems, and to improving economic and social outcomes in our region.**

- 6) Ensure graduate students have meaningful engagement in research, clinical and/or other professional opportunities.
- 7) Increase the number of grant-funded graduate students.
- 8) Develop high-demand graduate programs aligned with institutional strengths.
- 9) Increase the number of terminally-degreed graduate students.

**Research, Discovery, and Creative Works: The University of South Alabama faculty, staff, and students conduct internationally recognized research and scholarship to create new knowledge and medical advancements, spur economic development, help our region find solutions to its challenges, and improve the quality of life for our citizens.**

- 10) Recognize and support excellence in faculty research, scholarly work, and creative achievements with emphasis on the structural supports necessary to achieve higher levels of national recognition in these areas.
- 11) Increase grant proposal submissions.
- 12) Increase the amount of research dollars awarded.
- 13) Increase the proportion of research that is interdisciplinary.
- 14) Increase the proportion of research that is interindustry to include research that builds partnerships with other higher educational institutions, businesses, municipalities, and governmental and non-profit organizations.

**University Community Engagement: The University of South Alabama commits to active community engagement and valuing community impact as fundamental to the success of all University stakeholders.**

- 15) Ensure that students' educational programs include faculty-guided, substantive engagement through collaborative community partnerships to include internships, clinical placements, research experiences, and/or other experiential learning (e.g., study abroad and service learning).
- 16) Ensure that the University strategically engages with business, governmental, healthcare, and civic partners to identify and address critical challenges.
  - a) Engage with business and industry to be responsive to the workforce development needs in the broader community.
  - b) Monitor and evaluate the University's impact on the local and statewide economy.
  - c) Engage our civic partners in the Gulf Coast region to identify, prioritize and address issues impacting the educational and health outcomes of our local community.

**Excellence in Healthcare: As the only academic medical center along the upper Gulf Coast, USA Health and the University of South Alabama provides excellent healthcare through its hospitals and clinics, continuous research and technological advancements, and robust interprofessional and interdisciplinary partnerships.**

- 16) Ensure excellent fiscal management and financial health of the USA Health System.
- 17) Ensure high satisfaction ratings among patients.
- 18) Ensure the safety of patients in our care.

**UNIVERSITY OF SOUTH ALABAMA  
BOARD OF TRUSTEES**



**COMMITTEE OF THE WHOLE**



**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:

On behalf of:

Katherine Alexis Atkins, Vice Chair

Arlene Mitchell, Chair *pro tempore*

**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**

**Executive Committee**

**September 26, 2023  
10:00 a.m.**

A meeting of the Executive Committee of the University of South Alabama (USA) Board of Trustees was duly convened by Ms. Arlene Mitchell, Chair *pro tempore*, on Tuesday, September 26, 2023, at 10:04 a.m. in the Board Room at the USA Health office building located at 207 North Catherine Street. Meeting attendance was open to the public.

Members: Alexis Atkins, Arlene Mitchell, Jimmy Shumock and Jim Yance were present, and Tom Corcoran, Steve Furr and Lenus Perkins participated remotely.

Other Trustees: Ron Jenkins and Bill Lewis.

Administration & Guests: Jo Bonner, Kristin Dukes, Monica Ezell, Bill Grete, Andi Kent, Colin Luke (Holland & Knight), John Marymont, Kristen Roberts and Christina Wassenaar (Faculty Senate).

Chair Mitchell called the meeting to order and thanked everyone for their participation. Following the attendance roll call, **Item 1**, Chair Mitchell called for consideration of the revised agenda, **Item 1.A**. On motion by Mr. Yance, seconded by Mr. Shumock, the Committee voted unanimously to adopt the revised agenda.

Regarding **Item 2**, a report on the closing of the Providence Hospital acquisition, Chair Mitchell called on Provost Kent, who yielded to President Bonner for initial remarks. President Bonner discussed the journey leading to the acquisition of Providence Hospital and its assets and said the guidance received from the leadership of USA Health and from external counsel throughout the process had been extraordinary. He stated the purpose of the meeting was to update the Committee on the impending closing transaction and have the Committee provide final authorization. Provost Kent commented on the excitement concerning the transition demonstrated during a Providence Hospital Foundation Board meeting earlier in the morning. She called on Mr. Bill Grete, USA Health Chief Legal Counsel, who, along with Mr. Colin Luke of the firm Holland & Knight, presented the particulars of the resolutions proposed for the Committee's consideration, as well as of the asset purchase agreement scheduled to close on October 1, 2023, and answered questions.

Chair Mitchell thanked everyone involved for their efforts that led the acquisition of Providence Hospital to fruition, asserting that this endeavor was a positive move for USA Health and the City of Mobile. She called for consideration of **Item 3** as follows. On motion by Mr. Shumock, seconded by Ms. Atkins, the Executive Committee voted unanimously to approve the resolutions:

**RESOLUTIONS OF THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF SOUTH ALABAMA**

**WHEREAS**, the Board of Trustees (“Board”) of the University of South Alabama (“USA”) previously adopted resolutions approving an “Expansion Project” that consists of the purchase of the assets of Providence Hospital and related assets pursuant to an Asset Purchase Agreement dated April 18, 2023, by and between the University of South Alabama Health Care Authority (“Authority”) and Gulf Coast Health System (“Purchase Agreement”); and

**WHEREAS**, the Board of Directors of the Authority previously approved the purchase of substantially all of the assets of that certain acute care hospital known as Providence Hospital located in Mobile, Alabama, as well as certain specified related assets, in a transaction anticipated to close on or about October 1, 2023, (the “Transaction”) and entered into the Purchase Agreement to effectuate the Transaction; and

**WHEREAS**, following the execution of the Purchase Agreement, the Authority determined to assign certain rights and interests under the Purchase Agreement to USA and to USA’s wholly owned subsidiary USA HealthCare Management, LLC (“USA Management”); and

**WHEREAS**, the Executive Committee of the Board now desires to ratify and confirm the original approval of the USA Board regarding the Expansion Project and specifically approve the acceptance of the assignment of certain rights and interests by USA and its wholly owned subsidiary, USA Management, and to authorize the officers of USA, as set forth herein, to execute and deliver any and all documents, certificates, and other ancillary items on behalf of USA and USA Management to effectuate the closing of the Transaction and to authorize the undertaking of ancillary actions related to the Transaction and the operation and use of the assigned assets following the closing of the Transaction;

**NOW, THEREFORE, BE IT RESOLVED**, that the Executive Committee of the Board hereby adopts the following resolutions:

**RESOLVED**, that the Executive Committee of the Board hereby ratifies, confirms and approves the closing of the Transaction and the entry into the assignment and assumption agreements and pledge agreements effectuating the assignment by the Authority of certain assets thereunder to USA and USA Management; and

**FURTHER RESOLVED**, that the Executive Committee of the Board specifically authorizes the assumption of the assigned rights, assets and liabilities described below under the Purchase Agreement in accordance with those certain Partial Assignments and Assumptions of the Asset Purchase Agreement between the Authority and each of USA and USA Management, as consented to by Gulf Coast Health System on behalf of itself and each member of the Seller Group (as defined in the Purchase Agreement):

- To **University of South Alabama**, conveyance of: (i) real property and all real estate assets; (ii) all furniture, fixtures and equipment; and (iii) licenses, permits, accreditations, registrations and other approvals necessary to operate the ancillary related healthcare delivery businesses, including outpatient clinics, medical office buildings, physician offices and related properties, facilities, equipment and assets, but specifically excluding the retail pharmacy known as Ascension Rx 1400; and

- To **USA HealthCare Management, LLC**, conveyance of all employment agreements for individuals currently employed by the Seller Group, except for those employees with visas or other immigration approvals which the Assignor determines in its sole discretion to retain as employees of the Assignor; and

**FURTHER RESOLVED**, that the President of USA, Jo Bonner, and the Secretary of the Board, Lenus Perkins (the "Authorized Officers"), whether acting individually or together, be, and each of them hereby is, authorized and directed, in the name and on behalf of USA and its subsidiary USA Management, to prepare, execute and deliver any and all documents necessary to effectuate the closing of the Transaction and foregoing described assignments and related pledge agreements; and

**FURTHER RESOLVED**, that the Authorized Officers are authorized and directed to take such further actions and to execute such documents as they believe to be necessary or desirable to fully implement the above resolutions and to operate and use the assigned assets following the closing of the Transaction; and

**FURTHER RESOLVED**, that any actions taken by any Authorized Officer prior to the date hereof which would have been authorized hereby except that such actions occurred prior to such date be, and each hereby is, ratified, confirmed, approved and adopted; and,

**FURTHER RESOLVED**, that the Executive Committee of the Board hereby approves the adoption of these resolutions effective as of September 26, 2023.

There being no further business, the meeting was adjourned at 10:16 a.m.

Attest to:

Respectfully submitted:

Lenus M. Perkins, Secretary

Arlene Mitchell, Chair *pro tempore*

**RESOLUTION**

**REVISED BYLAWS OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF SOUTH ALABAMA**

**WHEREAS**, Article VIII of the *Bylaws of the University of South Alabama Board of Trustees* (the “Bylaws”) provides that the Bylaws “may be amended or repealed at any meeting of the Board by eight members of the Board voting in favor of same, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment or repeal shall have been given at a previous meeting or notice in writing of the substance of the proposed change shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change”, and

**WHEREAS**, a draft of the proposed revised Bylaws, which is attached hereto and incorporated by reference herein, was provided to each member of the Board on November 8, 2023, in compliance with the notice requirements of Article VIII of the Bylaws that pertain to amendment of the Bylaws, and

**WHEREAS**, the proposed revised Bylaws is presented for the Board’s consideration of approval, and

**WHEREAS**, the Board, after due consideration and deliberation, has determined that the amendments proposed are in the best interest of the efficient operation of the Board in carrying out its role and responsibilities to the University,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees approves and adopts the revised *Bylaws of the University of South Alabama Board of Trustees* as submitted.

**B Y L A W S**  
**OF THE BOARD OF TRUSTEES**  
**OF THE UNIVERSITY OF SOUTH ALABAMA**

**PREAMBLE**

The Legislature of the State of Alabama vested full management and control over the University of South Alabama in a Board of Trustees pursuant to Act No. 157, Acts of Alabama, 1963, Secondary Extraordinary Session, stating at that time: “The Governor and the State Superintendent of Education, by virtue of their respective offices, and the [T]rustees appointed from the senatorial districts of the state, enumerated in Section 16-55-2, are constituted a public body corporate under the name of the University of South Alabama to carry into effect the purposes expressed in this article and to establish a state institution of higher learning.” (Code of Alabama, 1975, Section 16-55-1). For the purpose of providing a definitive and orderly form of governance, and in order to continue to carry out the purposes required of the Board of Trustees of the University of South Alabama, in the establishment and continuation of a state institution of higher learning, the Board of Trustees hereby does promulgate and adopt these Bylaws.



## ARTICLE I

### THE BOARD OF TRUSTEES

The entire management and control over the University of South Alabama (hereinafter referred to as the “University”) shall be vested in the Board of Trustees of the University of South Alabama (hereinafter referred to as the “Board”); however, upon general or specific authorization or delegation made or provided for in these Bylaws, the Board may exercise such management and control through the officers, officials, committees and agents as it may deem fit and appropriate, all in accordance with state law. The Board acts as a body politic and no individual member of the Board shall have the authority to act for the Board or for the University.

Section 1. **Composition of Board.** Consistent with the 2014 amendatory language to Sections 16-55-2 , Code of Alabama 1975, the Board shall consist of **three** members from Mobile County; **five** members from the state at large; **two** members from the United States at large; the Governor, who shall be *ex officio* President of the Board; and **one** member from each of the following state senatorial districts, or combinations thereof, as those districts existed in 1963: (1) Sixteenth and Seventeenth Districts comprising Monroe and Wilcox Counties, and Butler, Conecuh, and Covington Counties, respectively; (2) Nineteenth and Twentieth Districts comprising Choctaw, Clarke, and Washington Counties, and Marengo and Sumter Counties, respectively; (3) Twenty-first District comprising Baldwin and Escambia Counties; (4) Twenty-third, Twenty-fifth, and Thirtieth Districts comprising Dale and Geneva Counties, Coffee and Crenshaw Counties, and Dallas and Lowndes Counties, respectively; and (5) Thirty-fifth District comprising Henry and Houston Counties.

Section 2. **Election and Term of Office.** The Governor, as an *ex officio* Trustee, serves his or her term of office in correspondence with his or her term of office as Governor of the State of Alabama. In accordance with the statute regarding the University of South Alabama, the Trustees are appointed by the Governor, by and with the advice and consent of the State Senate, and, for those appointed or reappointed after the effective date of the 2014 amendment to said statute, hold office for a term of six years, and until their successors shall be appointed and qualified. Any Trustee appointed to serve a twelve-year term before the effective date of the 2014 amendment will continue to serve for the remainder of that term. As terms expire after that date, appointments to fill positions on the Board shall be for six-year terms. There are three classes of board members, so that, after the transition to all Trustees serving six-year terms, one-third of the members of the Board is appointed every two years. Vacancies occurring in the office of Trustee,

from death or resignation, and the vacancies regularly occurring by expiration of the term shall be filled by the Governor, and the appointee holds office until the next meeting of the Legislature. Successors to those Trustees whose terms expire during an interim shall hold office for a full term, unless they are rejected by the Senate. Neither the existence nor continuation of a vacancy in the office of the Trustee shall serve to impair or hinder any provisions of these Bylaws or the validity of the operation and actions by the Board by virtue of that vacancy alone.

Section 3. **Compensation of Trustees.** No Trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of duties as a Trustee; such expenses shall be paid or reimbursed from university funds, upon the authorization of the President of the University (hereinafter referred to as the “President”).

Section 4. **Primary Functions of the Board.** The Board acts as a public body corporate, and no individual member of the Board has the authority to act for the Board or the University. Communications to the Board shall be directed to the Board through the President or Chair *pro tempore*, except as otherwise provided herein. The Board of Trustees, as a public body corporate, has all rights, privileges, and authority necessary to promote the purpose of its creation, which is to establish and provide for the maintenance and operation of a state university in Mobile County. In accordance with such powers, the Board of Trustees shall have the power to organize the institution by appointment of instructors and faculty members, and such executive and administrative officers and employees, as may be necessary to operate the University, which the Board hereby delegates to the President; the Board may remove any faculty members or employees in its discretion, and shall have the power and authority to fix salaries or compensation, increase or reduce same at its discretion, all of which duty the Board hereby delegates to the President. The Board may prescribe courses of instruction, as well as rates of tuition and fees; confer such academic and honorary degrees as are usually conferred by institutions of like character; and may do all else necessary and considered in the best interest of the institution to carry out the purposes of the Institution. As a body that holds the public trust and is responsible for institutional governance, the Board will engage in periodic self-evaluation.

Section 5. **Emeritus Status.** The Board, in its sole discretion, may recognize any Trustee who has served with distinction as Trustee Emeritus following said Trustee’s term of service. The Trustee must have provided distinguished and meritorious service, outstanding leadership, and exceptional contributions to the University over a period of years. Any Trustee so recognized as Trustee Emeritus shall have no voting rights and will remain Trustee Emeritus at the pleasure of

the Board of Trustees. Such designation shall confer no responsibilities, duties, rights, privileges, or benefits, but shall constitute recognition of service and experience and will publicly acknowledge that person as particularly suited for counsel and advice to the Board. The Board encourages the availability of those who have been awarded Trustee Emeritus status for such counsel and advice and may request special services of them.

Section 6. **Honorary Trustee.** The Board, in its sole discretion, may recognize as an Honorary Trustee any individual who has demonstrated a sustained and extraordinary commitment to the mission of the University. Election of an Honorary Trustee shall occur at any regular meeting of the Board and, because of the prestige of this position, shall occur on very rare occasions. Honorary Trustees shall have no voting rights and will maintain this designation at the pleasure of the Board. Such designation shall confer no responsibilities, duties, rights, privileges, or benefits, but shall constitute recognition of service with distinction to the University. It will also publicly acknowledge that person as particularly suited for counsel and advice to the Board.

Section 7. **Removal of a Trustee.** Under the laws of the State of Alabama, the Board of Trustees has no power to remove one of its members. Section 60 of the Constitution of Alabama, which provides that “[no] person convicted of embezzlement of the public money, bribery, perjury, or other infamous crime, shall be eligible to the legislature, or capable of holding any office of trust or profit in this state” sets forth the constitutional grounds and procedure for removing a Trustee.

## ARTICLE II

### MEETINGS OF THE BOARD OF TRUSTEES

Section 1. **Annual and Regular Meetings.** The Board shall hold a regular annual meeting each year at the University on the first Monday in June, unless the Board, in regular session, shall determine to hold its annual meeting at some other time and place. Each year at the annual meeting, the Board shall schedule its regular meetings to be held during the ensuing year, and may designate one such meeting as the annual meeting of the Board. This schedule of meetings then will be recommended to the Governor for approval. The Chair *pro tempore* may cancel or change the date, place or time of a scheduled regular or annual meeting and will provide advance notice of such changes or cancellation. In any event, the Board shall meet at least once in each year.

Section 2. **Special Meetings.** In addition, other than the annual and regularly scheduled meetings of the Board, special meetings of the Board may be assembled, as follows: Special meetings may be called by the Chair *pro tempore* of the Board or the Governor by written notice mailed to each Trustee at least ten (10) days in advance of the date of the meeting; and a special meeting shall be called by the Chair *pro tempore* or the Governor upon application in writing of any three or more members of the board. No special meeting shall be held on a date less than ten (10) days subsequent to the Chair *pro tempore*'s or Governor's notice of the meeting, except in case of an emergency, which the Chair *pro tempore* or Governor shall specify in his or her notice to the Board of Trustees.

Section 3. **Adjourned Meetings.** At any meeting, the Board may continue in session as long as it may deem proper for the welfare of the institution. Any session may be adjourned, as provided in *Roberts Rules of Order*, as last revised, and continued at a future time with proper notice to all members.

Section 4. **Quorum.** Seven members of the Board of Trustees shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present. A majority of those present shall govern unless a greater number is required hereunder. Members of the Board of Trustees may participate in a meeting of the Board or committee by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting may hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes. However, a majority of a quorum of the members of the Board of Trustees, or, in the event of a meeting of only the executive committee, a majority of a quorum of the executive committee of the Board of Trustees, must be physically present at the location noticed and called for the meeting in order to conduct any business or deliberation. Members of the Board of Trustees and any committees of the board may not utilize electronic communications or otherwise conduct meetings except as in compliance with the Alabama Open Meetings Act. No Trustee for whom a conflict of interest exists shall vote on such matter before the Board.

Section 5. **Agenda.** The President shall mail to each member of the Board notice of the time and place of any meeting, which shall include an agenda for the meeting, at least ten (10) days prior to the time of meeting. The development and preparation of the agenda for Board meetings shall be vested in the President, who shall place such items on the agenda as are needed for the ongoing operation of the institution and/or that require the approval of the Board. Members

of the Board desiring to place any item or items on the agenda for meetings shall inform the President in writing not less than fifteen (15) days prior to the meeting concerning such items, and the President shall include the items in the agenda to be mailed out to the members of the Board in accordance with the foregoing. Any item not included on the agenda mailed to members prior to a meeting may be considered upon the approval of a majority of those present and voting; provided, however, that any discussion or action upon the election of officers of the Board and/or the appointment and/or termination, including a contract renewal, of the President of the University, must be specifically identified on the agenda that was mailed at least ten (10) days prior to the time of meeting. The agenda that is approved by the Board at the commencement of the Board meeting shall be considered the official agenda. The omission of an item from the official agenda shall not invalidate otherwise valid actions by the Board.

Section 6. **Minutes.** Minutes of all meetings of the Board and its committees shall be prepared and distributed promptly to all members of the Board under the direction of the Secretary of the Board. Upon approval by the Board or committee, such minutes shall be maintained permanently and in an accessible manner in the Office of the President under the direction of the Secretary of the Board.

Section 7 **Public Admission to Meetings.** All meetings of the Board of Trustees shall be open to the public, except that the Board may declare an executive session as authorized by law. Formal action by the Board resulting from any executive session discussions shall be taken by the Board in an open meeting and made a part of the official minutes.

Section 8. **Rules of Order.** Rules of order shall be in accordance with *Robert's Rules of Order*, as last revised, which are the normal governing parliamentary procedure rules. The Chair of the meeting will determine all questions concerning such rules.

Section 9. **Meeting Attendance.** Inasmuch as the Board of Trustees has determined that meeting attendance is crucial to the most efficient management of the University and operation of the Board, the names of all Trustees who do not attend at least half the meetings scheduled each Board year will be reported to the Chair *pro tempore* at the next annual meeting of the Board, and the Chair *pro tempore* will then take the actions he or she deems appropriate.

### ARTICLE III

#### OFFICERS

The Board shall have the following officers and any other officers it may elect from time to time. Such officers shall have the powers and shall perform the duties as are set forth herein, together with those which may be authorized and delegated by the Board from time to time. The terms of office for the Chair *pro tempore*, Vice Chair, and Secretary will be three years, with elections held at the annual meeting of the Board corresponding with the expiration of those terms. If a vacancy occurs during the term of any such office, an election to complete the term of that office will be held at the next meeting of the Board.

Section 1. **President of the Board.** The Governor of the State of Alabama shall be *ex officio* President of the Board. The President may call special meetings of the Board upon the conditions set forth herein.

Section 2. **Chair Pro Tempore.** Upon adoption of these Bylaws and thereafter, the Board of Trustees shall elect from its membership a Chair *pro tempore* for a three-year term, commencing immediately following the annual meeting at which the election is held. Such officer may not be elected for successive terms. He or she shall preside at all Board meetings and call special meetings of the Board upon the conditions set forth herein. The Chair *pro tempore* shall serve as chair of the Executive Committee, and shall appoint such committees as may be authorized by the Board, or as he or she may deem desirable, fill vacancies which will occur on such committees, and give final approval to the agenda for the Board meeting.

Section 3. **Vice Chair.** Concurrent with the time of election of the Chair *pro tempore* for the term set forth for the Chair *pro tempore* in Section 2, the Board shall elect from its membership a Vice Chair. In the absence of the Chair *pro tempore*, the Vice Chair shall assume those duties. The Vice Chair shall serve on the Executive Committee.

Section 4. **The Secretary.** Concurrent with the time of election of the Chair *pro tempore* and for the term set forth for the Chair *pro tempore* in Section 2, the Board shall elect a Secretary. Through the Office of the President of the University, the Secretary shall be responsible for the preparation and distribution of notices of Board meetings and agendas. In addition, he or she shall attend Board meetings and make, record, and retain complete records and minutes of all official actions of the Board and its committees. The Secretary shall be the custodian of the corporate seal and affix the seal to documents as executed on behalf of the Board and shall attest to the same and certify any action of the Board. The Secretary shall serve on the Executive Committee.

Section 5. **Removal from Office.** Any officer of the Board may be removed from his or her office for cause by a two-thirds vote of the full Board of Trustees.

## **ARTICLE IV**

### **COMMITTEES**

**Organization.** The Board may create such committees as it deems proper, and may assign to such committees any authority, duty or responsibility desired by the Board; provided, however, that all committees, except the Executive Committee, are advisory to the full Board. The committees of the Board shall consist of the standing committees created herein and other committees created by the Board from time to time. The standing committees shall have the powers, duties and responsibilities set forth herein, or subsequently assigned by the Board through adoption and approval of amendments to these Bylaws. Vacancies in committee memberships shall be filled in the same manner as when appointments originally were made. Committee members and the chair and the vice chair of the committees shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*.

**Method of Operation.** The committees and subcommittees shall meet upon the call of the President, the Chair *pro tempore*, or the chair of the committee or subcommittee. Unless otherwise provided, actions taken by such committees are not binding upon the Board, but shall be advisory, except those actions undertaken by the Executive Committee, as authorized in Article IV, Section I, herein. All recommendations and actions of the committees shall be reported to the Board of Trustees.

**Committee Participation.** The President of the University is vested with the responsibility of providing notice of all committee meetings to the members of the committees. The Chair *pro tempore* will serve as an *ex officio* member on each committee. The President and the Chair *pro tempore* may participate in all meetings but shall have no vote, except that the Chair *pro tempore* shall have a vote on the Executive Committee and any other committee when he or she is a member of the committee. All committees assist and support the Board, President, faculty, and staff in carrying out their responsibilities. Committees may request through the Office of the President any information necessary or appropriate to their deliberations. All committee reports and recommendations shall be submitted for consideration and are advisory in nature until they have been approved by the full Board. Any Board member may attend any committee meeting.

Section 1. **Executive Committee.** The Chair *pro tempore* 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 majority of the Executive Committee constitutes a quorum. With notice from the President or the Chair *pro tempore*, the Executive Committee may meet at any time. The Executive Committee has the power to transact all business of the Board in the interim between meetings of the Board and may perform all duties and transact all 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 these 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. The Executive Committee shall serve a dual role as Governance Committee responsible for trustee matters including, but not limited to, service, honorary designations, efficiency, educational development, travel, and periodic Board self-evaluation. Minutes of the Executive Committee shall be submitted to all members of the Board.

Section 2. **Budget and Finance Committee.** 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.

Section 3. **Audit Committee.** The Audit Committee shall be responsible for the oversight and integrity of the 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.

Section 4. **Long-Range Planning Committee.** 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.

Section 5. **Health Affairs Committee.** The Health Affairs Committee shall be responsible for providing guidance to and receiving reports from staff and administrative personnel responsible for the USA Health Hospitals and Clinics. It will consider and make recommendations requiring Board action relating to the USA Health Hospitals and Clinics and the Whiddon College of Medicine.

Section 6. **Academic Excellence and Student Success Committee.** The Academic Excellence and Student Success Committee shall be responsible for receiving and reviewing information relevant to issues that support academic excellence and foster student success at the University.

Section 7. **Development, Endowment and Investments Committee.** 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 full Board of Trustees, as deemed necessary and appropriate.

Section 8. **Evaluation and Compensation Committee.** 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.

## ARTICLE V

### PRESIDENT AND DUTIES

**Appointment of the President of the University as Chief Executive Officer of the Institution.** The President shall be selected by the Board of Trustees and serve at the pleasure of the Board but may be removed only by a vote of eight members of the Board. The Board of Trustees is responsible for conducting periodic evaluations of the performance of the President.

The President is the chief educational and administrative officer of the University. Unless excused by the Chair *pro tempore*, he or she shall attend and participate in all meetings of the Board and may make recommendations on matters before the Board. The President does not vote

on Board matters. The President shall be responsible for the execution of the policies of the Board and the Executive Committee and performing all those matters necessary to carry out the ends and purposes for which the University was established. The President shall have all authority necessary to conduct the programs of the University, including the authority to award degrees, add officers to the University which he or she deems necessary, delegate authority among subordinates and all other authority which shall, from time to time, be delegated by the Board of Trustees to the President. Prior to appointment of vice presidents, the President shall notify the Board of his or her intention to appoint such officers to the University. The President reports to the Board on the current operations of the University and directs, coordinates and implements the planning, development and appraisal of all activities of the University of South Alabama.

## **ARTICLE VI**

### **CONFLICT OF INTEREST**

Members of the Board of Trustees (“Trustees”) of the University of South Alabama have an affirmative obligation to act at all times in the best interests of the University. This policy serves to define the term “conflict of interest” to assist members of the Board in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of the University whenever possible.

*Fiduciary duty.* Each Trustee has a fiduciary duty to conduct himself or herself without conflict to the interests of the University. When acting within his or her capacity as a Trustee, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the University.

*Conflict of interest.* A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Trustee’s obligations to the University and his or her personal, business, or other interests. A conflict of interest may arise in any circumstance that may compromise the ability of a Trustee to make unbiased and impartial decisions on behalf of

the University. Such circumstances may involve family relationships,<sup>1</sup> business transactions, professional activities, or personal affiliations.

Further, Alabama Code §13A-10-62 (1975) provides:

- (a) A public servant commits the crime of failing to disclose a conflict of interest if he exercises any substantial discretionary function in connection with a government contract, purchase, payment or other pecuniary transaction without advance public disclosure of a known potential conflicting interest in the transaction.
- (b) A “potential conflicting interest” exists, but is not limited to, when the public servant is a director, president, general manager or similar executive officer, or owns directly or indirectly a substantial portion of any non-governmental entity participating in the transaction.
- (c) Public disclosure includes public announcement or notification to a superior officer or the attorney general.
- (d) Failing to disclose a conflict of interest is a Class A misdemeanor.

*Disclosure.* The Board of Trustees recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the University. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Trustee shall disclose any and all facts that may be construed as a conflict of interest, both through an annual completion of a Statement of Disclosure, and completion of an amended Statement of Disclosure whenever such actual or potential conflict occurs.

*Process.* Any actual or potential conflicts which are presented in a Statement of Disclosure or amended Statement of Disclosure will be evaluated for action, as needed, by the Chair *pro tempore* of the Board of Trustees. The Chair *pro tempore*, or Vice Chair if evaluating a possible conflict of the Chair *pro tempore*, of the Board may either handle the evaluation on his or her own or refer it to the Board for further consideration. Additional information from a Trustee may be sought at any time. A Trustee whose potential conflict is under review may not debate, vote, or otherwise participate in the evaluation of the conflict. If a conflict is being evaluated or has been

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<sup>1</sup>Family relationships include spouse, child, grandchild, parent, grandparent, sibling, niece, nephew, aunt, uncle, cousin, in-laws and step relations, as well as any person living in the household of a Trustee.

found to exist, the Trustee shall recuse himself or herself from any discussion or voting regarding transactions involving the area of conflict.

*Resolution.* If it is determined that an actual or potential conflict of interest does exist, an appropriate remedy shall be determined. Such remedy may include, but is not limited to, the following:

- Waive the conflict of interest as unlikely to affect the Trustee's ability to act in the best interests of the organization.
- Determine that the Trustee should be recused from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest.

*Policy regarding Trustees doing business with the University.* A conflict of interest exists any time a Trustee seeks to enter into a business relationship with the University. Similar conflicts may arise through family members or through organizations in which a Trustee serves in a leadership, employment, or ownership capacity.

Such conflicts do not necessarily preclude business relationships with the University. The following procedure is designed to resolve conflicts of interest whenever a Trustee or a member of his or her family (see footnote number 1) has an ownership interest in, is a director, officer, or key individual of an entity which intends to enter into a business relationship with the University:

- The Trustee must promptly disclose the intent to enter into a business relationship with the University to the Chair *pro tempore* of the Board of Trustees.
- The Trustee must recuse himself or herself from all deliberation, debate and voting related to the contemplated business relationship.
- The Chair *pro tempore* or the Board, if the issue is referred by the Chair *pro tempore*, must determine without the presence or participation of the Trustee under review that the transaction is fair and in the best interest of the University.

- If the business relationship under consideration is approved, the Trustee may not participate in any process by which his or her performance as a vendor or recipient is evaluated, or in any such evaluation of a related party.

Notwithstanding the foregoing, contracts or proposals for purchases of goods, property, or services will not be awarded to organizations in which a Trustee either:

- 1) holds an interest of ten percent (10%) or greater, or
- 2) serves as a director or senior executive officer,

if a substantial part of the contract or proposal involves the quality of performance (i.e. possibly requiring enforcement of a performance bond or filing suit for non-performance). Also, no Trustee shall advocate or attempt to influence the employment by the University of any member of his or her family.

## ARTICLE VII

### OFFICIAL CORPORATE SEAL

The official corporate seal of the University of South Alabama shall be circular in form, encircled as follows:



## ARTICLE VIII

### AMENDMENT OR REPEAL OF BYLAWS

After the adoption of these Bylaws, they may be amended or repealed at any meeting of the Board by eight members of the Board voting in favor of same, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment or repeal was given at a previous meeting or notice in writing of the substance of the proposed change was served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change. However, by unanimous consent of the entire Board, the requirements for such notice may be waived. The Chair *pro tempore* may appoint an ad hoc committee which may meet from time to time to consider Bylaw amendments.

16<sup>th</sup> Edition, December 8, 2023

## RESOLUTION

### PRESIDENT'S EMPLOYMENT CONTRACT

**WHEREAS**, the Evaluation and Compensation Committee of the Board of Trustees of the University of South Alabama (the "Committee") is charged with conducting periodic performance reviews of the President and recommending to the Board the appropriate compensation package for the President, and

**WHEREAS**, the Committee has reviewed the performance of Mr. Josiah R. Bonner, Jr., as the President of the University of South Alabama and has made its recommendations regarding compensation to the Board of Trustees, and

**WHEREAS**, the Board of Trustees wishes to extend Mr. Bonner certain terms of employment in the form of a revised contract of employment, and

**WHEREAS**, terms are being discussed with Mr. Bonner,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama hereby conveys its authority to finalize the terms of Mr. Bonner's employment as President of the University of South Alabama and to sign the contract evidencing such terms to its Chair *pro tempore*, Mrs. Arlene Mitchell, in consultation with the chair of the Evaluation and Compensation Committee, Robert D. Jenkins III, and

**BE IT FURTHER RESOLVED**, upon recommendation from the Evaluation and Compensation Committee, the Board authorizes its Chair *pro tempore*, Mrs. Arlene Mitchell, in consultation with the chair of the Committee, Robert D. Jenkins III, to execute such supplemental agreements with Mr. Bonner as the Committee may deem necessary to secure President Bonner's services on a prospective basis.

## RESOLUTION

### COMMENDATION OF MS. LAURA SCHRATT

**WHEREAS**, the University of South Alabama seeks to honor exceptional administrators who devoted a substantial part of their careers to serving others and who distinguished themselves through their professional contributions, and

**WHEREAS**, Ms. Laura Schratt faithfully and honorably served the University of South Alabama as executive director of the Office of Internal Audit and chief financial compliance officer from 2020-2023, and

**WHEREAS**, Ms. Schratt came to South after having served as chief audit executive at the North Dakota University System and with years of experience as a financial analyst and auditor, and

**WHEREAS**, Ms. Schratt used her considerable skills and talent upon her arrival at the University to elevate USA audit operations and structures, ensure alignment with industry standards, and develop a professional team in the Office of Internal Audit team, and

**WHEREAS**, Ms. Schratt served as a strategic and collaborative leader and oversaw varied aspects of internal audit, including financial compliance, risk assessment, audit planning and execution reporting, while also coordinating assistance for external audits, and

**WHEREAS**, Ms. Schratt served as a partner to faculty and staff to streamline and improve processes at both the University and USA Health, cultivating educational outreach and a quarterly e-newsletter published in conjunction with the Office of Compliance on relevant and timely issues, and

**WHEREAS**, Ms. Schratt built a reputation as an experienced administrator who led with fairness and integrity and, aside from her professional calling, is also known by her colleagues and friends as a skilled baker, as well as an avid Disney and Jeep enthusiast who enjoys travel,

**THEREFORE, BE IT RESOLVED**, the Board of Trustees of the University of South Alabama extends its sincere appreciation to Ms. Laura Schratt for her contributions to the University and offers best wishes to her and her family in their future endeavors.