

DRAFT

We recognize and acknowledge the dramatic advances made by the University during its transition from a local municipal university to a residential urban research university. Much of this success is due to the strong leadership and vision of the current president. Trustees share responsibility with the president for evaluating university missions, goals and objectives and a spirit of transparency and partnership will extend University of Louisville's trajectory as it enters the Atlantic Coast Conference.

Goals and Objectives of Requests:

- Ensure that the board is acting under current national best governance practices in exercising its powers under KRS 164.830.
- Demonstrate a deep commitment to improving the academic experience and outcome for our students.
- Foster greater openness, dialogue, discussion, education and accountability with the board to allow us to better assist in exercising our duties.

Governance Related Requests:

(1) Closed and executive sessions of the board should include only administrators deemed necessary for the discussion as designated by the trustees. In most instances, this should mean that all members of the administration other than the president be excused from the closed session until they are invited to join the meeting.

(2) Change format of board meetings to focus on teach-ins, business of the university, discussion and debate. While we appreciate ritual, ceremony and recognition of the university's successes, our valuable meeting time should be used to enhance the discussion of key issues facing the university and higher education generally, strategic planning, educational missions, relationship with the communities we serve, and reports on key areas.

(3) Conduct an annual review of board duties and fiduciary obligations each September (by outside counsel). Adjust orientation of new board members to reflect this set of duties going forward.

(4) Increased role of the board in reviewing the performance of top administration officials and setting annual performance objectives in conjunction with the compensation committee

(5) Review with benchmarking study of governance models for separate and combined foundation/university models and athletic program/university models

(preferably by outside consultant). Benchmarking should include peer institutions, ACC members and other urban research universities.

(6) Review with recommendations on the university board being given governance power over the KYOne Joint Operating Agreement and the Excluded Activities.

(7) Board focused committees (e.g., nominating, compensation, trustee award) will meet and committee composition and leadership be established with little to no administrative involvement.

(8) Board discussion of university conflict of interest policy and full disclosure of all administration and board real and potential conflicts including ownership interests or economic participation in any university funded or affiliated projects.

(9) Inform board members of sensitive university issues well before they are reported publicly and make best efforts to supply context and talking points.

Requests Relating to Administration:

(1) Review of medical school probation issues (including impact on current/future admissions, intern/residency programs, funding, etc.) and plan for remedying with timetable and accountability.

(2) Complete recent audit with full report of findings and remedies with timetable and accountability attributed to the appropriate university administrator.

(3) Review and benchmark our current legal department staffing and structure. New legal counsel hire should be a general counsel position that sits inside the Office of the President.

(4) Full involvement by subcommittee of the trustees to monitor and understand the CFO and general counsel recruiting / hiring process. Board will be responsible for final approval of these hires and they should not be announced to the public before board approval

Requests Relating to Strategic Planning:

(1) Review status of university strategic plans and how they will impact the budget and spending priorities (where we need to cut and where we need to invest).

(2) Establish goal to become Phi Beta Kappa eligible with timetable and accountability.