

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

MINUTES OF MEETINGS

COMMITTEE MEETINGS HELD ON JUNE 5, 2025

Audit Committee

Development, Endowment and Investments Committee

Health Affairs Committee

Academic Excellence and Student Success Committee

Budget and Finance Committee

Long-Range Planning Committee

Committee of the Whole

BOARD OF TRUSTEES MEETING HELD ON JUNE 6, 2025

- 1 Roll Call
- 2 Approved: Minutes
- 3 Approved: *Revised Bylaws of the Board of Trustees of the University of South Alabama*
- 4 Approved: Board of Trustees Meeting Schedule for 2025-2026
- 5 Report: University President
- 6 Report: Faculty Senate President
- 7 Report: Student Government Association President
- 8 Approved: Consent Agenda Items:
 - USA Health Hospitals Medical Staff Appointment and Reappointments for February, March and April 2025
 - USA Health Hospitals Medical Staff Bylaws and Associated Documents Revisions
 - Nomination of Candidates for the Mobile County Hospital Board of Directors
- 9 Report: Audit Committee
- 10 Report: Development, Endowment and Investments Committee
- 11 Report: Health Affairs Committee
- 12 Report: Academic Excellence and Student Success Committee
- 13 Approved: Tenure and Promotion
- 14 Approved: Academic Infrastructure and Technology Fee, College of Medicine Tuition, and Housing and Dining Rates for 2025-2026
- 15 Report: Budget and Finance Committee
- 16 Report: Long-Range Planning Committee
- 17 Report: Nominating Committee
- 18 Approved: Election of Officers
- 19 Approved: Commendation of Mrs. Arlene Mitchell for Service as Chair Pro Tempore and Conferral of the Title *Chair Pro Tempore Emerita*

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

**June 6, 2025
10:30 a.m.**

A meeting of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Ms. Arlene Mitchell, Chair *pro tempore*, on Friday, June 6, 2025, at 10:32 a.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Alexis Atkins, Chandra Brown Stewart, Scott Charlton, Luis Gonzalez, Ron Graham, Ron Jenkins, Bill Lewis, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present.

Members Absent: Steve Furr, Meredith Mitchell and Kay Ivey.

Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Janée and Jo Bonner, Ashley Bosarge, Rick Carter, Nolan Crawford, Scott Crow, KC Crusoe (SGA), Joel Erdmann, Monica Ezell, Natalie Fox, Charlie Guest, Emma Harrod, Kali Johnston, Buck Kelley, Andi Kent, Andrew Kent, Mary Elizabeth Kent, Spence Larche, Alfred Lynaum, Nick Lawkis, James Lawrence (BSU), John Marymont, Abe Mitchell, Mike Mitchell, Allen Parrish, Kristen Roberts, Ansley Simmons, Ronnie Stallworth, Sandra Stenson and Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman, Laura Vrana and Christina Wassenaar (Faculty Senate) and Bri Wilson.

Upon calling the meeting to order and following the attendance roll call, **Item 1**, Chair Mitchell welcomed everyone; thanked Dr. Marymont and Mr. Bailey for facilitating a tour for Trustees and guests at the Mitchell Cancer Institute the evening prior; conveyed sympathy to Dr. Charlton on behalf of the Board for the recent passing of his father; and congratulated President Bonner for being honored for his contributions to the community with the Drug Education Council’s *2025 Joseph Treadwell Award* in April. She called for consideration of the minutes for a Board of Trustees meeting held on March 14, 2025, **Item 2**. On motion by Dr. Charlton, seconded by Justice Lewis, the Board voted unanimously to adopt the minutes.

Chair Mitchell called for consideration of **Item 3** as follows. (To view additional documents authorized, refer to Appendix A.) On motion by Justice Lewis, seconded by Mr. Shumock, the Board voted unanimously to approve the resolution:

**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 May 7, 2025, 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 and 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.

Chair Mitchell called for consideration of **Item 4** as follows. On motion by Mr. Graham, seconded by Mr. Yance, the Board voted unanimously to approve the resolution:

**RESOLUTION
BOARD OF TRUSTEES MEETING SCHEDULE FOR 2025-2026**

WHEREAS, Article II, Section 1, of the *Bylaws of the Board of Trustees of the University of South Alabama* provides that the Board shall schedule annually, in advance, regular meetings of the Board to be held during the ensuing year and may designate one of such meetings as the annual meeting of the Board,

THEREFORE, BE IT RESOLVED that the regular meetings of the University of South Alabama Board of Trustees shall be held on the following dates:

- Friday, September 5, 2025
- Thursday, December 4, 2025
- Friday, March 6, 2026
- Friday, June 5, 2026,

FURTHER, BE IT RESOLVED that the meeting on June 5, 2026, shall be designated as the annual meeting of the University of South Alabama Board of Trustees for 2025-2026.

Chair Mitchell yielded to President Bonner for the President’s Report, **Item 5**. President Bonner noted it was the 81st anniversary of D-Day and acknowledged the brave Americans who made a difference for the world. He recognized Dr. Christina Wassenaar, Mr. KC Crusoe and Mr. James Lawrence III, presidents representing the Faculty Senate (“Senate”), Student Government Association (“SGA”) and Black Student Union (“BSU”), respectively; Mr. Ronnie Stallworth, USA National Alumni Association President; Ms. Bri Wilson and Mr. Andrew Kent, Southerner ambassadors; and Mr. Abe Mitchell, Honorary Trustee.

President Bonner noted that Chair Mitchell's term as leader of the Board was ending and he thanked her for her service of 18 years on the Board thus far. He recognized her late husband, Mr. Mayer Mitchell, as one of the Board's longest-serving members with 32 years of service – a record he noted was rivalled only by the 32 years served by Dr. Stokes thus far.

President Bonner congratulated Justice Lewis for his recent appointment by Governor Ivey to serve on the Alabama Supreme Court and cited the other distinguished judicial roles Justice Lewis had held during his time on the Board.

President Bonner shared words on the origin of *The USA Way* philosophy expressive of the University's culture and impact on education, research, healthcare and service. He introduced a video that articulated *The USA Way*.

Among the array of other topics discussed by President Bonner were University accomplishments, such as USA being designated as a *Purple Heart University* and *Gold Star Military Friendly School* for the attention given to military students and their families, as well as activities having recently occurred and taking place over the summer months, such as orientations for new and transfer students and work on numerous capital projects. President Bonner also asserted the important mission of USA Health and conveyed his appreciation to Dr. Marymont and Mr. Bailey for their leadership, and to Dr. Natalie Fox, who he noted had assumed the role of Interim Chief Executive Officer of USA Health.

President Bonner turned to Provost Kent, who also shared heartfelt words of appreciation with Chair Mitchell for her leadership. Provost Kent then asked Dr. Rick Carter, Associate Vice President for Global Engagement, to join her, as well as students who accompanied them for an executive leadership study abroad trip to Greece. Dr. Carter discussed the program, stating it had been nominated for a NAFSA Association of International Educators *GoAbroad Innovation Award*. The students – Ms. Emma Harrod, Ms. Mary Elizabeth Kent, Mr. Nolan Crawford, Ms. Ansley Simmons and Ms. Kali Johnston – recounted their experiences, which included a chance meeting with a local whose father had traveled to the University decades earlier to attend the dedication of USA's *Tholos*, a replica of the ancient Greek structure that was donated to USA.

Provost Kent introduced Dr. Erdmann, who provided an update on the impending ratification of the *House vs. NCAA* settlement and preparations for a July 1 implementation. He added that USA Athletics was also navigating transfer portals for football, women's basketball and spring sports and he credited the coaches and the administrative team for their proactive supervision. He advised that USA Athletics had dissolved the *Jags Impact* third-party collective and created the *Loyal, Strong and Faithful Fund*, to be managed in-house for the support of student athletes and programs. He concluded his remarks with an update on sports programming.

President Bonner recognized Mr. Bailey, noting his plans to retire soon. He thanked Mr. Bailey for his leadership and said he would be formally recognized for his service at a future meeting.

President Bonner invited Mr. Alfred Lynaum, Groundskeeper II with the Division of Finance and Administration, to join him and Provost Kent, advising of his selection as *Employee of the Quarter* for the second quarter of 2025. Also joining them were Ms. Ashley Bosarge, Groundskeeper II and Mr. Lynaum's nominator, and Mr. Scott Crow, Associate Director - Landscape/Grounds. President Bonner read an excerpt from the nomination application and presented Mr. Lynaum with a certificate commemorating the award.

Chair Mitchell called for a report from the President of the Faculty Senate, **Item 6**. Dr. Christina Wassenaar, 2025-2026 Senate President, discussed her second term; introduced Dr. Donna Streeter, Dr. Laura Vrana and Dr. Sandra Stenson, Senate Past President, Vice President and Secretary, respectively; and shared her vision for the new academic year, noting that the Senate would address faculty sustainability and wellbeing, the Senate bylaws, and faculty-alumni engagement, among other matters.

Chair Mitchell called for a report from the SGA President, **Item 7**. Mr. KC Crusoe, 2025-2026 SGA President, discussed his background and academic journey; provided a summary on the SGA's accomplishments during his term as SGA Vice President; and explained that his platform for the year ahead would center around communication, brand, community and change. He stated it was a pleasure to have the opportunity to speak to the Board and to advocate for students, and ended his presentation by taking the traditional photo with Board members.

Concerning the **Item 8** consent agenda resolutions following, which were unanimously recommended for Board approval by the committees that met the preceding day, Chair Mitchell noted that one of the resolutions required correction and stated the revised resolution had been given to Board members for their consideration. On motion by Mr. Graham, seconded by Mr. Shumock, the Board voted unanimously to approve the resolutions:

RESOLUTION
USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS
FOR FEBRUARY, MARCH AND APRIL 2025

WHEREAS, the Medical Staff appointments and reappointments for February, March and April 2025 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
USA HEALTH HOSPITALS MEDICAL STAFF BYLAWS AND ASSOCIATED DOCUMENTS

WHEREAS, revisions to the USA Health Hospitals Medical Staff Bylaws and to associated documents, approved April 18, 2025, by the active voting General Medical Staff members, are recommended for approval by the Medical Executive Committees and the Executive Committee of the USA Health Hospitals,

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

RESOLUTION
NOMINATION OF CANDIDATES FOR THE MOBILE COUNTY HOSPITAL BOARD OF DIRECTORS

WHEREAS, the term of office of Dr. Bernard H. Eichold II as a director of the Mobile County Hospital Board ("Corporation") will expire on September 30, 2025, and

WHEREAS, the Certificate of Incorporation of the Mobile County Hospital Board requires (a) a nomination by the Board of Trustees of the University of South Alabama of two (2) alternative candidates for consideration by the Mobile County Commission and (b) election by the Mobile County Commission of one of the alternative candidates to serve as director of the Corporation for a term of six (6) years, and

WHEREAS, the leadership of USA Health has requested that the Board of Trustees nominate Maryann Mbaka, M.D., USA Health trauma surgeon, and Mr. Tom Myers, USA Health Chief Transformation Officer, as the two (2) alternative candidates for consideration by the Mobile County Commission, both of whom meet the criteria for service as director of the Corporation,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby nominates Maryann Mbaka, M.D. and Mr. Tom Myers as two (2) alternative candidates for consideration by the Mobile County Commission for the position of director of the Mobile County Hospital Board.

Chair Mitchell turned to Ms. Brown Stewart, Chair of the Long-Range Planning Committee, for a report, **Item 16**. Ms. Brown Stewart advised of a Committee meeting held on June 5, 2025, and she provided an overview on the business that occurred.

Chair Mitchell called for a report from the Audit Committee, **Item 9**. Mr. Graham, Committee Chair, advised of a Committee meeting held on June 5, 2025, and gave a summation on the proceedings.

Chair Mitchell called for a report from the Development, Endowment and Investments Committee, **Item 10**. Mr. Yance, Committee Chair, stated that a Committee meeting took place on June 5, 2025, and provided a recap of the work accomplished.

Chair Mitchell called for a report from the Health Affairs Committee, **Item 11**. Mr. Shumock, Committee Chair, noted that the Committee met on June 5, 2025, and shared an overview on the matters addressed. He also discussed highlights from an educational session held on May 29, 2025.

Chair Mitchell called for a report from the Academic Excellence and Student Success Committee, **Item 12**. Judge Windom, Committee Chair, presented a summary of the actions and reports that took place at a Committee meeting on June 5, 2025. He added that the resolution following, **Item 13**, was unanimously recommended for Board approval. On motion by Capt. Jenkins, seconded by Ms. Atkins, the Board voted unanimously to approve the resolution:

**RESOLUTION
TENURE AND PROMOTION**

WHEREAS, in accordance with University of South Alabama policy, faculty applications for tenure and promotion have been reviewed by the respective peer review committee, department chair and college dean, the Executive Vice President and Provost or the Vice President for Medical Affairs, and the President, and the candidates named herein are recommended for tenure and/or promotion effective August 15, 2025,

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

COLLEGE OF ARTS AND SCIENCES:

Tenure:

- Jeremiah A. Henning
- Christina L. Johnson
- Nancy J. Kelley
- Dakota Lindsey
- Hans-Jorg Schanz
- Stephen B. Scyphers

Promotion to Senior Instructor

- Melissa R. Walter

Promotion to Associate Professor:

- Jeremiah A. Henning
- Christina L. Johnson
- Dakota Lindsey
- Hans-Jorg Schanz

Promotion to Professor:

- Brian Dzwonkowski
- Henry M. McKiven, Jr.
- Andrei Pavelescu

Promotion to Professor of Instruction:

- Richard A. O'Brien

COLLEGE OF EDUCATION AND PROFESSIONAL STUDIES:

Tenure:

- Kelly O. Byrd
- Craig A. Parkes

Promotion to Associate Professor:

- Kelly O. Byrd
- Craig A. Parkes

LIBRARIES:

Promotion to Senior Librarian

- Rachel F. Fenske
- Elizabeth R. Shepard

COLLEGE OF NURSING:

Promotion to Associate Professor:

- Jennifer Anderson
- Ashleigh F. Bowman

Promotion to Associate Professor, Research:

- Candice N. Selwyn

MITCHELL COLLEGE OF BUSINESS:

Tenure:

- Tristan B. Johnson
- Hua "Christine" Xin

Promotion to Senior Instructor:

- R. Mark Foster

Promotion to Associate Professor:

- Tristan B. Johnson

Promotion to Professor:

- Matthew C. Howard
- Khandokar Istiak
- Hua "Christine" Xin

PAT CAPPS COVEY COLLEGE OF ALLIED HEALTH PROFESSIONS:

Promotion to Senior Instructor:

- Mary Curtis
- Alison K. Henry
- Brent L. Wiles

SCHOOL OF COMPUTING:

Promotion to Senior Instructor:

- Ricky E. Green, Jr.

Promotion to Associate Professor:

- Michael Black

Promotion to Professor:

- Ryan G. Benton

WHIDDON COLLEGE OF MEDICINE:

Tenure:

- Santanu Dasgupta
- Meghan E. Hermance

Promotion to Associate Professor:

- Santanu Dasgupta
- Nita S. Davis
- Luis del Pozo-Yauner
- Christopher M. Francis
- Meghan E. Hermance
- Robert P. Kobelja
- Yann-Leei L. Lee
- Brett S. Martin
- Brett S. Martin (Joint)
- Maryann I. Mbaka
- Benjamin R. Niland

Promotion to Associate Professor continued:

- Karen J. Parsell
- William M. Perez
- Walker B. Plash
- Jai D. Thakur
- Ashley Y. Williams

Promotion to Professor:

- Charles W. Hartin, Jr.
- Charles W. Hartin, Jr. (Joint)
- Nicolette P. Holliday
- Terry J. Hundley, Jr.
- Rosemary J. Klecker

Promotion to Professor, Research:

- Viktor G. Solodushko

Judge Windom advised that the resolution following, **Item 14**, was also unanimously recommended for Board approval. On motion by Dr. Stokes, seconded by Mr. Shumock, the Board voted unanimously to approve the resolution:

**ACADEMIC INFRASTRUCTURE AND TECHNOLOGY FEE, COLLEGE OF MEDICINE TUITION,
AND HOUSING AND DINING RATES FOR 2025-2026**

WHEREAS, the University of South Alabama is committed to maintaining high-quality educational and student services programs at a competitive cost, and

WHEREAS, the University Strategic Planning Priorities provide guidance and direction to faculty, staff, and administrators for future planning and continued growth and improvement of the University, and

WHEREAS, the University has an Academic Infrastructure and Technology Fee that supports instruction and learning through strategic investments in academic and technological resources, and

WHEREAS, the University has determined that an increase to this fee is necessary to allocate financial resources toward the attainment of University Strategic Planning Priorities, and

WHEREAS, an increase to the College of Medicine tuition is necessary to address rising operational costs and remain consistent with peer institutions, and

WHEREAS, housing and dining services must account for increased operating and food costs and make facility improvements to enhance campus life for students,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the Academic Infrastructure and Technology Fee, College of Medicine tuition, and housing and dining rates for the 2025-2026 academic year, as set forth in the attached schedules.

Chair Mitchell called for a report from the Budget and Finance Committee, **Item 15**. Mr. Perkins, Committee Chair, advised of a Committee meeting held on June 5, 2025, and he briefed the Board on the proceedings.

Concerning **Item 17**, a report from the Nominating Committee, Chair Mitchell advised that the Committee, on which she, Justice Lewis, Mr. Shumock, Dr. Stokes and Mr. Yance served, had deliberated on a slate of officers to serve three-year terms and unanimously agreed to nominate Ms. Atkins, Mr. Perkins and Mr. Graham to serve as Chair *pro tempore*, Vice Chair and Secretary, respectively. She made a motion to adopt the slate of officers, Mr. Shumock seconded, and the Board voted unanimously to elect the Trustees nominated to serve as officers of the Board, **Item 18**.

Chair Mitchell expressed her thanks to her fellow Board members for their support, love and friendship during her term as Board Chair and she joined Mr. Shumock, President Bonner and Provost Kent for the presentation of **Item 19** as follows. President Bonner recognized the Mitchell family members in attendance and yielded to Mr. Shumock, who read the resolution and moved for its approval. Mr. Yance seconded and the Board voted unanimously to approve the resolution. President Bonner talked about the extraordinary impact Chair Mitchell and the Mitchell family had made in the life of the University, and he and Provost Kent presented her a framed resolution, the gavel she used with a pedestal commemorating her service, and a glass art vase created by the Department of Visual Arts. Board members conveyed their appreciation to Chair Mitchell for her leadership and example, and Chair Mitchell stated it was a pleasure working with everyone:

RESOLUTION
COMMENDATION OF MRS. ARLENE MITCHELL FOR SERVICE AS CHAIR PRO TEMPORE AND
CONFERRAL OF THE TITLE CHAIR PRO TEMPORE EMERITA

WHEREAS, Mrs. Arlene Mitchell has served faithfully as a member of the Board of Trustees of the University of South Alabama since her appointment in 2007 to the seat representing Mobile County that was previously held by her beloved husband and trusted partner, Mr. Mayer "Bubba" Mitchell, and

WHEREAS, Mrs. Mitchell was elected as Chair Pro Tempore of the Board of Trustees (the "Board") in 2022, making her the first female Chair in the history of the University of South Alabama (the "University"), and, previous to this role, she served as Vice Chair from 2019-2022 and Secretary from 2016-2019, and

WHEREAS, Mrs. Mitchell's service on the Board has been critical to the University's growth and progress, as demonstrated through her membership on the Budget and Finance Committee; Development, Endowment and Investments Committee; Evaluation and Compensation Committee, Health Affairs Committee, Long-Range Planning Committee, and Executive Committee, and

WHEREAS, the positive results of Mrs. Mitchell's leadership as Board Chair will be realized in perpetuity, made possible by the strategic initiatives she has championed that have led to two consecutive years of enrollment growth, improved retention, the expansion of academic programs, record fundraising, construction of a new Frederick P. Whiddon College of Medicine building, and the continued advancement of USA Health, enabled with the acquisition of Providence Hospital and its clinics, the establishment of the Kelly Butler ALS Center, and the renovation and expansion of the USA Health Children's & Women's Hospital Pediatric Emergency Center, among other enhancements, and

WHEREAS, Mrs. Mitchell is a loyal supporter of the University of South Alabama and, over the years, has donated generously to numerous initiatives, such as the Pediatric Emergency Center project, Neonatal Intensive Care Unit (the "NICU") renovation and da Vinci surgical system acquisition at USA Health Children's & Women's Hospital, and has supported campaigns, endowments and scholarships, including the USA Health Mitchell Cancer Institute's *Arlene and Mayer Mitchell Chair in Medical Oncology Endowment Fund*, as well as the *Mayer Mitchell Quarterback Endowment Fund*, which she founded, and

WHEREAS, Mrs. Mitchell has devoted her time and energy to support those in need of encouragement and compassion, as exemplified by her years of visiting the NICU to rock babies and recent donation of *Bed of Flowers* to Children's & Women's Hospital, a beautiful new sculpture by internationally renowned artist and Mobile native Gay Outlaw, installed to brighten spirits and inspire hope among patients and their families, and

WHEREAS, Mrs. Mitchell, a member of Congregation Ahavas Chesed, has been an active community servant, whose civic work has benefited organizations including the Exploreum Science Center, Senior Citizens Services of Mobile, and the Boys and Girls Clubs of South Alabama, and, thereby, the entire Gulf Coast region has greatly benefited from her stewardship and generosity, and

WHEREAS, for her exceptional contributions, Mrs. Mitchell has received numerous awards, including being named *Mobilian of the Year*, *Distinguished Friend of Education* by the Council for Advancement and Support of Education, and *Awesome Octogenarian*, and, recently, she and Mayer were celebrated by the United Way of Southwest Alabama for their philanthropy spanning decades that enriched the lives of countless people throughout the Gulf Coast region,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama expresses its sincere appreciation to Mrs. Arlene Mitchell for her many contributions and invaluable service to the Board, to the entire University community, and to the people of the state of Alabama, all of whom have benefited from her knowledge, kindness and generosity, and confers upon her the honorary title of *Chair Pro Tempore Emerita* of the

USA Board of Trustees
June 6, 2025
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University of South Alabama Board of Trustees, as well as the gavel she used during her tenure as Chair.

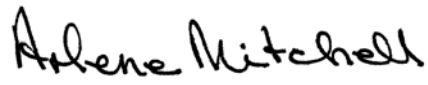
There being no further business, the meeting was adjourned at 12:17 p.m.

Respectfully submitted:



Lenus M. Perkins, Secretary

Respectfully submitted:



Arlene Mitchell, Chair *pro tempore*

APPENDIX A

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 2025 amendatory language to Sections 16-55-2, Code of Alabama 1975, the Board shall consist of **three** members from Mobile County; **nine** members from the state at-large; **three** members from the United States at-large; and the Governor, who shall be *ex officio* President of the Board.

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 shall be appointed by the Governor, by and with the advice and consent of the State Senate, and shall hold office for a term of six years, and until their successors shall be appointed and qualified. The Board shall be divided into three classes, so that one-third of the members of the Board may be 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 shall hold 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 in June, unless the Board, in regular session, determines 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 called by the Chair *pro tempore* of the Board; the Governor; or the Chair *pro tempore* of the Board or the Governor upon application in writing of any three (3) or more members of the Board. Once a special meeting is called, written notice shall be provided to each Trustee at least 24 hours before the meeting is scheduled to begin, except in case of an emergency, which the Chair *pro tempore* or Governor shall specify in his or her notice to the 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,¹ 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.

¹Family 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.

- (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 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.

17th Edition, June 6, 2025

Summary of Bylaws/Associated Documents Proposed Revisions:

MEDICAL STAFF BYLAWS

- I. Medical Executive Committee Composition**
Revised non-voting membership list

MEDICAL STAFF RULES AND REGULATIONS

- II. General Conduct of Care**
Revised Co-Signature grid requirement pertaining to ARNPs, PAs and Medical Students
- III. Rules Pertaining to Consultation**
Added Consultation time frames for Emergency Department and Inpatient Consultations
- IV. Essentials of a Consultation**
Revised documentation requirements
Added new inpatient consult type
- V. Documentation requirements**
Deleted reference to a hospital policy
- VI. Timeliness of Documentation (Delinquent Records)**
Added specific medical records subject to administrative automatic suspension when delinquent

ORGANIZATIONAL MANUAL

- VII. Executive Committee**
Deleted approval of clinical privileges duty

CREDENTIALING POLICY

- VIII. Threshold Eligibility Criteria**
Added clarification to criminal investigation
- IX. Threshold Eligibility Criteria**
Revised board certification section and added accepting the RCPSC
- X. Automatic Relinquishment/Action**
Added ability to impose financial penalties by the clinical department

MEDICAL STAFF BYLAWS- I.

5.C. MEDICAL EXECUTIVE COMMITTEE

5.C.1. Composition:

(a) Each Hospital shall maintain its own MEC.

(b) The individual MECs shall consist of the following voting members:

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

(c) The ~~Hospital Administrator~~, **CEO**, CMO, CNO, ~~College of Medicine Dean/Vice President of Medical Affairs~~, resident physicians, advanced practice practitioner, **Medical staff services representatives**, and Quality Management representatives shall serve as ex officio, non-voting members.

(d) The Chair of the MEC will chair the MEC.

(e) Other Medical Staff members or Hospital personnel may be invited to attend a particular MEC meeting (as guests, without vote) in order to assist the MEC in its discussions and deliberations regarding an issue on its agenda. These individuals shall be present only for the relevant agenda item and shall be excused for all others. Such individuals are an integral part of the committee's functioning and are bound by the same confidentiality requirements as the standing members of the MEC.

MEDICAL STAFF RULES AND REGULATIONS – II.

2.0 General Conduct of Care:

Co-signature requirements:	ARNP	CRNA	Resident	PA	Medical Student	Other Allied Health*
Progress Notes	NO	NO	NO	NO	Yes	Yes
History & Physicals	YES	N/A	YES	YES	N/A YES	YES
Consults	YES NO	NO	YES	YES NO	YES	N/A
Discharge Summaries	YES	NO	YES	YES	N/A YES	N/A
Operative Procedure note/report	YES	NO	YES	YES	N/A	N/A
Order to Admit	YES	N/A	YES	YES	YES	N/A
Pre-Operative Anesthesia Assessment	N/A	YES	N/A	N/A	N/A	N/A

*Dental hygienists and unlicensed physician employees or RN's/LPN's employed directly by the physician must have verbal orders and progress notes immediately cosigned by their attending or covering physician.

MEDICAL STAFF RULES AND REGULATIONS - III.

2.2 Rules Pertaining to Consultation

2.2.1 General Consultations requirements

2.2.1.1 Purpose. The purpose of a Consultation is to provide the Patient with prompt specialty evaluation, clinical management, and delivery of comprehensive care and treatment

2.2.2 Providing a consultation

Any attending physician can be called for consultation within his/her area of expertise.

2.2.4 Consultation report A consultation report must be provided by the consultant for inclusion in the medical record. The consultation report must meet the minimum requirements set forth by Medicare (review of record, pertinent findings on examination of patient and the consultant's opinion and recommendation). If the consulting attending physician actively participates in the patient's management, e.g., writes orders, their report must meet the minimum requirements set forth by Medicare for subsequent care. All reports must be authenticated by signature, date, and time by the consulting attending physician.

2.2.5 Emergency Department consultations

2.2.5.1 The Emergency Department attending physician (or his or her designee) will initiate a consultation for the Emergency Department.

2.2.5.2 The attending physician (or his or her designee) will comply with the following patient care guidelines regarding availability.

- **All consults from the Emergency Department for patients that are not already admitted to the hospital should be responded to within 15 minutes of being contacted by the receiving physician or their designee. The response may be by telephone, or in-person when required by specified standards (trauma activation, stroke code, STEMI, etc.)**
- **When a consult is to render a disposition, the consultant is required to begin their consult within 1 hr.**
- **A care plan to include the attending response/input should be completed as soon as practical but within 4 hours of initial consultation.**
- **Direct communication between the consulting team and the emergency medicine team must occur after initial evaluation and with any changes in the care plan.**

2.2.6 Inpatient consultations

2.2.6.1 In patient consultation response time expectations are:

- **Stat – respond from the service as soon as possible and not longer than 15 minutes.**
- **Urgent- within two (2) hours.**
- **Routine- within twelve (12) hours.**

The attending should be notified and provide input within these time frames for urgent, and routine consults. Emergent and urgent consultations should have a documented final disposition completed as soon as practical. Routine consults shall be completed and documented within twelve (12) hours of request, except when otherwise stated by the consultant and agreeable with the referring physician.

2.2.6.2 Attending-to-attending communication

This communication should occur whenever there are important, time-dependent patient care issues that arise.

MEDICAL STAFF RULES AND REGULATIONS – IV. – two revisions

2.2.7 Essentials of a consultation

A satisfactory consultation includes examination of the patient and the patient's record. The consultant's assessment and recommendation shall be documented and signed in the medical record. Physician may elect to have an L.I.P. or house staff/ team member initiate the consultation, **provided the LIP or house staff/team member communicates and documents the attending physician agrees with the plan of care** physician evaluates the patient within 24 hours of request for consultation. There are three consult request types:

- **Consult for assessment and to follow the patient; this means communicating initially and regularly based on patient needs,**
- ~~If the order for a Consult is for assessment and a one-time recommendation only; this means that no orders are written by the consultant, and~~
- ~~The attending physician does have the option~~ **Consult to assess, write** orders ~~consult and follow patient; this means that the consultant can write orders which are to be carried out.~~

In emergent situations where a delay in writing orders may pose a potential threat to the patient's life or well-being, the consulting provider is authorized to enter patient care orders to ensure timely and appropriate medical intervention. If there is to be a transfer in responsibility of care (attending status), this must be mutually agreed upon and entered as an order in the medical record. Consultations shall be completed and documented within **the timeframe specified in 2.2.5 and 2.2.6** ~~twenty four (24) hours~~ of request, except when otherwise stated by the consultant and agreeable with the referring physician. When this does not occur, the attending physician shall be notified and documented in the medical record.

MEDICAL STAFF RULES AND REGULATIONS – V.

3.2.5 Documentation requirements

All clinical entries must be completed in the medical record system shall be dated and timed. The medical record shall be completed ~~per hospital policy~~ at the time of the patient's discharge, including progress notes, final diagnoses and discharge summary, when possible.

MEDICAL STAFF RULES AND REGULATIONS – VI.

3.3 Timeliness of Documentation (Delinquent Records)

3.3.1 General Requirements.

Medical records shall be completed within 30 days following discharge. A medical record is considered complete when all patient information has been entered and signed. It is the responsibility of any Medical Staff member or Advance Practice Professional involved in the care of a patient to prepare and complete medical records in accordance with this time frame, as well as the other provisions of these Rules and Regulations and any other relevant policies of the Hospital. **Delinquent medical records subject to the temporary administrative suspension process include but not limited to: H & P, H & P update, brief post-operative procedure notes, full post-operative/procedure note and the discharge summary.**

ORGANIZATION MANUAL – VII.

3.F. EXECUTIVE COMMITTEE

3.F.2. Duties:

The Executive Committee shall:

- (a) provide leadership, planning, organization, and direction regarding the development and operation of the USA Health Hospitals; and
- (b) serve as an advisory body, providing advice to the Medical Staffs, President of the University of South Alabama, and Board of Trustees on Medical Staff issues related to the following:

~~(1) recommendations regarding medical staff appointment and clinical privileges involving Medical Staff members;~~

CREDENTIALING POLICY – VIII.

2.A. QUALIFICATIONS

2.A.1. Threshold Eligibility Criteria:

To be eligible to apply for initial appointment or reappointment to the Medical Staff, physicians must:

(k) not currently be subject to a criminal investigation **pertaining to a felony**, and have not been convicted of, or entered a plea of guilty or no contest to, any felony; or to any misdemeanor relating to controlled substances, illegal drugs, insurance or health care fraud or abuse, child abuse, elder abuse, violence, or the practitioner-patient relationship;

CREDENTIALING POLICY – IX. - two revisions

2.A. QUALIFICATIONS

2.A.1. Threshold Eligibility Criteria:

To be eligible to apply for initial appointment or reappointment to the Medical Staff, physicians must:

(t) be certified in their primary area of practice at the Hospital by the appropriate specialty/subspecialty board of the American Board of Medical Specialties (“ABMS”), **Canadian- Royal College of Physicians and Surgeons (RCPSC)** or the American Osteopathic Association (AOA). Those applicants who are not board certified at the time of application but who have completed their residency or fellowship training **and meet the requirements for board eligibility from their respective board within the last five years** shall be eligible for Medical Staff appointment. However, in order to remain eligible, those applicants must achieve board certification in their primary area of practice within five years from the date of completion of their residency or fellowship training;

CREDENTIALING POLICY – X.

6.E. AUTOMATIC RELINQUISHMENT/ACTIONS

6.E.2. Failure to complete Medical Records:

Failure to complete medical records, after notification by the medical records department of delinquency, may result in automatic relinquishment of all clinical privileges in accordance with the time frames as set forth in the Medical Staff Rules and Regulations (except that the individual must complete all scheduled emergency service obligations or arrange appropriate coverage). Relinquishment shall continue until all delinquent records are completed and reinstatement accomplished in accordance with applicable policies and rules and regulations. Failure to complete the medical records that caused relinquishment within the time required by applicable policies and rules and regulations shall result in automatic resignation from the Medical Staff. **In addition to the administrative suspension of clinical privileges as described above, the individual clinical departments have the discretion to impose financial penalties on practitioner due to medical records delinquencies.**

Academic Infrastructure & Technology Fee Proposal
2025-2026 Academic Year

	Fee per Credit Hour		
	Current	Proposed	Increase
Undergraduate	\$35	\$50	\$15
Graduate	\$60	\$75	\$15

- Undergraduate fee is capped at 12 hours, or \$600 per semester.
- Graduate fee is capped at 6 hours, or \$450 per semester.

UNIVERSITY OF SOUTH ALABAMA
Proposal to Increase College of Medicine Tuition
Peer College of Medicine Comparison

Institution	Tuition		Fees		Tuition & Fees		Health Insurance
	2024-2025		2024-2025		2024-2025		
	Resident	Non-Resident	Resident	Non-Resident	Resident	Non-Resident	
University of Mississippi	\$38,812	n/a	\$550	n/a	\$39,362	n/a	\$3,142
University of Alabama at Birmingham	\$33,098	\$62,714	\$3,511	\$3,511	\$36,609	\$66,225	\$3,162
University of South Alabama	\$34,207	\$68,414	\$948	\$948	\$35,155	\$69,362	\$3,457

Proposed 3% Tuition Increase

Institution	Tuition		Fees		Tuition & Fees		Health Insurance
	2025-2026		2025-2026		2025-2026		
	Resident	Non-Resident	Resident	Non-Resident	Resident	Non-Resident	
University of Alabama at Birmingham	\$34,091	\$64,595	\$3,511	\$3,511	\$37,602	\$68,106	\$3,162
University of South Alabama	\$35,233	\$70,466	\$948	\$948	\$36,181	\$71,414	\$3,457

SOURCE: AAMC Tuition and Fees report

NOTES:

- University of Alabama at Birmingham (UAB) has approved a 3% Tuition increase for 2025-2026.
- The UAB fee amounts are currently unknown, assume no change.
- University of South Alabama fees include escrow at \$440 plus the resource fee at \$508 (estimated).

2025-2026 Proposed Semester Meal Plan Rates

Meal Plan Type Fall 2025 & Spring 2026	2024-2025 Current Rate	2025-2026 Proposed Rate	Difference
All Access Pass*	\$2,075	\$2,150	\$75
All Access Pass with \$175 Bonus Bucks	\$2,250	\$2,325	\$75
All Access Pass with \$300 Bonus Bucks	\$2,400	\$2,475	\$75
All Access Pass with \$450 Bonus Bucks	\$2,550	\$2,625	\$75
10 Meals Per Week with \$500 Bonus Bucks	\$2,250	\$2,325	\$75
7 Meals Per Week with \$100 Bonus Bucks	\$1,300	\$1,325	\$25
\$1400 Bonus Bucks	\$1,400	\$1,400	\$0

**Default freshmen meal plan*

Meal Plan Type Summer 2026	Summer 2025 Rate	Summer 2026 Proposed Rate	Difference
All Access Pass with \$210 Bonus Bucks	\$1,220	\$1,260	\$40
15 Meals Per Week with \$140 Bonus Bucks	\$1,010	\$1,040	\$30
7 Meals Per Week with \$50 Bonus Bucks	\$570	\$585	\$15

2025 - 2026 Proposed Semester Room Rates

		2024-2025 Current Rate	2025-2026 Proposed Rate	Difference
Residence Hall				
AZALEA HALL	Room for 2	\$3,000	\$3,120	\$120
BETA / GAMMA	Apartment for 4	\$2,340	\$2,440	\$100
	Apartment for 2 / Private Apartment	\$3,380	\$3,490	\$110
	Studio Apartment for 2	\$3,060	\$3,160	\$100
	Suite for 1 / Large Private Room	\$3,110	\$3,270	\$160
CAMELLIA HALL	Room for 2	\$3,000	\$3,120	\$120
DELTA	Room for 2	\$2,340	\$2,440	\$100
	Large Private Room	\$3,110	\$3,210	\$100
	Private Room	\$3,000	\$3,120	\$120
	Room for 2 w/ kitchenette	\$2,820	\$2,980	\$160
	Private Room w/ kitchenette	\$3,110	\$3,210	\$100
EPSILON	Room for 2	\$3,000	\$3,120	\$120
GREEK	Room for 2	\$3,000	\$3,120	\$120
	Large Private Room	\$3,350	\$3,450	\$100
	Private Room	\$3,110	\$3,210	\$100
STOKES HALL	Suite for 1	\$3,350	\$3,450	\$100
TRADITIONS APTS	2 Bedroom Apt for 2 - Unrenovated	n/a	\$4,000	n/a
	2 Bedroom Apt for 2 - Renovated	n/a	\$4,250	n/a
	3 Bedroom Apt for 3 - Unrenovated	n/a	\$3,825	n/a
	3 Bedroom Apt for 3 - Renovated	n/a	\$4,075	n/a
	4 Bedroom Apt for 4 - Unrenovated	n/a	\$3,550	n/a
	4 Bedroom Apt for 4 - Renovated	n/a	\$3,800	n/a

COMMITTEE MINUTES

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Audit Committee

**June 5, 2025
1:30 p.m.**

A meeting of the Audit Committee of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Mr. Ron Graham, Chair, on Thursday, June 5, 2025, at 1:31 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Alexis Atkins, Ron Graham, Ron Jenkins, Bill Lewis and Lenus Perkins were present.

Member Absent: Meredith Hamilton.

Other Trustees: Chandra Brown Stewart, Luis Gonzalez, Arlene Mitchell, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance.

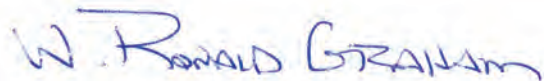
Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Monica Ezell, Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, Sara Beth Magette (Warren Averett), John Marymont, Mike Mitchell, Allen Parrish, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 1**, Mr. Graham called for consideration of the minutes for a meeting held on March 13, 2025, **Item 2**. On motion by Capt. Jenkins, seconded by Ms. Atkins, the Committee voted unanimously to adopt the minutes.

Mr. Graham called on Mr. Susman to address **Item 3**, a report on the activities of the Office of Internal Audit (OIA). Mr. Susman introduced Ms. Sarah Beth Magette of Warren Averett, OIA Acting Director, who provided an update on the audit engagements in progress and planned for the general University and USA Health sectors, pointing out that some engagements regarded information technology. She added that an organization-wide risk assessment would be performed over the summer and that the results would inform development of the audit plan for fiscal year 2026, which she noted would be considered at the next meeting.

There being no further business, the meeting was adjourned at 1:37 p.m.

Respectfully submitted:



William Ronald Graham, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Development, Endowment and Investments Committee

**June 5, 2025
1:37 p.m.**

A meeting of the Development, Endowment and Investments Committee of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Mr. Jim Yance, Chair, on Thursday, June 5, 2025, at 1:37 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Chandra Brown Stewart, Luis Gonzalez, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present.

Member Absent: Scott Charlton.

Other Trustees: Alexis Atkins, Ron Graham, Ron Jenkins, Bill Lewis, Arlene Mitchell and Lenus Perkins.

Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Monica Ezell, Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Norman Pitman, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 4**, Mr. Yance called for consideration of the minutes for a meeting held on March 13, 2025, **Item 5**. On motion by Judge Windom, seconded by Mr. Shumock, the committee voted unanimously to adopt the minutes.

Mr. Yance called for a report on endowment and investment performance, **Item 6**. Mr. Drew Underwood, Executive Director of Treasury Management, provided an overview on strategic initiatives, investment allocations, fund results, and manager performance through the second quarter of fiscal year 2025. He noted a fund downturn of approximately 0.3 percent, an outperformance of the benchmark of close to one percent. Mr. Norman Pitman, the University’s investment consultant, shared perspective on market conditions.

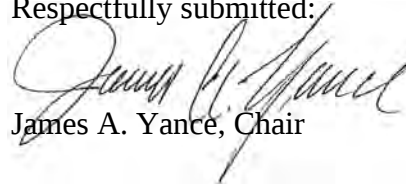
Mr. Yance called on Ms. Sullivan to report on the activities of the Division of Development and Alumni Relations, **Item 7**. Ms. Sullivan advised of just over \$28.5 million in new gifts and commitments recorded through June 3 of fiscal year 2025, and also shared the positive results of the 2025 *Employee and Retiree Giving* and *Giving Week* campaigns. She presented information on the alumni and friends nationwide travel program and detailed recent and future fundraising and networking events. As to USA’s capital campaign, she indicated that more than \$318 million had been raised toward the \$340 million campaign goal. Also highlighted was the Flagship Society,

Development, Endowment and Investments Committee
June 5, 2025
Page 2

formed to recognize campaign donors who give \$100,000 or more during the campaign quiet phase.

There being no further business, the meeting was adjourned at 2:01 p.m.

Respectfully submitted:

A handwritten signature in dark ink, appearing to read "James A. Yance", is written over a light gray rectangular background.

James A. Yance, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Health Affairs Committee

**June 5, 2025
2:01 p.m.**

A meeting of the Health Affairs Committee of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Mr. Jimmy Shumock, Chair, on Thursday, June 5, 2025, at 2:01 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 and Jim Yance were present.

Members Absent: Scott Charlton, Steve Furr and Meredith Hamilton.

Other Trustees: Alexis Atkins, Luis Gonzalez, Ron Graham, Ron Jenkins, Bill Lewis, Arlene Mitchell, Lenus Perkins and Mike Windom.

Administration & Guests: Owen Bailey, Robert Barrington, Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Monica Ezell, Charlie Guest, Ashton Hennig, Buck Kelley, Andi Kent, Liz Kirby, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 8**, Mr. Shumock called for consideration of the minutes for a meeting held on March 13, 2025, **Item 9**. On motion by Dr. Stokes, seconded by Ms. Brown Stewart, the Committee voted unanimously to adopt the minutes.

Mr. Shumock called on Mr. Bailey to present **Item 10**, a resolution authorizing the USA Health Hospitals medical staff appointments and reappointments for February, March and April 2025. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on June 6, 2025.) On motion by Dr. Stokes, seconded by Mr. Yance, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Bailey explained **Item 11**, a resolution authorizing revisions to the USA Health Hospitals Medical Staff Bylaws and to associated documents. On motion by Mr. Yance, seconded by Dr. Stokes, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

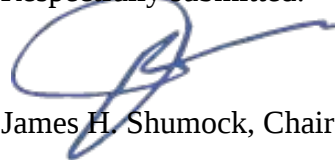
Mr. Bailey shared background on **Item 12**, a resolution nominating Maryann Mbaka, M.D., USA Health trauma surgeon, and Mr. Tom Myers, USA Health Chief Transformation Officer, as two alternative candidates for consideration by the Mobile County Commission for the position of director of the Mobile County Hospital Board. On motion by Dr. Stokes, seconded by Ms. Brown Stewart, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Concerning an update on the activities of USA Health and the Whiddon College of Medicine (WCOM), **Item 13**, Dr. Marymont called on Dr. Robert Barrington, Associate Professor of Microbiology and Immunology, for a report. Dr. Barrington, who also serves as Director of the WCOM's *Medical Student Summer Research Program*, provided an overview on the program for students of various classifications, including high school students, designed to strengthen their understanding of research and promote critical thinking, data analysis and scientific writing skills. Also discussed was the *Research Honors* tract for medical students, led by Dr. Barrington as well. Charts reflective of the growth and impact of the programs were shown.

Dr. Marymont turned to Mr. Bailey, who expressed pride for USA Health's involvement in addressing the rural healthcare crisis in Alabama. He recognized Ms. Liz Kirby, USA Health Executive Director of Virtual Care and Rural Initiatives, discussing her background in healthcare management with USA Health and Monroe County Hospital. He introduced Ms. Ashton Hennig, USA Health Director of Outreach and Special Projects, for a report on a new initiative as part of a partnership with 10 rural hospitals in Mobile County. Ms. Hennig discussed the acquisition of three telehealth vans the collaborative would share, made possible via a \$1.5 million grant from the Alabama Department of Finance, as well as with federal funding through the American Rescue Plan Act. She indicated the first unit had been delivered and detailed design aspects.

There being no further business, the meeting was adjourned at 2:25 p.m.

Respectfully submitted:

A handwritten signature in blue ink, appearing to read 'J. Shumock', with a stylized flourish extending from the end.

James H. Shumock, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Academic Excellence and Student Success Committee

**June 5, 2025
2:25 p.m.**

A meeting of the Academic Excellence and Student Success Committee of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Judge Mike Windom, Chair, on Thursday, June 5, 2025, at 2:25 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Luis Gonzalez, Ron Graham, Ron Jenkins, Bill Lewis, Lenus Perkins and Mike Windom were present.

Members Absent: Scott Charlton and Steve Furr.

Other Trustees: Alexis Atkins, Chandra Brown Stewart, Arlene Mitchell, Jimmy Shumock, Steve Stokes and Jim Yance.

Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Brody Caver, Parker Day, Joel Erdmann, Monica Ezell, Charlie Guest, Connor Holm, Geoffrey Hudson, Shannon Batista Innes, Jerica Johnson, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Kristen Roberts, Conner Roden, Michele Schuler, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman, Shayla McShan Thomas and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 14**, Judge Windom called for consideration of the minutes for a meeting held on March 13, 2025, **Item 15**. On motion by Mr. Graham, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the minutes.

Judge Windom turned to Provost Kent and Dr. Marymont for the presentation of **Item 16**, a resolution granting tenure and/or promotion to faculty from the Division of Academic Affairs and the Whiddon College of Medicine (WCOM). (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on June 6, 2025.) Provost Kent attested that the candidates recommended had been thoroughly vetted through college and administrative approval channels. On motion by Mr. Perkins, seconded by Mr. Graham, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Judge Windom called for the presentation of **Item 17**, a resolution authorizing adjustments to the academic infrastructure and technology fee (“fee”), WCOM tuition, and housing and dining rates for the 2025-2026 academic year. Provost Kent addressed the proposed fee increase of \$15 per credit hour, an approximate three percent increase, to be capped at 12 hours for undergraduates and six hours for graduate students, advising of the significant investments made by the University

for improvements across campus sectors. She projected that, with approval of the fee increase, the University would continue to maintain its competitive position among Alabama's 14 public institutions for the cost of tuition and fees. Judge Windom also pointed out that undergraduate and graduate tuition would remain level with 2024-2025 rates. On motion by Mr. Gonzalez, seconded by Mr. Perkins, the Committee voted unanimously to recommend approval of the fee increase by the Board of Trustees.

Dr. Marymont discussed the recommended three percent increase in WCOM tuition, reminding the Committee that WCOM tuition was not increased in 2024-2025. He added that the proposal aligned with the University of Alabama at Birmingham (UAB) Heersink School of Medicine's tuition increase of three percent, and further stated that the overall cost of earning a degree from the WCOM was less expensive than earning a medical degree from UAB. On motion by Capt. Jenkins, seconded by Mr. Graham, the Committee voted unanimously to recommend approval of the increase in WCOM tuition by the Board of Trustees.

Judge Windom called on Dr. Mitchell to discuss the recommended increase in housing and dining rates. Dr. Mitchell shared details on several renovation projects occurring or scheduled at campus housing and dining facilities. Given the enhancements, he stated that the Administration was recommending an average three percent increase in dining rates and an average 3.8 percent increase in housing rates, asserting that, with approval of the rate increases, the University would continue to be competitive in the state and Gulf Coast region for the cost of campus housing and dining. On motion by Justice Lewis, seconded by Mr. Perkins, the Committee voted unanimously to recommend approval of the increase in housing and dining rates by the Board of Trustees.

Judge Windom asked Provost Kent for a report on the activities of the Division of Academic Affairs, **Item 18**. Provost Kent introduced Dr. Geoffrey Hudson, Associate Professor from the Department of Health, Kinesiology and Sport and faculty advisor to students who participate in American College of Sports Medicine (ACSM) conferences. Dr. Hudson gave background on the conferences that culminate with Jeopardy-style student quiz competitions and introduced Mr. Parker Day and Mr. Connor Roden, two members of USA's team that competed against 32 teams in the Southeast Regional ACSM Student Bowl in Greenville, South Carolina, in February and won the championship. Also introduced was Mr. Brody Caver, who joined USA's team for the national competition in Atlanta recently. Following remarks by the students, Provost Kent underscored the importance of student engagement beyond the classroom.

Judge Windom called on Dr. Mitchell to present **Item 19**, the annual report to the Alabama Commission on Higher Education that documents infringement of the University's Speech, Expressive Activities and Use of University Space, Facilities and Grounds Policy, as well as the University's response. With reference to the draft report in the meeting materials, Dr. Mitchell advised that infractions had not occurred thus far for the reporting period of August 1, 2024, to July 31, 2025, and welcomed questions and input from the Committee.

Concerning a report on the activities of the Division of Student Affairs, **Item 20**, Dr. Mitchell provided information on the Jaguar Senior Medallion Society program that recognizes seniors who demonstrate a strong commitment to leadership and student engagement. As photos from the recent induction ceremony were shown, he noted that the fourth class included 24 seniors and shared the stories of two inductees, Ms. Mackenzie Kirkman and Ms. Lara Vander Merwe, who received the *Overcomer Award*. He thanked Capt. Jenkins and other donors who support the program.

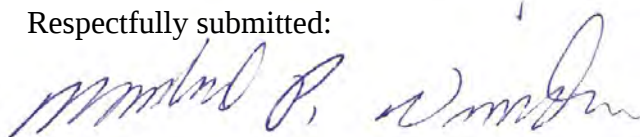
Dr. Mitchell also presented an update on the *JagPack* program, launched in fall 2024 in partnership with the Barnes & Noble Bookstore, that provides students their course materials on or before the first day of classes for a \$22 per credit hour fee. He noted that the results of a recent student survey on *JagPack* demonstrated the program had a positive impact on student outcomes and added that USA students saved a combined total of approximately \$3.2 million on the cost of course materials from fall 2024 through spring 2025, an average savings of 46 percent.

Judge Windom called on Provost Kent, who introduced and shared career highlights for Dr. Allen Parrish, Vice President for Research and Economic Development who joined the University in April. Dr. Parrish presented **Item 21**, a report on the activities of the Division of Research and Economic Development, commenting briefly on USA's research enterprise and the opportunities ahead. He introduced Dr. Michele Schuler, WCOM Professor and Director/Attending Veterinarian for the Biological Resources Vivarium, and recognized Ms. Jerica Johnson, animal care technician, for her above-and-beyond efforts in caring for the Vivarium's lab animals when the campus was closed for several days due to the January 21 snowstorm.

Judge Windom called on Dr. Billingsley for a report on the activities of the Division of Community Engagement, **Item 22**. Dr. Billingsley shared details on the *South Serves* virtual platform that connects students, faculty and staff who are interested in volunteer opportunities with community partners. She said the site hosted approximately 3,100 active users over 2024-2025, resulting in more than 45,000 service hours, an increase by 24 percent over the previous year and equating to an economic value of close to \$1.3 million for the Mobile community. She stated that USA athletes logged close to 8,000 service hours and noted that eight of USA's women's and men's NCAA Division I sports programs placed in the top ten among all NCAA Division I programs for service hours. Also recognized for their service records were Mr. Connor Holm, Ms. Shannon Batista Innes and Ms. Shayla McShan Thomas, representing the College of Allied Health Professions.

There being no further business, the meeting was adjourned at 2:59 p.m.

Respectfully submitted:



Michael P. Windom, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Budget and Finance Committee

**June 5, 2025
2:59 p.m.**

A meeting of the Budget and Finance Committee of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Mr. Lenus Perkins, Chair, on Thursday, June 5, 2025, at 2:59 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, Ron Graham, Lenus Perkins, Jimmy Shumock and Steve Stokes were present.

Member absent: Meredith Hamilton.

Other Trustees: Luis Gonzalez, Ron Jenkins, Bill Lewis, Arlene Mitchell, Mike Windom and Jim Yance.

Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Monica Ezell, Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 23**, Mr. Perkins called for consideration of the minutes for a meeting held on March 13, 2025, **Item 24**. On motion by Mr. Graham, seconded by Mr. Shumock, the Committee voted unanimously to adopt the minutes.

Mr. Perkins called on Ms. Roberts to discuss the quarterly financial statements for the six months ended March 31, 2025, **Item 25**. Ms. Roberts advised of assets totaling approximately \$2.5 billion, a total net position of approximately \$690 million and an increase in net position of approximately \$4 million to end the second quarter of fiscal year 2025. She credited Mr. Drew Underwood, Executive Director of Treasury Management, for his prudent supervision of the University’s endowment despite a challenging market.

Mr. Perkins called on Mr. Kelley for a report on University facilities, **Item 26**. As photos and drone footage were shown, Mr. Kelly shared perspective on the progress of construction projects, as well as on the renovation and repairs taking place at existing facilities. Among the projects discussed were the Whiddon College of Medicine Building, Jaguar Marching Band Complex, Central Energy Plant 3, ROTC obstacle course, Science Laboratory Building, Humanities Building, Archaeology Building, Meisler Hall and Traditions.

There being no further business, the meeting was adjourned at 3:10 p.m.

Respectfully submitted:



Lenus M. Perkins, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Long-Range Planning Committee

June 5, 2025

3:10 p.m.

A meeting of the Long-Range Planning Committee of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Ms. Chandra Brown Stewart, Chair, on Thursday, June 5, 2025, at 3:10 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Chandra Brown Stewart, Ron Jenkins, Bill Lewis, Lenus Perkins, Steve Stokes, Mike Windom and Jim Yance were present.

Other Trustees: Alexis Atkins, Luis Gonzalez, Ron Graham, Arlene Mitchell and Jimmy Shumock.

Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Julie Estis, Monica Ezell, Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 27**, Ms. Brown Stewart called for consideration of the minutes for a meeting held on March 13, 2025, **Item 28**. On motion by Capt. Jenkins, seconded by Mr. Perkins, the Committee voted unanimously to adopt the minutes.

Ms. Brown Stewart called on Dr. Julie Estis, Interim Associate Vice President for Institutional Effectiveness, for a report on institutional planning and assessment, **Item 29**. Dr. Estis provided background on the Institutional Planning and Assessment Committee (IPAC) and talked about the productive work accomplished at its quarterly meeting. She indicated that student success, faculty success and research advancement were the focus points following discussion on each of the strategic priorities. She added that an update on the strategic priorities and a scorecard with metrics would be presented in the coming months.

Dr. Estis advised that the IPAC also monitored the University’s Master Plan (“Plan”) and asked Mr. Kelley to share insight on development of the next Plan. Mr. Kelley discussed the groundwork for the 2027-2037 Plan and noted that the Plan would align with the strategic priorities.

There being no further business, the meeting was adjourned at 3:17 p.m.

Respectfully submitted:



Chandra Brown Stewart, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Committee of the Whole

**June 5, 2025
3:17 p.m.**

A meeting of the Committee of the Whole of the University of South Alabama (“USA,” “University”) Board of Trustees was duly convened by Ms. Arlene Mitchell, Chair *pro tempore*, on Thursday, June 5, 2025, at 3:17 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, Luis Gonzalez, 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, Steve Furr, Meredith Hamilton and Kay Ivey.

Administration & Guests: Owen Bailey, Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Monica Ezell, Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Kristen Roberts, Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 30**, Chair Mitchell called for consideration of the minutes for a meeting held on March 13, 2025, **Item 31**. On motion by Justice Lewis, seconded by Mr. Shumock, the Committee voted unanimously to adopt the minutes.

Chair Mitchell presented **Item 33**, a resolution authorizing the schedule of regular Board of Trustees meetings for the 2025-2026 academic year. (To view resolutions, policies and other documents authorized, refer to the minutes of the Board of Trustees meeting held on June 6, 2025.) On motion by Ms. Atkins, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Chair Mitchell called on Mr. Lawkis to address **Item 32**, a resolution authorizing a revised *Bylaws of the Board of Trustees of the University of South Alabama* (“Bylaws”). Mr. Lawkis reminded the Committee of the need to revise the Bylaws to conform with legislation recently signed into law that updated regions represented by Board members, the notice requirement for special meetings and the parameter for holding annual meetings in June. President Bonner recognized Mr. Lawkis for his efforts to advance the legislation. On motion by Mr. Yance, seconded by Mr. Shumock, 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, Chair Mitchell made a motion to convene an executive session for an anticipated duration of 20 minutes for the purpose

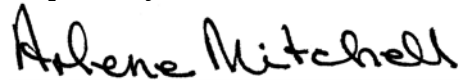
of discussing pending or threatened litigation, **Item 34**. She stated Mr. Larche had submitted the required written declaration for the minutes and that adjournment of the meeting would be in effect immediately upon the conclusion of the executive session. Ms. Atkins seconded and, at approximately 3:23 p.m., the Committee voted unanimously to convene an executive session, as recorded herein. The executive session began at approximately 3:28 p.m.:

AYES:

- Ms. Atkins
- Ms. Brown Stewart
- Mr. Gonzalez
- Mr. Graham
- Capt. Jenkins
- Justice Lewis
- Chair Mitchell
- Mr. Perkins
- Mr. Shumock
- Dr. Stokes
- Judge Windom
- Mr. Yance

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

Respectfully submitted:

A handwritten signature in black ink that reads "Arlene Mitchell". The signature is written in a cursive, flowing style.

Arlene Mitchell, Chair *pro tempore*

APPENDIX A

Executive Session

University of South Alabama Board of Trustees Committee of the Whole meeting on June 5, 2025.

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

This declaration is submitted pursuant to the requirements of the Alabama Open Meetings Act by Spencer Larche, ASB number 1011-E64L.

A handwritten signature in black ink, appearing to read "SL", is positioned in the center of the page. The signature is fluid and cursive, with a long horizontal stroke extending to the right.