

UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES MEETINGS

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

DECEMBER 3, 2025
1:30 P.M.

AUDIT COMMITTEE MEETING – STEVE STOKES, M.D., CHAIR

- 1 Roll Call
- 2 Approve: [Minutes](#)
- 3 Report: KPMG Audit Reports, Year Ended September 30, 2025
- 4 Report: [Office of Internal Audit](#)
- 5 Approve: [Revised Internal Audit Charter for the University of South Alabama](#)

DEVELOPMENT, ENDOWMENT AND INVESTMENTS COMMITTEE MEETING – JIM YANCE

- 6 Roll Call
- 7 Approve: [Minutes](#)
- 8 Report: [Endowment and Investment Performance](#)
- 9 Recommendation to Approve: [Evaluation of the University’s Endowment Fund and Non-Endowment Fund Investment Policy Statements](#)
- 10 Recommendation to Approve: [Appointment and Reappointment of Officers and Directors for the Jaguar Athletic Fund, Inc.](#)
- 11 Recommendation to Approve: [Commendation of Mrs. Carol Statter and Mr. Jim Statter](#)
- 12 Report: Development and Alumni Relations

HEALTH AFFAIRS COMMITTEE MEETING – JIMMY SHUMOCK, CHAIR

- 13 Roll Call
- 14 Approve: [Minutes](#)
- 15 Recommendation to Approve: [USA Health Hospitals Medical Staff Appointments & Reappointments for August, September and October 2025](#)
- 16 Recommendation to Approve: [USA Health Hospitals Medical Staff Bylaws and Associated Documents Revisions](#)
- 17 Recommendation to Approve: [USA Health Hospitals Nomination of Medical Executive Committee Officers for 2026 and 2027](#)
- 18 Recommendation to Approve: [USA Rural Healthcare Authority](#)
- 19 Recommendation to Approve: [Appointment of Directors for the South Alabama Medical Science Foundation](#)
- 20 Report: USA Health and Whiddon College of Medicine

ACADEMIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE MEETING – CHANDRA BROWN STEWART, CHAIR

- 21 Roll Call
- 22 Approve: [Minutes](#)
- 23 Recommendation to Approve: [Sabbatical Awards](#)
- 24 Recommendation to Approve: [Faculty Emeritus](#)
- 25 Recommendation to Approve: [Honorary Doctorate Degree for The Honorable Katie Boyd Britt](#)
- 26 Report: Academic Affairs
- 27 Report: Student Affairs
- 28 Report: Research and Economic Development
- 29 Report: Community Engagement

BUDGET AND FINANCE COMMITTEE MEETING – LENUS PERKINS, CHAIR

- 30 Roll Call
- 31 Approve: [Minutes](#)
- 32 Report: Quarterly Financial Statements for the Year Ended September 30, 2025
- 33 Recommendation to Approve: [Banking and Treasury Services Authority](#)
- 34 Report: Public Safety
- 35 Report: University Facilities

LONG-RANGE PLANNING COMMITTEE MEETING – RON GRAHAM, CHAIR

- 36 Roll Call
- 37 Approve: [Minutes](#)
- 38 Report: Institutional Planning and Assessment

COMMITTEE OF THE WHOLE MEETING – ALEXIS ATKINS, CHAIR

- 39 Roll Call
- 40 Approve: [Minutes](#)
- 41 Recommendation to Approve: [Commendation of Mr. G. Owen Bailey](#)
- 42 Approve: Executive Session

DECEMBER 4, 2025
10:30 A.M.

BOARD OF TRUSTEES MEETING – ALEXIS ATKINS, CHAIR PRO TEMPORE

- 1 Roll Call
- 2 Approve: [Minutes](#)
- 3 Report: University President
- 4 Report: Faculty Senate President
- 5 Report: Student Government Association President
- 6 Approve: Consent Agenda Items:
 - [Evaluation of the University’s Endowment Fund and Non-Endowment Fund Investment Policy Statements](#)
 - [Appointment and Reappointment of Officers and Directors for the Jaguar Athletic Fund, Inc.](#)
 - [USA Health Hospitals Medical Staff Appointments and Reappointments for August, September and October 2025](#)
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 - [Honorary Doctorate Degree for The Honorable Katie Boyd Britt](#)
 - [Banking and Treasury Services Authority](#)
- 7 Report: Audit Committee
- 8 Report: Development, Endowment and Investments Committee
- 9 Report: Health Affairs Committee
- 10 Approve: [USA Rural Healthcare Authority](#)
- 11 Report: Academic Excellence and Student Success Committee
- 12 Report: Budget and Finance Committee
- 13 Report: Long-Range Planning Committee
- 14 Approve: [Commendation of Mrs. Carol Statter and Mr. Jim Statter](#)
- 15 Approve: [Commendation of Mr. G. Owen Bailey](#)

UNIVERSITY OF SOUTH ALABAMA BOARD OF TRUSTEES



MEETING SCHEDULE

WEDNESDAY, DECEMBER 3, 2025:

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

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

THURSDAY, DECEMBER 4, 2025:

10:30 a.m. **Board of Trustees Meeting**

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

BOARD OF TRUSTEES
STANDING COMMITTEES
2025-2028

EXECUTIVE COMMITTEE:

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

DEVELOPMENT, ENDOWMENT AND INVESTMENTS CTE.:

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

ACADEMIC EXCELLENCE AND STUDENT SUCCESS CTE.:

- Chandra Brown Stewart, **Chair**
- Scott A. Charlton, M.D.
- Steven P. Furr, M.D., **Vice Chair**
- Luis Gonzalez
- Robert D. Jenkins III
- Bill W. Lewis II
- Michael P. Windom

EVALUATION AND COMPENSATION COMMITTEE:

- Steven P. Furr, M.D.
- Luis Gonzalez
- Robert D. Jenkins III, **Chair**
- Bill W. Lewis II, **Vice Chair**
- Arlene Mitchell
- Lenus M. Perkins
- James H. Shumock

AUDIT COMMITTEE:

- Scott A. Charlton, M.D.
- Steven P. Furr, M.D.
- Meredith Mitchell Hamilton
- Bill W. Lewis II, **Vice Chair**
- Lenus M. Perkins
- Steven H. Stokes, M.D., **Chair**

HEALTH AFFAIRS COMMITTEE:

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

BUDGET AND FINANCE COMMITTEE:

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

LONG-RANGE PLANNING COMMITTEE:

- Scott A. Charlton, M.D.
- William Ronald Graham, **Chair**
- Meredith Mitchell Hamilton
- Robert D. Jenkins III
- Bill W. Lewis II
- James A. Yance, **Vice Chair**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



**MEETING AGENDA
AND MINUTES**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES MEETINGS**

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

**DECEMBER 3, 2025
1:30 P.M.**

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- 1 Roll Call
- 2 Approve: Minutes
- 3 Report: KPMG Audit Reports, Year Ended September 30, 2025
- 4 Report: Office of Internal Audit
- 5 Approve: Revised *Internal Audit Charter for the University of South Alabama*

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- 6 Roll Call
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- 8 Report: Endowment and Investment Performance
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- 21 Roll Call
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LONG-RANGE PLANNING COMMITTEE MEETING – RON GRAHAM, CHAIR

- 36 Roll Call
- 37 Approve: Minutes
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COMMITTEE OF THE WHOLE MEETING – ALEXIS ATKINS, CHAIR

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- 40 Approve: Minutes
- 41 Recommendation to Approve: Commendation of Mr. G. Owen Bailey
- 42 Approve: Executive Session

**DECEMBER 4, 2025
10:30 A.M.**

BOARD OF TRUSTEES MEETING – ALEXIS ATKINS, CHAIR PRO TEMPORE

- 1 Roll Call
- 2 Approve: Minutes
- 3 Report: University President
- 4 Report: Faculty Senate President
- 5 Report: Student Government Association President
- 6 Approve: Consent Agenda Items:
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- 7 Report: Audit Committee
- 8 Report: Development, Endowment and Investments Committee
- 9 Report: Health Affairs Committee
- 10 Approve: USA Rural Healthcare Authority
- 11 Report: Academic Excellence and Student Success Committee
- 12 Report: Budget and Finance Committee
- 13 Report: Long-Range Planning Committee
- 14 Approve: Commendation of Mrs. Carol Statter and Mr. Jim Statter
- 15 Approve: Commendation of Mr. G. Owen Bailey



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Board of Trustees

DATE: November 24, 2025

TO: USA Board of Trustees

FROM: Ron Graham *Ron GRAHAM*
Secretary, Board of Trustees

SUBJECT: Meeting Minutes

Included herein are the unapproved minutes for the Board of Trustees and standing committee meetings held on September 4 and 5, 2025. Please review these documents for amendment or approval at the meetings on December 3 and 4, 2025.

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

**September 5, 2025
10:30 a.m.**

A meeting of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Ms. Alexis Atkins, Chair *pro tempore*, on Friday, September 5, 2025, at 10:31 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, Steve Furr, Meredith Hamilton, Ron Graham, Bill Lewis, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present and Luis Gonzalez and Ron Jenkins participated remotely.

Member Absent: Kay Ivey.

Administration & Guests: Olivia Andrews, Jim Berscheidt, Joél Billingsley, Jo Bonner, Barbara and Leonard Bush, Nicholas Cooper, KC Crusoe, Joel Erdmann, Monica Ezell, Natalie Fox, Sharon Fruh, Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, James Lawrence (BSU), Nick Lawkis, John Marymont, Abe Mitchell, Mike Mitchell, Allen Parrish, Kristen Roberts, Anderson Shof, Luke Sparkman, Sandra Stenson and Donna Streeter (Faculty Senate), Margaret Sullivan, Peter Susman, Laura Vrana and Christina Wassenaar (Faculty Senate) and Melissa Whitsett.

Upon calling the meeting to order and following the attendance roll call, **Item 1**, Chair Atkins welcomed Trustees and guests, congratulated Justice Lewis on his nomination by President Trump to serve as a U.S. District Court judge for Alabama and recognized Trustees with September birthdays. She called for consideration of a revised agenda, **Item 1.A**, noting the addition of a report from the Evaluation and Compensation Committee. On motion by Ms. Hamilton, seconded by Mr. Shumock, the Board voted unanimously to adopt the revised agenda. Chair Atkins called for consideration of the minutes for a Board of Trustees meeting held on June 6, 2025, **Item 2**. On motion by Mr. Graham, seconded by Dr. Charlton, the Board voted unanimously to adopt the minutes.

Chair Atkins called for consideration of **Item 3** following. On motion by Mr. Graham, seconded by Capt. Jenkins, the Board voted unanimously to approve the resolution:

**RESOLUTION
BOARD OF TRUSTEES EXECUTIVE COMMITTEE**

WHEREAS, the *Bylaws of the Board of Trustees of the University of South Alabama* provides for the appointment by the Chair *pro tempore* of an Executive Committee, subject to the approval of the Board, for terms concurrent with the term of the Chair *pro tempore*, who shall serve as Chair of the Executive Committee, and

WHEREAS, the Trustees named herein have been appointed to serve on the Executive Committee for three-year terms that are concurrent with the term of the current Chair pro tempore:

- Mrs. Katherine Alexis Atkins
- Mr. Lenus Perkins
- Mr. William Ronald Graham
- Mrs. Chandra Brown Stewart
- Mrs. Arlene Mitchell
- Mr. James H. Shumock
- Hon. Michael P. Windom,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the Executive Committee as presented.

Chair Atkins called on President Bonner to deliver the President's Report, **Item 4**. President Bonner recognized Mr. James Lawrence III, Black Student Union ("BSU") President; Mr. Abe Mitchell, Honorary Trustee; and Mr. Luke Sparkman, Mr. Anderson Shof and Ms. Olivia Andrews, Southerner ambassadors; as well as Chair Atkins on the occasion of her inaugural meeting as Chair *pro tempore*.

President Bonner highlighted University accomplishments over the 2024-2025 academic year, as well as continuing and emerging initiatives, many as chronicled in the *Building Momentum President's Report*. Among the topics he touched on were growth in enrollment and retention rates; Goldwater Scholarships awarded to three students; the expansion of campus housing made possible with the purchase of the Traditions apartment complex; plans for a strategic initiative to advance research and a path for attaining the R1 Carnegie Classification of Institutions of Higher Education; the men's basketball program's Sun Belt Conference title; the football team's second consecutive bowl win, as well as its defeat of *Battle for the Belt* rival Troy University; record fundraising; the *Alumni and Friends* nationwide outreach program; the 100,000th graduate milestone celebrated during 2024 Fall Commencement; USA Health's delivery of innovative academic healthcare, log of more than 500,000 clinical visits, and the opening of the *Kelly Butler ALS Center*. President Bonner credited the people of USA for the University's progress. He also introduced a video featuring one of two new trolleys recently added to the JagTran fleet.

President Bonner turned to Provost Kent, who also attributed the University's successes to the contributions of the campus community, inclusive of the marked gains in enrollment and retention rates achieved for the 2025 fall semester. She reported an overall enrollment of 14,285 students; a record freshman class comprised of 2,137 new first-year students; and a 3.75 average GPA among incoming freshmen to tie the record. She discussed enrollment increases by academic unit and reported on record retention rates among third- and fourth-year returning students, as well as on the record number of students living on campus. She said the strategies for attracting and retaining students would continue and that graduate and military student enrollment were focus points, as well. She advised that, in recognition of the faculty and staff for their hard work, the budget proposal for 2025-2026 included a three-percent, across-the-board raise and a three-percent salary

supplement for eligible employees from the general University sector, as well as a four-percent rate increase for part-time instructors. President Bonner thanked Provost Kent and the many others whose collective efforts made a positive impact upon enrollment.

Provost Kent and Chair Atkins joined President Bonner for the introduction of Mr. Nicholas Cooper, USA freshman and *Board of Trustees Scholar* for 2025-2026. President Bonner discussed Mr. Cooper's academic accomplishments which qualified him for the scholarship, as well as his collegial and career plans. Mr. Cooper was presented a plaque commemorating the award to a round of applause.

President Bonner recognized alumna Dr. Natalie Fox for her recent appointment as interim Chief Executive Officer of USA Health and discussed her service history at the University and in the community, which he noted had earned her accolades. Dr. Fox made brief remarks, conveying that the opportunity to fill this leadership role was an honor.

President Bonner introduced Ms. Melissa Whitsett, Secretary V with the College of Nursing's ("CON") Office of Research, Evaluation and Development, advising of her selection as *Employee of the Quarter*. He asked Dr. Sharon Fruh, CON Professor/Associate Dean for Research, Development and Evaluation Administration, to join them and read an excerpt from her nomination of Ms. Whitsett. Ms. Whitsett received a certificate commemorating the award and a round of applause.

Chair Atkins called for a report from the President of the Faculty Senate (the "Senate"), **Item 5**. Dr. Christina Wassenaar, 2025-2026 Senate President, recognized the Senate officers in attendance and discussed the Senate's focus on faculty wellbeing and expectations for the future of faculty. She touched on the formation of a faculty success committee, revision of the Senate's bylaws and governance structure and collaborations with the Leadership to assess faculty resources as related to master plan development and to further faculty and staff appreciation as highlighted with the August 30 USA vs. Morgan State football game. She encouraged visits to classrooms and getting to know faculty, and thanked the Board and Leadership for their efforts and addressing faculty salaries.

Chair Atkins called for a report from the Student Government Association ("SGA") President, **Item 6**. Mr. KC Crusoe, 2025-2026 SGA President, reviewed his academic and SGA background and his platform of building community and informing positive change on campus. He talked about the cabinet positions of Director of Community Engagement and Director of Campus Advocacy and the initiative of advancing student outreach and support. He also advised of the launch of a safety and wellness campaign to educate students about key resources, a project he noted was inspired by the SGA cabinet's participation in a summer student government conference. In closing, he shared that the routine meeting schedule would commence following a weekend retreat.

Chair Atkins called for consideration of the consent agenda resolutions following, **Item 7**, all of which were unanimously recommended for Board approval by the respective committees that met

on September 4, 2025. (To view additional documents authorized, refer to Appendix A.) On motion by Mr. Shumock, seconded by Mr. Graham, the Board voted unanimously to approve the resolutions:

**RESOLUTION
USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS
FOR MAY, JUNE AND JULY 2025**

WHEREAS, the USA Health Hospitals medical staff appointments and reappointments for May, June and July 2025 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
DEPARTMENT OF UROLOGY WAIVER REQUEST**

WHEREAS, the Department of Urology is dedicated to delivering patient-centered urologic care to the men, women and children along the Gulf Coast and it is vital to have a physician with expertise in endourology, and

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

WHEREAS, Kumar Chanamolu, MD, is an outstanding candidate who would be a valuable addition to the Department of Urology and is a foreign medical graduate who is certified by the Educational Commission for Foreign Medical Graduates and has completed an accredited urology fellowship through the Accreditation Council for Graduate Medical Education, and

WHEREAS, Dr. Chanamolu does not meet the eligibility criteria to join the medical staff because he is not eligible for the American Board of Urology's alternative pathway for board certification, which requires maintaining a faculty appointment for seven years, and

WHEREAS, the Medical Executive committees and Credentialing Board of USA Health Hospitals recommend approval of the board certification waiver request for Dr. Chanamolu,

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

**RESOLUTION
DEPARTMENT OF UROLOGY WAIVER REQUEST**

WHEREAS, the Department of Urology is dedicated to delivering patient-centered urologic care to the men, women and children along the Gulf Coast and it is vital to have a physician with expertise in urologic oncology, and

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

WHEREAS, Tarek Ajami Fardoun, MD, is an outstanding candidate who would be a valuable addition to the Department of Urology, and he is a foreign medical graduate who is certified by the Educational Commission for Foreign Medical Graduates and has completed an accredited urology fellowship through the Accreditation Council for Graduate Medical Education, and

WHEREAS, Dr. Fardoun does not meet the eligibility criteria to join the medical staff because he is not eligible for the American Board of Urology's alternative pathway for board certification, which requires maintaining a faculty appointment for seven years, and

WHEREAS, the Medical Executive committees and Credentialing Board of USA Health Hospitals recommend approval of the board certification waiver request for Dr. Fardoun,

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

**RESOLUTION
DEPARTMENT OF INTERNAL MEDICINE WAIVER REQUEST**

WHEREAS, Amber Bokhari, MD, is a foreign medical graduate who is certified by the Educational Commission for Foreign Medical Graduates and has completed two accredited fellowships in Infectious Diseases through the Accreditation Council for Graduate Medical Education, and, now that she has become eligible to pursue board certification in Internal Medicine, she intends to complete this requirement before pursuing board certification in Infectious Diseases, and

WHEREAS, Dr. Bokhari was hired in the Department of Internal Medicine in 2020 under an alternative pathway to board certification available to foreign medical graduates and she became eligible for American Board of Internal Medicine certification in 2023, yet she did not pass the exam on her first attempt, and, as a result, Dr. Bokhari will not meet the eligibility threshold criteria for reappointment in the fall of 2025 unless a waiver is granted, and

WHEREAS, a waiver request with an extension allowing Dr. Bokhari until December 2026 to obtain her Internal Medicine board certification is recommended by the Children's & Women's Hospital and University Hospital Medical Executive committees and the Credentialing Board of USA Health Hospitals,

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

**RESOLUTION
USA HEALTH COMMUNITY HEALTH NEEDS ASSESSMENT AND IMPLEMENTATION STRATEGIES**

WHEREAS, the Patient Protection and Affordable Care Act requires that not-for-profit hospitals conduct community health needs assessments, and

WHEREAS, USA Health has conducted the aforementioned assessment for 2025, and

WHEREAS, the Patient Protection and Affordable Care Act further requires that health system governing bodies adopt those implementation strategies developed by the health system to meet the community needs identified through such assessment,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the community health needs assessment conducted by USA Health and adopts the implementation strategies developed by USA Health as a result, both of which are attached hereto and incorporated herein.

Chair Atkins called for a report from the Audit Committee, **Item 8**. Dr. Stokes, Committee Chair, advised of a Committee meeting held on September 4, 2025, and he provided an overview on the business that occurred.

Chair Atkins called for a report from the Development, Endowment and Investments Committee, **Item 9**. Judge Windom, Committee Chair, noted that a Committee meeting took place on September 4, 2025, and presented a summary on the proceedings.

Chair Atkins called for a report from the Health Affairs Committee, **Item 10**. Mr. Shumock, Committee Chair, stated that a Committee meeting was held on September 4, 2025, and gave a recap of the work accomplished. He added that the Committee voted unanimously to recommend Board approval of **Item 10.A** following and made a motion for its approval. Dr. Stokes seconded and the Board voted unanimously to approve the resolution:

**RESOLUTION
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE UNIVERSITY OF SOUTH ALABAMA HEALTH CARE AUTHORITY
AND APPOINTMENT OF DIRECTOR**

WHEREAS, the University of South Alabama Health Care Authority ("Authority") was formed on May 2, 2017, pursuant to the provisions of the University Authority Act of 2016, Alabama Code §16-17A-1, *et seq.*, and the filing of the Articles of Incorporation dated May 2, 2017, with the Office of the Alabama Secretary of State ("Articles"), and

WHEREAS, any amendment to the Articles of the Authority requires the approval of the Board of Trustees of the University of South Alabama, and

WHEREAS, at its September 2, 2025, meeting, the Board of Directors of the Authority approved the amendment of the Articles (subject to the approval of the Board of Trustees) to (1) clarify that all decisions of the Board of Directors of the Authority will be subject to the approval of the President of the University of South Alabama, and (2) to update the titles of the ex officio board members serving on the Board of Directors of the Authority, and

WHEREAS, also at its September 2, 2025, meeting, the Board of Directors of the Authority recommended to the Board of Trustees of the University the appointment of James A. Yancey to fill a vacancy on the Board of Directors of the Authority,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby authorizes the adoption of the Amended and Restated Articles of Incorporation of the Authority as shown in Exhibit A attached hereto, and

RESOLVED FURTHER, the Board of Trustees of the University of South Alabama hereby appoints James A. Yance to the Board of Directors of the Authority, and

RESOLVED FURTHER, that Dr. Andi Kent, Executive Vice President and Provost for the University of South Alabama and Secretary of the Authority, and Jo Bonner, President of the University of South Alabama and the Authority, are hereby authorized (1) to execute the Articles, as amended, (2) to file the Articles with the Office of the Alabama Secretary of State, (3) and to take any other action necessary or desirable to consummate the amendments contemplated herein.

Chair Atkins called for a report from the Academic Excellence and Student Success Committee, **Item 11**. Ms. Brown Stewart, Committee Chair, said that the Committee met on September 4, 2025, and reviewed the matters addressed.

Chair Atkins called for a report from the Budget and Finance Committee, **Item 12**. Mr. Perkins, Committee Chair, presented a summation on the action and reports that took place at a Committee meeting held on September 4, 2025. He advised that the Committee voted unanimously to recommend Board approval of **Item 13** following. On motion by Ms. Hamilton, seconded by Dr. Charlton, the Board voted unanimously to approve the resolution:

**RESOLUTION
UNIVERSITY OF SOUTH ALABAMA FISCAL YEAR 2026 BUDGET**

BE IT RESOLVED, the University of South Alabama Board of Trustees approves the University of South Alabama Fiscal Year 2026 Budget, and

BE IT FURTHER RESOLVED, that the University of South Alabama Board of Trustees approves the University of South Alabama Fiscal Year 2026 Budget as a continuation for Fiscal Year 2027 in order to be in compliance with the bond trust indenture requirements if the budget process cannot be completed prior to beginning Fiscal Year 2027.

Chair Atkins called for a report from the Long-Range Planning Committee, **Item 14**. Mr. Graham, Committee Chair, stated that a Committee meeting was held on September 4, 2025, and he briefed the Board on the proceedings.

Chair Atkins called for a report from the Evaluation and Compensation Committee, **Item 14.A**. Capt. Jenkins, Committee Chair, stated that the Committee had conferred and reached consensus on the evaluation of President Bonner's job performance over the preceding year and on certain adjustments that should be considered related to his employment contract. He thanked the members of the Committee and Mr. Susman for their collaboration. Chair Atkins called for consideration of **Item 14.B** following. On motion by Justice Lewis, seconded by Mr. Yance, the Board voted unanimously to approve the resolution:

**RESOLUTION
PRESIDENT'S EMPLOYMENT CONTRACT**

WHEREAS, the Evaluation and Compensation Committee of the Board of Trustees of the University of South Alabama (the "Committee") is charged with conducting periodic

performance reviews of the President and recommending to the Board the appropriate compensation package for the President, and

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

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

WHEREAS, terms are being discussed with Mr. Bonner,

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

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

Chair Atkins, Dr. Furr and President Bonner gathered for the presentation of **Item 15** following, and President Bonner invited Mrs. Barbara Bush and Mr. Leonard Bush to join them. Dr. Furr read the resolution and made a motion for its approval. Dr. Stokes seconded and the Board voted unanimously to approve the resolution. Mr. and Mrs. Bush received a commemorative resolution, and she conveyed heartfelt appreciation for the Board's recognition and talked about the inspiration for their gift to the University:

**RESOLUTION
COMMENDATION OF MRS. BARBARA BUSH AND MR. LEONARD BUSH**

WHEREAS, the University of South Alabama (the "University") is the Flagship of the Gulf Coast and is committed to its mission of making a difference in the lives of those it serves through promoting discovery, health, and learning, and

WHEREAS, the mission of the College of Nursing (the "College") is to provide quality, innovative educational programs to a diverse student body, to participate in research and scholarly activities, and to provide service to the University, the profession, and the public, and the College accomplishes this by providing a caring, engaging environment for the empowerment of student learning potential, the professional development of faculty, and the promotion of the nursing profession, and

WHEREAS, Mrs. Barbara Bush and her husband, Mr. Leonard Bush, had impactful careers in healthcare prior to retiring, with Mrs. Bush working in nurse leadership positions within hospital systems, and Mr. Bush making his impact through cytotechnology, and, together, they have demonstrated a deep commitment to supporting the future of healthcare and healthcare professionals, and

WHEREAS, Mrs. Bush credits the University of South Alabama's College of Nursing and its faculty as the foundation of her professional success, and, with this in mind, the Bush family has made a legacy gift of \$1 million to the University of South Alabama to show their appreciation for the College of Nursing and to establish two endowed scholarships of \$500,000 each, which will support nursing students who are pursuing a master's degree and a bachelor's degree,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby recognizes and commends Mrs. Barbara Bush and Mr. Leonard Bush for their extraordinary generosity and commitment and joins the University President, faculty, staff, students and alumni in extending sincere gratitude to the Bush family for their transformative gift to the University.

Ms. Mitchell, Provost Kent and Ms. Sullivan joined Chair Atkins and President Bonner for the unveiling of Ms. Mitchell's portrait for the Board Room, **Item 16**. President Bonner shared words of tribute honoring Ms. Mitchell, the twelfth person in the University's 62-year history to serve as Chair *pro tempore*, attesting to the many examples of her goodness, thoughtfulness, vision and passion that illustrated her life of service and strong work ethic. Upon the unveiling of the portrait, a standing round of applause ensued.

There being no further business, the meeting was adjourned at 11:54 a.m.

Attest to:

Respectfully submitted:

William Ronald Graham, Secretary

Katherine Alexis Atkins, Chair *pro tempore*

APPENDIX A



UNIVERSITY OF SOUTH ALABAMA

**DISCLOSURE OF INFORMATION ON PURCHASE OF REAL PROPERTY
PURSUANT TO ALABAMA ACT 2014-133**

PROPERTY ADDRESS:

5711 Pillichody Drive
Mobile, AL 36608

Parcel Number: 28-04-17-1-000-028
Key Number: 489411

APPRAISAL INFORMATION:

Appraisal Date: July 22, 2025
Appraiser: Homer L. Baldwin, Assured Appraisal Company
Appraised Value: \$63,000.00

CONTRACTS RELATED TO THE PURCHASE:

Attached as Exhibit "A"

PURCHASE TERMS:

Cash Purchase

SOURCES OF FUNDS USED IN THE PURCHASE:

Unrestricted Funds

REAL ESTATE PURCHASE CONTRACT

The **University of South Alabama** (“Buyer”), a public body corporate of the State of Alabama, whose principal address is 307 University Boulevard North, AD-170, Mobile, AL 36688 ("Buyer's Address"), hereby agrees to buy and **Katie R. Lofton** ("Seller"), whose principal address is 1958 Lebaron Drive West, Mobile, AL 36618 ("Seller’s Address"), hereby agrees to sell for the consideration and upon the terms hereinafter set forth (the “Contract”), the real estate commonly known as:

5711 Pillichody Drive, Mobile, Alabama 36608
Parcel: R02 28 04 17 1 000 028.XXX (Key#: 489411)

Lot 24, Block 22 of Hillsdale Heights Subdivision according to plat thereof recorded in Map Book 10, Page 183, of the records in the office of the Judge of Probate, Mobile County, Alabama

TOGETHER WITH all rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining (the “Property”).

ARTICLE I - Purchase Price and Condition of Property

1.1 The purchase price for the Property shall be ***SEVENTY-EIGHT THOUSAND FIVE HUNDRED AND NO/100 DOLLARS (\$78,500.00)*** (the "Purchase Price") and shall be payable on the day of Closing (“Closing Date”) by cash, cashier's check, certified check or wire transfer. Seller shall pay the cost of acquiring a current title insurance policy for the benefit of Buyer, and the cost of document preparation, including a general warranty deed. Buyer agrees to pay other closing and settlement costs but shall not be responsible for Seller’s attorney’s fees, if any. Property taxes shall be prorated as of the Closing Date.

1.2 Seller agrees that the proceeds of this sale shall be used to satisfy any and all outstanding mortgages and/or liens that exist on the Property at the Closing of this transaction (the “Closing”) before any remaining proceeds from the sale are given to Seller.

ARTICLE II- Closing

2.1 Unless otherwise extended by the provisions of the Contract or by agreement in writing by the parties, the Closing shall be held ~~within ninety (90) days~~ of the signing of this Contract.

2.2 The Closing shall be held at the office of Guarantee Title Company, LLC located at 4300 Downtowner Blvd., Mobile, Alabama, 36609.



ARTICLE III - Possession

3.1 Possession shall be delivered to Buyer at Closing. Seller and Buyer acknowledge and agree that until the Closing Date, Seller shall have possession of the Property and shall continue to pay any and all expenses incurred by Seller, such as yard maintenance, and Seller agrees to indemnify and hold Buyer harmless from any and all costs associated with same. Seller shall be responsible for insuring the property during the period of Seller's possession. Buyer shall bear no responsibility for risk of loss prior to the time that Seller vacates the property.

ARTICLE IV - Deed and Other Documents

4.1 Seller shall convey the Property to Buyer by recordable General Warranty Deed (the "Deed"), conveying good and marketable title of record to the Property, in fee simple, free and clear of all liens and encumbrances except for the lien of real property taxes not yet due and payable, any existing easements of record, and other exceptions approved in writing by Buyer.

4.2 Seller shall execute and deliver with the Deed such other documents as may be required by any governmental entity or by the title insurance company as a condition to the issuance of its policy of title insurance in accordance with Article VI, including, but not limited to:

- (a) The standard affidavit required by the title insurance company for the removal of the standard preprinted exceptions from the title insurance policy; and
- (b) A Certificate of Non-Foreign Status or other evidence satisfactory to Buyer and the title insurance company confirming that Buyer is not required to withhold or pay to the Internal Revenue Service any part of the "amount realized" as such term is defined in the Internal Revenue Code of 1986, as amended, and the regulations promulgated pursuant thereto.

ARTICLE V - Title Insurance

5.1 Buyer shall order a title insurance commitment or preliminary title report issued by Guarantee Title Company (referred to as "Title Insurance Company") in which the Title Insurance Company commits that upon delivery and recordation of the Deed and other documents provided for in this Contract, it will issue, at its usual rate, a standard form ALTA owner's commitment with extended coverage or comparable form, insuring access to the Property and such other endorsements as Buyer may request (the "Policy"), insuring Buyer in the total amount of the Purchase Price, fee simple title to the Premises subject only to (a) the lien for real estate taxes not yet due and payable; (b) exceptions approved in writing by Buyer; and/or (c) such liens as are to be released and discharged at the Closing. Seller agrees to provide

to Buyer and the Title Insurance Company all title information in Seller's possession relating to the Property together with a copy of the most recent tax bills relating to the Property.

5.2 Without limiting the foregoing or being limited thereby, the standard exceptions for parties in possession, mechanics' and materialmen's liens and matters which would be disclosed by an accurate survey shall be eliminated from said Policy.

5.3 Seller shall bear all costs and expenses incurred in connection with the issuance of said title commitment, Policy and any endorsements thereto which are required to conform the Policy to the terms and conditions of this Contract.

5.4 If the title commitment or report shows any exceptions to title other than those referred to in Article 5.1 above, Buyer shall notify Seller in writing of the defects in title within ten (10) days after receipt of the title commitment (with copies of all documents referred to therein). Seller shall then have ten (10) days after receipt of such notice in which to cure such defects and furnish to Buyer satisfactory proof that such defects have been cured. Seller agrees to use its best efforts to cure such defects. If Seller fails or is unable to cure such title defects within such ten (10) day period or to obtain title insurance which will give affirmative coverage to Buyer against loss as a result of such title defects, Buyer shall have the option, to be exercised in its sole discretion, to (i) proceed with Closing of this transaction subject to such title defects, or (ii) terminate this Contract.

ARTICLE VI - Taxes and Assessments

6.1 Seller shall pay or credit against the Purchase Price all unpaid real estate taxes, including penalties and interest, for all tax years preceding the Closing Date, and shall credit a portion of such taxes for the tax year in which the Closing is held, prorated through the Closing Date. The proration of such taxes shall be based on a 365-day year and on the most recently available rate and valuation and the amount so computed and adjusted shall be final.

6.2 Seller shall pay any special assessments which (a) are a lien on the Property on the Closing Date, whether such assessments are past due, then due or thereafter to become due or (b) are not a lien but are then known and will be payable in whole or in part after the Closing Date.

ARTICLE VII - Utility Charges

7.1 Seller shall pay or credit on the Purchase Price all unpaid utility charges and all charges for services of any type furnished to the Property by all governmental agencies, public utilities and/or private

utilities through the Closing Date.

ARTICLE VIII - Risk of Loss

8.1 The risk of loss, damage or destruction to the Property and any improvements thereon through condemnation, fire or otherwise shall be borne by Seller until the Closing.

ARTICLE IX - Conditions to Closing

9.1 Buyer's obligation to close this transaction is subject to the following conditions and covenants:

(a) Easements. Buyer may obtain at or prior to Closing all other easements or licenses deemed necessary by Buyer upon terms and conditions acceptable to Buyer. Seller agrees to reasonably cooperate with Buyer in obtaining any such easements or licenses.

(b) Survey. Buyer may obtain, at Buyer's sole cost, a certified ALTA survey, being a legal description, made by a licensed surveyor, showing the area, dimensions and location of the Property to the nearest monuments, streets, alleys or property, the location of all improvements, utilities and encroachments, and the location of all proposed and recorded easements against or appurtenant to the Property. If a survey is obtained and discloses any condition rendering the Property unusable, in Buyer's sole judgment, for the intended purpose of Buyer, Buyer may terminate this Contract with no penalty.

(c) Title Insurance. Buyer shall have obtained from Seller a satisfactory title insurance commitment or preliminary title report in accordance with Article V above.

(d) Seller's Performance. Seller shall have performed all terms, covenants and obligations required of Seller hereunder.

(e) Environmental Audit and Testing. Buyer, at Buyer's expense, may obtain a current satisfactory Phase I or Phase II Environmental Audit of the Property and any other environmental testing which Buyer deems reasonably necessary to evaluate potential environmental risks. If such audit or tests reveal the existence of any toxic or hazardous waste, material or substance on, under or surrounding the Property, Buyer may terminate this Contract with no further liability to Seller.

(f) Satisfaction of all existing mortgages and/or liens.

(g) Termination of any and all leases on the property and removal of all contents held within any structures remaining.

ARTICLE X - Notices

10.1 Unless otherwise provided herein, all notices shall be in writing and shall be deemed effective upon the earlier of either (a) personal delivery (b) facsimile or (c) deposit in the U.S. Mail, marked Certified or Registered, return receipt requested, with postage prepaid to Seller at 1958 Lebaron Drive West, Mobile, AL 36618, and to Buyer at 775 N. University Blvd., Suite 150, Mobile, AL 36608.

ARTICLE XI - Representations and Warranties

11.1 Seller represents, warrants and covenants to Buyer as to the following matters, and shall be deemed to remake all of the following representations, warranties and covenants as of the Closing Date.

(a) All covenants, conditions, restrictions, easements and similar matters affecting the Property have been complied with.

(b) There is no pending or threatened litigation, arbitration, administrative action or examination, claim, or demand whatsoever relating to the Property or the furnishings and equipment contained in the premises and sold as part of this Contract. No attachments, execution proceedings, liens, assignments or insolvency proceedings are pending, threatened or contemplated against Seller, the Property or the furnishings and equipment contained in the premises and sold as part of this Contract. Seller is not contemplating the institution of insolvency proceedings.

(c) Seller has no knowledge of any pending or contemplated eminent domain, condemnation, or other governmental or quasi-governmental taking of any part or all of the Property.

(d) Seller has not been notified of any possible future improvements by any public authority, any part of the cost of which might be assessed against any part of the Property.

(e) To the best of Seller's knowledge, Seller: (i) has not used the Property for the storage, treatment, generation, production or disposal of any toxic or hazardous waste, material or substance nor does Seller have knowledge of such use by others; (ii) has not caused or permitted and has no knowledge of the release of any toxic or hazardous waste, material or substance on or off site of the Property; (iii) has not received any

notice from any governmental authority or other agency concerning the removal of any toxic or hazardous waste, material or substance from the Property; and (iv) has disclosed to Buyer the location of all underground storage tanks on the Property (if any).

(f) No event has occurred with respect to the Property which would constitute a violation of any applicable environmental law, ordinance or regulation.

(g) The execution and delivery of this Contract has been duly authorized and validly executed and delivered by Seller, and will not (i) constitute or result in the breach of or default under any oral or written agreement to which Seller is a party or which affects the Property; (ii) constitute or result in a violation of any order, decree or injunction with respect to which either Seller and/or the Property is/are bound; (iii) cause or entitle any party to have a right to accelerate or declare a default under any oral or written agreement to which Seller is a party or which affects the Property; and/or (iv) violate any provision of any municipal, state or federal law, statutory or otherwise, to which either Seller or the Property may be subject.

11.2 As an inducement to Seller to enter into this Contract, Buyer represents that Buyer has the right, power and authority to purchase the Property in accordance with the terms and conditions of this Contract and that Buyer has validly executed and delivered this Contract.

11.3 Except as is expressly provided in this Contract, Buyer acknowledges that neither Seller nor any agent, attorney, employee or representative of Seller has made any representations as to the physical nature or condition of the Property.

ARTICLE XII – Termination, Default, and Remedies.

12.1 If Buyer fails or refuses to consummate the purchase of the Property pursuant to this Contract at the Closing or fails to perform any of Buyer's other obligations hereunder either prior to or at the Closing for any reason other than termination of this Contract by Buyer pursuant to a right so to terminate expressly set forth in this Contract or Seller's failure to perform Seller's obligations under this Contract, then the Seller, as Seller's sole and exclusive remedy, shall have the right to terminate this Contract by giving written notice thereof to Buyer prior to or at the Closing, whereupon neither party hereto shall have any further rights or obligations hereunder.

12.2 If Seller fails or refuses to consummate the sale of the Property pursuant to this Contract at the Closing or fails to perform any of Seller's other obligations hereunder either prior to or at the

Closing for any reason other than the termination of this Contract by Seller pursuant to a right so to terminate expressly set forth in this Contract, or Buyer's failure to perform Buyer's obligations under this Contract, then Buyer, as Buyer's sole and exclusive remedy, shall have the right to terminate this Contract by giving written notice thereof to Seller prior to or at the Closing, whereupon neither party hereto shall have any further rights or obligations hereunder.

ARTICLE XIII - Miscellaneous

13.1 This Contract shall inure to the benefit of and bind the parties hereto, their respective heirs, executors, administrators, personal and/or legal representatives, successors and assigns.

13.2 This Contract constitutes the entire agreement between the parties and there are no representations, oral or written, relating to the Property or to this transaction which have not been incorporated herein. Any agreement hereafter made shall be ineffective to change, modify or discharge this Contract in whole or in part unless such agreement is in writing and signed by the party against whom enforcement of any change, modification or discharge is sought.

13.3 The headings of the Articles hereof have been inserted for convenience only and shall in no way modify or restrict any provisions hereof or be used to construe any such provisions.

13.4 If two or more persons constitute the Seller, the word "Seller" shall be construed as if it reads "Sellers" throughout this Contract.

13.5 This Contract shall be construed, interpreted and enforced in accordance with the laws of the State of Alabama. The parties agree and acknowledge that the only forum for any claim against Buyer pursuant to this Agreement is the Alabama State Board of Adjustment.

13.6 This Contract may be executed in multiple counterparts, each of which shall be considered to be an original document.

1.7 The Effective Date shall be the date of the last execution hereof.

13.8 Time is of the essence hereof.

13.9 Any condition or right of termination, cancellation or rescission granted by this Contract to Seller or Buyer may be waived by such party provided such waiver is in writing.



13.10 If the time period or date by which any right, option or election provided under this Contract must be exercised, or by which any act required hereunder must be performed, or by which the Closing must be held, expires or occurs on a Saturday, Sunday, or legal or bank holiday, then such time period or date shall be automatically extended through the close of business on the next regularly scheduled business day.

13.11 If any provision of this Contract, or the application thereof to any person, place, or circumstance, shall be held by a court of competent jurisdiction to be invalid, unenforceable, or void, the remainder of this Contract and such provisions as applied to other persons, places, and circumstances shall remain in full force and effect.

ARTICLE XIV - Acceptance

14.1 In the event this Contract is not signed simultaneously by both parties, it shall be considered to be an offer made by the party first executing it. In such event this offer shall expire at 12:00pm NOON, Friday, September 19, 2025 Central Daylight Time following the offer unless one copy of this Contract, executed by the party to whom this offer had been made, shall have been mailed (in accordance with Article X hereof) or personally delivered to the party making the offer.

ARTICLE XV – Broker Agency Disclosure: 34-27-8-(c)

The selling company is:	The listing company is:
USA Properties	USA Properties
<u>TWO BLOCKS MAY BE CHECKED</u>	<u>TWO BLOCKS MAY BE CHECKED</u>
<input type="checkbox"/> and is an Agent of the Seller <input checked="" type="checkbox"/> and is an Agent of the Buyer <input type="checkbox"/> and is an Agent of both Seller and Buyer acting as a limited <input type="checkbox"/> and is assisting the <input type="checkbox"/> Buyer <input checked="" type="checkbox"/> Seller as a transaction broker.	<input type="checkbox"/> and is an Agent of the Seller <input checked="" type="checkbox"/> and is an Agent of the Buyer <input type="checkbox"/> and is an Agent of both Seller and Buyer acting as a limited <input checked="" type="checkbox"/> and is assisting the <input type="checkbox"/> Buyer <input checked="" type="checkbox"/> Seller as a transaction broker.
Buyer(s) initials: <u>TC</u>	Seller(s) initials:  _____ <div style="text-align: center; font-size: small;">  </div>

ARTICLE XVI – Broker Commissions


16.1 Both Buyer and Seller agree and understand that USA Properties is acting as an agent of the Buyer in this transaction and is solely assisting Seller as a transaction broker. Seller understands that Seller is under no obligation to pay a commission to USA Properties with respect to this transaction.

Signed by Buyer this 17th day of
September, 2025.

Signed by Seller(s) this _____ day of
_____, 2025.

BUYER:
UNIVERSITY OF SOUTH ALABAMA

SELLER:
KATIE R. LOFTON

By: 
Trae Catrett
Contract Officer

By: 
Katie R. Lofton

dotloop verified 09/17/25 5:23 PM CDT 65-L1UC-RA-R35
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**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



AUDIT COMMITTEE

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Audit Committee

September 4, 2025

1:30 p.m.

A meeting of the Audit Committee of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Dr. Steve Stokes, Chair, on Thursday, September 4, 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: Scott Charlton, Steve Furr, Meredith Hamilton, Lenus Perkins and Steve Stokes were present.

Member Absent: Bill Lewis.

Other Trustees: Alexis Atkins, Chandra Brown Stewart, Ron Graham, Ron Jenkins, Arlene Mitchell, Jimmy Shumock, Mike Windom and Jim Yance.

Administration & Guests: Jim Berscheidt, Joél Billingsley, Jo Bonner, Joel Erdmann, Monica Ezell, Natalie Fox, Melinda Gratwick (KPMG), Charlie Guest, Buck Kelley, Andi Kent, Spence Larche, Nick Lawkis, Sarah Beth Magette (Warren Averett), John Marymont, Mike Mitchell, Allen Parrish, Amanda Price (KPMG), Kristen Roberts, Margaret Sullivan, Peter Susman, Christina Wassenaar (Faculty Senate) and Ashley Willson (KPMG).

Following the attendance roll call, **Item 1**, Dr. Stokes called for consideration of the minutes for a meeting held on June 5, 2025, **Item 2**. On motion by Ms. Hamilton, seconded by Dr. Charlton, the Committee voted unanimously to adopt the minutes.

Dr. Stokes called on Ms. Roberts to introduce **Item 3**, a report from the KPMG auditors. Ms. Roberts recognized the KPMG team in attendance, turning to Ms. Ashley Willson, KPMG Lead Audit Partner, who, along with Ms. Melinda Gratwick, KPMG Lead Senior Manager supervising the uniform guidance audit, and Ms. Amanda Price, KPMG Lead Audit Manager directing the financial statements audit, presented an overview on the audit plan for fiscal year 2025 and delivered required communications.

Ms. Roberts discussed the independent audit of the USA Foundation consolidated financial statements and the Disproportionate Share Hospital Funds combined financial statements for the fiscal year ended June 30, 2025, **Item 4**. Among the highlights presented, she shared that approximately \$470 million in total assets was reported compared to that of approximately \$456 million reported for fiscal year 2024. She also noted that net assets totaling approximately \$469 million was reported, as was an increase in net assets of approximately \$14 million.

Ms. Roberts provided perspective on the Alabama Department of Examiners of Public Accounts compliance report for the period October 1, 2022, through September 30, 2024, **Item 5**. She stated that the review concluded in June and yielded one recommendation and a clean opinion.

Dr. Stokes called on Mr. Susman to address **Item 6**, 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 outlined the engagements completed and progressing for the general University and USA Health sectors to complete the audit plan for fiscal year 2025, as well as the engagements expected to start soon. She discussed an enterprise-wide risk assessment recently completed and said the results guided the development of the proposed audit plan for fiscal year 2026, **Item 7**. On motion by Dr. Charlton, seconded by Dr. Furr, the Committee voted unanimously to approve the audit plan for fiscal year 2026.

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

Respectfully submitted:

Steven H. Stokes, M.D., Chair



UNIVERSITY OF
SOUTH ALABAMA

FLAGSHIP OF THE GULF COAST.

FY25 Annual Report

**The University of South Alabama
Office of Internal Audit**

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- OIA Survey Results from FY25 Engagements 4**
- Global Internal Audit Standards Reporting Requirements & Annual Disclosures .. 5**

FISCAL YEAR 2025 ANNUAL REPORT

Executive Summary

The purpose of the Office of Internal Audit (OIA) is to strengthen the University of South Alabama's (USA) ability to create, protect, and sustain value by providing the Audit Committee of the Board of Trustees (Audit Committee) and management with independent, risk-based, and objective assurance, advice, insight, and foresight. The OIA helps USA accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes. The OIA department operates under the Global Internal Audit Standards (*Standards*) as governed by the Institute of Internal Auditors (IIA).

The Fiscal Year 2025 Office of Internal Audit Annual Report provides quantitative and qualitative data for benchmarking key departmental operational factors; a summary of engagements completed; and an update on the Quality Assessment and Improvement Process (QAIP), as well as other mandatory reporting.

FY25 Internal Audit Plan Details as of November 19, 2025

Entity	Engagement Name	Engagement Type	Status	Number of High-Risk Findings
Campus	Cybersecurity	Audit	In Progress	*
Campus	IT User Access	Audit	Reporting Stage	*
Campus	Third-Party IT Due Diligence	Audit	Report Issued	2
Campus	Enrollment Management – Admissions	Audit	Report Issued	0
Campus	Physical Security	Audit	Report Issued	3
Campus	IT Infrastructure & Security	Risk Assessment	Report Issued	0
Campus	Emerging Regulations	Risk Assessment	Report Issued	0
Campus	Grant Management – Pre-Award	Risk Assessment	Report Issued	0
Campus	NCAA Procedures	Agreed Upon Procedures	Report Issued	0
USA Health	IT User Access	Audit	Reporting Stage	*
USA Health	Third-Party IT Due Diligence	Audit	Reporting Stage	*
USA Health	Cost Management	Audit	Reporting Stage	*
USA Health	Physical Security	Audit	Report Issued	3
USA Health	No Surprises Act	Audit	Report Issued	0
USA Health	IT Infrastructure & Security	Risk Assessment	Reporting Stage	*
USA Health	Charge Capture	Risk Assessment	Report Issued	0

Number of Findings*

Type of Engagement	High	Moderate	Low
Audits	8	17	19
Risk Assessments	0	4	14

** Some FY25 engagements are still in progress as of the date of the Audit Committee meeting and therefore are not included in the totals above.*

OIA Survey Results from FY25 Engagements

Opportunities for Improvement

- Duration of engagement
- Communication

Areas of Success

- Engagements effectively identified key risks and control issues
- Minimal disruption of daily activities for departments involved
- Auditors demonstrated care and expertise
- Audits were performed without bias

Upon conclusion of each engagement, the OIA sent surveys to key participants. At least one survey was completed for each engagement, with 75% participation as of the date of this report. The OIA is committed to honoring the feedback received and has created and implemented action plans to address each potential opportunity for improvement.

Global Internal Audit Standards Reporting Requirements & Annual Disclosures

Organizational Independence

In accordance with the Standard 7.1 Organizational Independence:

The chief audit executive must confirm to the board the organizational independence of the internal audit function at least annually. This includes communicating incidents where independence may have been impaired and the actions or safeguards employed to address the impairment.

Signed independence declarations are on file for the USA OIA staff and outsourced OIA team members.

USA's OIA reports administratively to the Vice President of Administration and functionally to the Audit Committee of the Board of Trustees, as outlined in the Internal Audit Charter. While the Institute of Internal Auditors acknowledges that it is standard practice for the OIA Director (chief audit executive) to report administratively to the Chief Executive Officer or equivalent, reporting to another senior officer may achieve the same objective if appropriate safeguards are implemented.

Safeguards in place surrounding the administrative reporting function include, but are not limited to: direct access to the Audit Committee, regular reporting to the Audit Committee, annual independence assessments, external quality assurance reviews, engaging a third party as the Acting Director, and direct access to the President and Executive Vice President and Provost. These measures are designed to mitigate any potential impairment to independence and to uphold the highest standards of audit integrity.

No other potential impairments to independence or objectivity were identified in 2025.

Quality Assurance Improvement Program

In accordance with the Standard 8.3 Quality and Principle 12 Enhance Quality:

At least annually, the chief audit executive must communicate the results of the internal quality assessment to the board and senior management.

OIA is in compliance with Quality Assurance and Improvement Program (QAIP) requirements set forth in the *Standards*.

In accordance with the Standard 8.4 External Quality Assessment:

An external quality assessment must be performed at least once every five years by a qualified, independent assessor or assessment team.

The external quality assessment performed in 2024 identified 14 areas for improvement within the Office of Internal Audit.

As of today, based on an internal quality assessment, all of the engagement performance areas identified have been considered remediated and are now in conformance with the *Standards*.

Resource Adequacy

The internal audit department is adequately resourced with qualified personnel to effectively execute its responsibilities and support USA's risk management and governance objectives.

Office of Internal Audit Budget

The OIA fiscal budget was reviewed and approved by the Board of Trustees as part of USA's annual budget process during the September Board meeting.

Certifications Held

Six out of the eight staff members hold one or more professional certifications:

Geoffrey Bunting, OIA Supervisor	CIA
Meagan L. Wilson, Acting Manager (WA)	CPA, CIA
Justin Headley, Acting Senior Manager, IT (WA)	CPA, CISSP, CISA
Sarah Beth Magette, Acting Director (WA)	CPA, CIA, CFE
Paul Perry, Member, Quality Reviewer for USA OIA (WA)	CPA, CITP, CISM
Carol Phillips, Member, Quality Reviewer for USA OIA (WA)	CPA, CFE

Continuing Professional Education

All staff (internal and outsourced) met all continuing education requirements per the *Standards* and USA OIA policy for FY25.

Risk-Based Audit Plan

The OIA, in conjunction with BDO, a third-party accounting firm, performed an entity-wide risk assessment in the Summer of 2024 in order to create a risk-based internal audit plan for FY25. The results of the engagement and subsequent audit plan were previously communicated to the Audit Committee.

In the Fall of 2025, OIA conducted its annual entity-wide risk assessment. The risk assessment was completed using multiple tools including surveys of USA leadership and members of management, review of financial data, and analysis of industry specific top risks and historical data.

After completion, the risk assessment was reviewed in detail with members of management, and a summary was provided to the Audit Committee of the Board of Trustees. The risk assessment was utilized to form the Fiscal Year 2026 (FY26) audit plan. The risk-based internal audit plan for FY26 was formally approved by the Audit Committee of the Board of Trustees as part of USA's regular approval process during the September Board meeting.

OIA Manual

The OIA Manual has been updated to be in conformance with the new *Standards* that went into effect January 2025. The manual outlines the authority and scope of the OIA within USA and provides policies, procedures and guidance for the department.

Approval of the Internal Audit Charter

The Internal Audit Charter (the Charter) was updated with the new *Standards* and approved during the December 2024 Audit Committee meeting. The Charter was reviewed in 2025 by the Acting Director, Internal Audit, General Counsel, and Vice President of Administration and the only update deemed necessary was the update of the title of *Chief Administrative Office* to *Vice President of Administration*. The Charter is being presented for approval by the Audit Committee of the Board of Trustees during the December 2025 meeting.




UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Office of Internal Audit

TO: Jo Bonner, President
Andi M. Kent, Executive Vice President and Provost

FROM: Peter Susman, Vice President of Administration 

CC: Sarah Beth Magette, Acting Director, Internal Audit

DATE: November 20, 2025

SUBJECT: Resolution to Update Internal Audit Charter

Attached is a resolution for consideration by the Audit Committee of the Board of Trustees for the adoption of an updated Internal Audit Charter (Charter), that accompanies the resolution. This Charter reflects the updated title of the position formerly known as *Chief Administrative Officer* to *Vice President of Administration* and supersedes the Charter that was approved in December 2024. To ensure that the Charter reflects the operations of the Office of Internal Audit, I recommend that this resolution be presented to the Audit Committee of the Board of Trustees for approval during the December 3, 2025 meeting.

Attachment

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

RESOLUTION

**REVISED INTERNAL AUDIT CHARTER
FOR THE UNIVERSITY OF SOUTH ALABAMA**

WHEREAS, the *Internal Audit Charter for the University of South Alabama* (“Charter”) documents the mandate, organizational position, reporting relationships, scope of work, types of services and other specifications for the Office of Internal Audit, and

WHEREAS, the University of South Alabama has updated the title of the position formerly known as *Chief Administrative Officer* to *Vice President of Administration*, and

WHEREAS, this change reflects the current organizational structure and responsibilities of the role, and

WHEREAS, a revised Charter that incorporates the correct title as set forth herein is recommended for approval,

THEREFORE, BE IT RESOLVED, the Audit Committee of the University of South Alabama Board of Trustees hereby approves the revised *Internal Audit Charter for the University of South Alabama*.

Internal Audit Charter for the University of South Alabama

Purpose

The purpose of the Office of Internal Audit (OIA) is to strengthen the University of South Alabama's (USA) ability to create, protect, and sustain value by providing the Audit Committee of the Board of Trustees (Audit Committee) and management with independent, risk-based, and objective assurance, advice, insight, and foresight. In this Charter, USA will include both the University and the USA Health System, unless otherwise specified.

The OIA enhances USA's:

- Successful achievement of its objectives.
- Governance, risk management, and control processes.
- Decision-making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public interest.

The OIA is most effective when:

- Internal auditing is performed by competent professionals in conformance with The IIA's Global Internal Audit Standards™, which are set in the public interest.
- The OIA is independently positioned with direct accountability to the Audit Committee.
- Internal auditors are free from undue influence and committed to making objective assessments.

Commitment to Adhering to the Global Internal Audit Standards

The OIA will adhere to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, which are the Global Internal Audit Standards and Topical Requirements (the "Standards"). The chief audit executive (Director, Office of Internal Audit) will report at least annually to the Audit Committee and senior management regarding the OIA's conformance with the Standards, which will be assessed through a quality assurance and improvement program.

Mandate

Authority

The Board of Trustees grants the OIA the mandate to provide the Audit Committee and senior management with objective assurance, advice, insight, and foresight.

The OIA's authority is created by its direct reporting relationship to the Audit Committee. Such authority allows for unrestricted access to the Board of Trustees.

The Audit Committee authorizes the OIA to:

- Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out internal audit responsibilities. Internal auditors are accountable for confidentiality and safeguarding records and information.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish the OIA's objectives.
- Obtain assistance from the necessary personnel of USA and other specialized services from within or outside USA to complete internal audit services. Prior written approval of the Vice President of Administration is required prior to engaging specialized services from outside USA.

Independence, Organizational Position, and Reporting Relationships

The chief audit executive will be positioned at a level in the organization that enables internal audit services and responsibilities to be performed without interference from management, thereby establishing the independence of the OIA. (See "Mandate" section.) The chief audit executive will report functionally to the Audit Committee and administratively (for example, day-to-day operations) to the Vice President of Administration. This positioning provides the organizational authority and status to bring matters directly to senior management and escalate matters to the Audit Committee, when necessary, without interference and supports the internal auditors' ability to maintain objectivity.

The chief audit executive will confirm to the Audit Committee, at least annually, the organizational independence of the OIA. If the governance structure does not support organizational independence, the chief audit executive will document the characteristics of the governance structure limiting independence and any safeguards employed to achieve the principle of independence. The chief audit executive will disclose to the Audit Committee any interference internal auditors encounter related to the scope, performance, or communication of internal audit work and results. The disclosure will include communicating the implications of such interference on the OIA's effectiveness and ability to fulfill its mandate.

Changes to the Mandate and Charter

Circumstances may justify a follow-up discussion between the chief audit executive, Audit Committee, and senior management on the internal audit mandate or other aspects of the internal audit charter. Such circumstances may include, but are not limited to:

- A significant change in the Standards.

- A significant acquisition or reorganization within the organization.
- Significant changes in the chief audit executive, Audit Committee, and/or senior management.
- Significant changes to the organization's strategies, objectives, risk profile, or the environment in which the organization operates.
- New laws or regulations that may affect the nature and/or scope of internal audit services.

Board Oversight

To establish, maintain, and ensure that USA's OIA has sufficient authority to fulfill its duties, the Audit Committee will:

- Discuss with the chief audit executive and senior management the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of the OIA.
- Ensure the chief audit executive has unrestricted access to and communicates and interacts directly with the Audit Committee, including in private meetings without senior management present.
- Discuss with the chief audit executive and senior management other topics that should be included in the internal audit charter.
- Participate in discussions with the chief audit executive and senior management about the "essential conditions," described in the Standards, which establish the foundation that enables an effective internal audit function.
- Approve the OIA's charter, which includes the internal audit mandate and the scope and types of internal audit services.
- Review the internal audit charter periodically with the chief audit executive to consider changes affecting the organization, such as the employment of a new chief audit executive or changes in the type, severity, and interdependencies of risks to the organization; and approve the internal audit charter annually.
- Approve the risk-based internal audit plan.
- Approve the OIA's human resources administration and budgets, including expenses.
- Collaborate with senior management to determine the qualifications and competencies the organization expects in a chief audit executive, as described in the Standards.
- Authorize the appointment and removal of the chief audit executive.
- Provide input to senior management to support the performance evaluation and remuneration of the chief audit executive.
- Receive communications from the chief audit executive about the OIA, including its performance relative to its plan.

- Ensure a quality assurance and improvement program has been established and review the results annually.
- Make appropriate inquiries of senior management and the chief audit executive to determine whether scope or resource limitations are inappropriate.

Chief Audit Executive Roles and Responsibilities

Ethics and Professionalism

The chief audit executive will ensure that internal auditors:

- Conform with the Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality.
- Understand, respect, meet, and contribute to the legitimate and ethical expectations of the organization and be able to recognize conduct that is contrary to those expectations.
- Encourage and promote an ethics-based culture in the organization.
- Report organizational behavior that is inconsistent with the organization's ethical expectations, as described in applicable policies and procedures.

Objectivity

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

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

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

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

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties, such as the chief audit executive, Audit Committee, management, or others, at least annually.
- Exhibit professional objectivity in gathering, evaluating, and communicating information.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

Managing the Internal Audit Function

The chief audit executive has the responsibility to:

- At least annually, develop a risk-based internal audit plan that considers the input of the Audit Committee and senior management. Discuss the plan with the Audit Committee and senior management and submit the plan to the Audit Committee for review and approval.
- Communicate the impact of resource limitations on the internal audit plan to the Audit Committee and senior management.
- Review and adjust the internal audit plan, as necessary, in response to changes in USA's business, risks, operations, programs, systems, and controls.
- Communicate with the Audit Committee and senior management if there are significant interim changes to the internal audit plan.
- Ensure internal audit engagements are performed, documented, and communicated in accordance with the Standards.
- Follow up on engagement findings, confirm the implementation of recommendations or action plans, and communicate the results of internal audit services to the Audit Committee and senior management at least annually and for each engagement as appropriate.
- Ensure the OIA collectively possesses or obtains the knowledge, skills, and other competencies and qualifications needed to meet the requirements of the Standards and fulfill the internal audit mandate.
- Identify and consider trends and emerging issues that could impact USA and communicate to the Audit Committee and senior management as appropriate.
- Consider emerging trends and successful practices in internal auditing.
- Establish and ensure adherence to methodologies designed to guide the OIA.
- Ensure adherence to USA's relevant policies and procedures unless such policies and procedures conflict with the internal audit charter or the Standards. Any such conflicts will be resolved or documented and communicated to the Audit Committee and senior management.

- Coordinate activities and consider relying upon the work of other internal and external providers of assurance and advisory services. If the chief audit executive cannot achieve an appropriate level of coordination, the issue must be communicated to senior management and, if necessary, escalated to the Audit Committee.

Communication with the Board and Senior Management

The chief audit executive will report at least annually to the Audit Committee and senior management regarding:

- The OIA's mandate.
- The OIA's plan and performance relative to its plan.
- The OIA's budget.
- Significant revisions to the internal audit plan and budget.
- Potential impairments to independence, including relevant disclosures as applicable.
- Results from the quality assurance and improvement program, which include the OIA's conformance with the Standards and action plans to address the OIA's deficiencies and opportunities for improvement.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the Audit Committee.
- Results of assurance and advisory services.
- Resource requirements.
- Management's responses to risk that OIA determines may be unacceptable or acceptance of a risk that is beyond USA's risk appetite.

Quality Assurance and Improvement Program

The chief audit executive will develop, implement, and maintain a quality assurance and improvement program that covers all aspects of the OIA. The program will include external and internal assessments of the OIA's conformance with the Standards, as well as performance measurement to assess the OIA's progress toward the achievement of its objectives and promotion of continuous improvement. The program also will assess, if applicable, compliance with laws and/or regulations relevant to internal auditing. Also, if applicable, the assessment will include plans to address the OIA's deficiencies and opportunities for improvement.

Annually, the chief audit executive will communicate with the Audit Committee and senior management about OIA's quality assurance and improvement program, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments. External assessments will be conducted at least once every five years by a qualified, independent assessor or assessment team from outside USA; qualifications must include at least one assessor holding an active Certified Internal Auditor® credential.

Scope and Types of Internal Audit Services

The scope of internal audit services covers the entire breadth of the organization, including all of USA's activities, assets, and personnel. The scope of internal audit activities also encompasses, but is not limited to, objective examinations of evidence to provide independent assurance and advisory services to the Audit Committee and management on the adequacy and effectiveness of governance, risk management, and control processes for USA.

The nature and scope of advisory services may be agreed with the party requesting the service, provided the OIA does not assume management responsibility. Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during advisory engagements. These opportunities will be communicated to the appropriate level of management.

Internal audit engagements may include evaluating whether:

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

Approved by the Audit Committee of the Board of Trustees at its meeting on December 3, 2025.

Acknowledgments/Signatures

Acting Director, Internal Audit

Date

Chair, Audit Committee

Date

Vice President of Administration

Date

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



**DEVELOPMENT, ENDOWMENT
AND INVESTMENTS COMMITTEE**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Development, Endowment and Investments Committee

September 4, 2025

2:01 p.m.

A meeting of the Development, Endowment and Investments Committee of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Judge Mike Windom, Chair, on Thursday, September 4, 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, Scott Charlton, Steve Stokes, Mike Windom and Jim Yance were present and Ron Jenkins participated remotely.

Member Absent: Luis Gonzalez.

Other Trustees: Alexis Atkins, Steve Furr, Ron Graham, Meredith Hamilton, Arlene Mitchell, Lenus Perkins and Jimmy Shumock.

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

Following the attendance roll call, **Item 8**, Judge Windom called for consideration of the minutes for a meeting held on June 5, 2025, **Item 9**. On motion by Mr. Yance, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the minutes.

Judge Windom called for a report on endowment and investment performance, **Item 10**, from Mr. Drew Underwood, Executive Director of Treasury Management, and Mr. Norman Pitman, investment consultant. Mr. Drew Underwood presented a thorough overview on the University’s endowment fund for the 2025 fiscal year through June 30, 2025, noting a return of approximately 5.9 percent to end the third quarter, an outperformance of the blended benchmark return of approximately 5.5 percent. Mr. Norman Pitman provided perspective on the economy.

Judge Windom called on Ms. Sullivan, who introduced a resolution commending Mrs. Barbara Bush and Mr. Leonard Bush for a legacy gift of \$1 million to establish endowed scholarships for College of Nursing undergraduate and graduate students, **Item 11**. (To view resolutions, policies and other documents authorized, refer to the minutes for the Board of Trustees meeting held on September 5, 2025.) On motion by Dr. Charlton, seconded by Capt. Jenkins, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Development, Endowment and Investments Committee
September 4, 2025
Page 2

Ms. Sullivan presented **Item 12**, a report on the activities of the Office of Development and Alumni Relations, sharing that new gifts and commitments secured for fiscal year 2025 through August 28 totaled just over \$32 million. She discussed the *Alumni and Friends* outreach initiative and detailed a number of recent and upcoming fundraising and engagement events, inclusive of the *USA by the Bay* speaker series, the *Together We Roar* 2025 homecoming lineup, and the inaugural *Home and Garden Show* set for March 2026 to benefit USA Health Providence Hospital and being chaired by First Lady Bonner. She updated the group on the capital campaign, noting a public launch in April 2026 and upwards of \$321 million in gifts and commitments recorded thus far since October 1, 2020, and introduced the newest campaign video that featured Mr. Yance.

There being no further business, the meeting was adjourned at 2:28 p.m.

Respectfully submitted:

Michael P. Windom, Chair

University of South Alabama Endowment Fund Fiscal Year 2025 Investment Performance Summary

USA Endowment Fund Performance

October 1, 2024 to September 30, 2025

- The USA Endowment Fund was up 11.2%, the benchmark was up 11.4%

USA Endowment Fund Manager Performance

October 1, 2024 to September 30, 2025

- Commonfund was up 2.9%, the benchmark was also up 2.9%
- Internally managed funds (USA Treasury and N.D. Pitman) were up 13.8%, the benchmark was up 13.3%
- Gerber Taylor Hedge was up 10.3%, the benchmark was up 8.8%
- Gerber Taylor International was up 6.4%, the benchmark was up 15.0%
- Hancock Whitney was up 13.2%, the primary benchmark was up 13.7% and the secondary benchmark was up 10.6%
- JP Morgan was up 23.1%, the benchmark was up 16.0%
- USA Student Fund was up 10.6%, the primary benchmark was up 17.6% and the secondary benchmark was up 12.4%
- Goldman Sachs was up 7.8%, the benchmark was up 2.9%

NACUBO Study – Peer Group Comparison

July 1, 2024 to June 30, 2025

- The USA Endowment Fund was up 11.0%
- All institutions in the NACUBO study were up an average of 10.9%
- \$100 to \$250 million endowments were up an average of 10.4%



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Finance and Administration

DATE: November 4, 2025

TO: Jo Bonner
President

FROM: Kristen Roberts, VP of Finance

A handwritten signature in black ink that reads "Kristen Roberts".

SUBJECT: Resolution for Evaluation of the University's Endowment Fund and Non-Endowment Fund Investment Policy Statements

Pursuant to the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) requirements, the Board of Trustees should evaluate the University's Investment Policy Statements regularly. The attached resolution directs the Development, Endowment, and Investments Committee to evaluate both the University's Endowment Fund's Investment Policy Statement and the Non-Endowment Fund's Investment Policy Statement for the current year.

This resolution facilitates the evaluation process to confirm that no changes are needed to the Endowment Fund or Non- Endowment Fund's Investment Policy Statement at this time.

KCR/du

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

RESOLUTION

EVALUATION OF THE UNIVERSITY'S ENDOWMENT FUND AND NON-ENDOWMENT FUND INVESTMENT POLICY STATEMENTS

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

WHEREAS, the University of South Alabama (the "University") Board of Trustees has previously approved the University's endowment fund and non-endowment fund investment policy statements,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby acknowledges the annual evaluation of both policy statements for the current year by the Development, Endowment and Investments Committee (the "Committee") and affirms the Committee's recommendation that revision of the endowment fund investment policy statement and non-endowment fund investment policy statement is not needed at this time.

**Investment Policy Statement
for the University of South Alabama Endowment Fund**

Approved

December 5, 2024

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Mission Statement

“The Endowment exists to provide resources to the University, as provided for by the donors, while preserving capital for future generations and needs. The University seeks to maximize returns within prudent risk parameters and aims for long-term growth that outpaces inflation, using a balanced portfolio and top-tier management firms.”

The Development, Endowment, and Investment Committee (the “Investment Committee”) of the Board of Trustees (the “Board”) of the University of South Alabama (the “University”) is responsible for recommending investment policies and guidelines for approval by the Board. The Committee also oversees the implementation of these policies and guidelines, including the selection of qualified investment professionals, such as the Investment Management Consultant(s) (the “IMC”), Investment Manager(s), and Custodian(s). Additionally, the Committee is tasked with overseeing and delegating all investment activities, monitoring performance, and ensuring the prudent stewardship of the University’s Endowment Funds.

Currently, the Head of the Treasury Management Department (the “HTM”) has been delegated investment management authority over the Endowment Fund. The HTM reports to the Chief Financial Officer of the University and will provide periodic reports to the Committee and Board to ensure transparency and alignment with institutional objectives.

I. Purpose of this Investment Policy Statement

This Investment Policy Statement (the “IPS”) outlines the goals and guidelines for the accumulated investment funds of the University of South Alabama Endowment. The Investment Committee oversees the investments of the University Endowment’s long-term investment portfolio (the “Endowment Fund”). The purpose of this IPS is to delegate responsibilities among the parties involved in the oversight and management of the Endowment Fund and to describe the investment objectives, constraints, risk guidelines, policies, and procedures that apply. In addition, this IPS will guide the investment managers in achieving desired results. The goal of the Endowment Fund is to protect and grow the assets by earning a total return appropriate for the portfolio’s time horizon, distribution requirements, and risk tolerance to support projects endowed for specific purposes.

II. Roles and Responsibilities

The Board is responsible for directing and monitoring the investment management of the Endowment Fund. As such, the Board is authorized to delegate certain authority to professional experts in various fields. These roles are as follows:

1. Role of the University of South Alabama Board of Trustees:

The Board’s role is to oversee the management of the Endowment Fund’s assets. The Board shall discharge its duties in good faith, with the care that an ordinary,

prudent person in a similar position would exercise under comparable circumstances. The Board will supervise the Investment Committee and will assign the following authority and responsibilities.

Responsibilities of the Board:

- Develop sound and consistent investment policy guidelines for use by the HTM and the IMC(s) when making investment decisions.
- Monitor implementation of this IPS to ensure investment decisions are in line with goals.
- Review the IPS annually.
- Monitor and evaluate performance results.
- Review quarterly reports of portfolio results and notable market observations by the HTM.
- Act in accord with this IPS and all applicable laws and state and federal regulations that apply to endowments and organizations.
- Delegate selection of investments, securities, funds, Investment Managers, and Custodians to the HTM and the IMC(s).

2. Role of the Development, Endowment, and Investment Committee:

The Committee is responsible for overseeing the Endowment Fund's investment activities on behalf of the Board. The Committee will work in conjunction with the HTM and the IMC(s) to ensure that the Endowment's investment strategy aligns with the University's long-term objectives. The Committee approves policy recommendations, reviews performance, and provides ongoing oversight to maintain fiduciary standards and meet the Endowment Fund's objectives.

Responsibilities of the Committee:

- Review and recommend investment policies, objectives, and guidelines to the Board for approval.
- Approve the selection, retention, and replacement of investments, securities, funds, Investment Managers, and Custodians, as recommended by the HTM and the IMC(s).
- Oversee the HTM and IMC(s) to ensure the Endowment's investments are managed prudently and in accordance with IPS guidelines.
- Review periodic performance reports provided by the HTM and IMC(s) to assess the alignment with benchmarks and objectives.
- Make recommendations to the Board regarding any necessary policy updates or strategic adjustments to maintain alignment with the University's goals.

3. Role of the HTM and the IMC(s):

The HTM serves as the primary executive responsible for executing the investment policy as approved by the Board. This individual works with the University's CFO and IMC(s) to implement strategy, manage fund operations, and report on performance.

The consultant(s) may assist the HTM in establishing investment policy, objectives, and guidelines; selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks as deemed appropriate.

Responsibilities of the HTM in coordination with the IMC(s):

- Acknowledge acceptance of responsibility as a fiduciary.
- Assist in establishing investment policies, objectives, and guidelines for the Committee to review and the Board to approve.
- Identify, evaluate, and recommend investment managers suitable for fulfilling the objectives and risk profile of the Endowment Fund.
- Regularly monitor and assess the performance of selected investment managers, benchmarking results relative to objectives and market indices to ensure alignment with expectations.
- Ensure that investments comply with established guidelines and regulatory requirements, advising on risk management practices and any necessary adjustments.
- Offer periodic insights on market trends, economic outlooks, and strategic adjustments to enhance the Endowment's investment positioning.
- Manage the Endowment Fund according to the investment guidelines, limitations, and restrictions set forth in this IPS.
- Make all decisions on a discretionary basis with the CFO's approval regarding assets placed under its jurisdiction. This discretion includes decisions to buy, hold, and sell securities in amounts and proportions that reflect the investment strategy and are compatible with the Endowment Fund's investment guidelines.
- Provide the Committee and Board with quarterly investment reports and notable market observations.
- Measure performance in terms of total return, net of management fees, in comparison to appropriate benchmarks.
- Keep the Committee and Board informed of major investment outlook, strategy, policy, or philosophy changes.
- Conduct quarterly meetings with the Board to formally review the investment portfolio.
- Participate in ongoing professional development, including attending relevant educational conferences and workshops, to remain informed about evolving investment strategies, market trends, regulatory changes, and best practices in endowment management.

4. Role of the Fund/Investment Manager(s):

The Endowment Funds will be managed primarily by external investment advisory organizations; both commingled vehicles and separate accounts may be used. The Fund/Investment Manager(s) has discretion to purchase or sell, in the University's name, the specific securities that will be used to meet the Endowment Fund's investment objectives.

In some instances, the ICM(s) will maintain portfolios to gain market exposure that the Fund/Investment Managers lack. All trades executed by the ICM(s) must be approved by the CFO or the HTM.

Responsibilities of the Fund/Investment Manager(s):

- Discretionary management of security transactions and asset allocation within the Manager's portfolio sleeve.
- Reporting investment performance and valuations on a timely basis.
- Notification of major changes in economic outlook, strategy, or other factors impacting the Endowment's objectives.
- Updating the HTM and IMC(s) on any organizational changes in management, ownership, or philosophy.
- Provide proof of liability and fiduciary insurance coverage.
- Acknowledge agreement to invest within the guidelines set forth in this IPS.
- Meet with the HTM and IMC(s) as needed.
- Proxy voting on behalf of the Endowment Funds, with records communicated promptly; the University reserves right to vote on specific issues.

5. Role of the Custodian(s):

The Custodian will physically (or through securities owned by the Endowment Fund) collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. Additionally, the Custodian will perform regular accounting of all assets (owned, purchased, or sold) and monitor the movement of assets within the Endowment Fund's accounts.

III. Time Horizon

The Organization shall maintain a Long-Term Investment Portfolio with assets invested to support both current and future spending needs.

IV. Endowment Spending Policy

The objective of the Endowment Fund is to generate long-term growth and maintain purchasing power to support the University's needs. The Board reserves the right to withdraw funds as deemed appropriate to advance the University's mission. The University is subject to the "Uniform Prudent Management of Institutional Funds Act" (UPMIFA) of the Code of Alabama. This law allows the University, unless otherwise restricted by the donor, to spend net appreciation, realized and unrealized, of the endowment assets. The law also allows the University to appropriate for expenditure or accumulate to an endowment fund such amounts as the University determines to be prudent for the purposes for which the endowment fund was established. The endowment spending policy provides that 4.5% of the five-year invested net asset moving average value (inclusive of net realized and unrealized gains and losses), as measured at September 30, is available annually for spending in the next academic year. The policy further states that net interest, dividend income, and net realized and unrealized appreciation, after distributions allowed by the spending policy, shall be retained within the Endowment.

The annual internal management fee is calculated each year based on the total Endowment's fiscal year-end value. Endowments are billed or allocated for the internal management fee in October, rather than over the course of the year. In October, if there is a gain in the Endowment, the internal management fee is subtracted, and the difference is booked as a gain or loss for that month. The current internal management fee is 1.25%.

V. Gift Policy

The University may periodically receive gifts in the form of marketable securities. Upon receipt, the Treasury Management Department will liquidate these securities as promptly as possible. If regulatory restrictions prevent immediate sale, the University will hold the securities until the restriction period ends and then proceed with liquidation at the earliest opportunity. The University will not attempt to enhance the Endowment Fund's value by holding gifted securities.

The University may also accept land donations. Upon receipt, the University will evaluate the land for alignment with institutional needs and potential endowment benefits. If the land is not designated for specific university use, it will be liquidated in a manner consistent with maximizing value while adhering to applicable regulations and donor wishes, including any use or sale restrictions specified in the gift agreement or other supporting documentation.

VI. Liquidity

The Endowment Fund is structured to balance long-term growth objectives with liquidity needs, ensuring sufficient cash is available to meet the University's spending requirements and operational commitments. A portion of the total Endowment assets will be held in highly liquid instruments to meet short-term spending needs and capital calls

without necessitating forced asset sales. These assets may include cash equivalents and other readily marketable securities.

The HTM will conduct quarterly liquidity analyses and reports. This allows the HTM and the IMC(s) to monitor the liquidity profile of the total endowment, ensuring alignment with projected cash needs and addressing any rebalancing requirements.

The University's CFO should notify the HTM and IMC(s) of any liquidity needs and debt covenant issues.

VII. Investment Strategy

The investment strategy of the Endowment Fund emphasizes total return, defined as the combined return from capital appreciation and dividend and interest income. The Endowment Fund will be monitored for returns relative to objectives, consistency of investment philosophy, and investment risk.

VIII. Asset Types and Vehicles

The HTM and IMC(s) will consider underlying costs, diversification benefits, and the expected return and risk when selecting vehicles for each asset classes. Selected investments should have reasonable and competitive fees. Investment asset classes will be categorized as follows:

- Return Seeking Assets: These assets are expected to achieve higher long-term growth, but typically carry a higher level of risk. They include equities and other high-growth investments that are expected to outpace inflation over time. The Endowment Fund invests in these assets to support long-term growth that can sustain and enhance the institution's financial support.
- Risk-Mitigating Assets: These assets are expected to provide stability during periods of market volatility. They generally carry lower risk and tend to retain or appreciate in value during market downturns, helping to counterbalance the volatility in return-seeking assets. This category includes cash, fixed-income securities, and other investments that exhibit low correlation with equity markets aimed at protecting capital and managing downside risk.
- Diversifying Assets: These assets are expected to enhance the overall risk-adjusted returns and diversification by exhibiting low anticipated correlation with both return-seeking and risk-mitigating assets. These investments reduce the portfolio's dependence on any single economic factor or asset class. This category includes real assets (such as real estate and commodities), hedge fund strategies, private equity, and private credit.

IX. Portfolio Investment Guidelines

Long-Term Investment Portfolio

Risk Guidelines

The objective of the Endowment Fund is to maximize total return (capital appreciation and income) while managing the risk of significant principal decline. The Board acknowledges that short-term market fluctuation may result in capital loss; however, the Endowment Fund's asset value (without additional contributions or withdrawals) should grow over the long term, if it avoids excess risk.

Long-Term Investment Portfolio Strategic Asset Allocation Targets

To achieve its objective, the Board, in conjunction with the HTM and the IMC(s), has established the following long-term strategic asset allocation targets.

Asset Category	Target Asset Allocation Exposure	Target Allowable Range
Return-Seeking Assets	45%	33-80%
U.S. Large & Mid-Cap Equity ¹	27.5%	25-55%
U.S. Small-Cap Equity	5%	3-8%
Developed Large & SMID International Equity	8.25%	5-20%
Emerging Markets	4.25%	0-5%
Risk-Mitigating Assets	18%	15-55%
Multi-Strategy Bonds ¹	18%	15-40%
Cash	0%	0-5%
Diversifying Assets	37%	10-50%
Real Estate	2.25%	0-5%
Hedge Funds	18%	10-30%
Private Equity (Equity Alternative) ²	10%	0-15%
Private Credit (Fixed Income Alternative) ³	6.75%	0-15%
Total	100%	100%

¹ True Target Exposure Variability: True target exposures may vary based on Private Equity or Private Credit exposures and future capital calls.

² Private Equity Considerations: Private Equity is classified as an Equity Alternative. Any unfunded commitments may be temporarily allocated to the U.S. Large and Mid-Cap Equity asset class until capital calls are executed.

³ Private Credit Considerations: Private Credit is classified as a Fixed Income Alternative. Any unfunded commitments may be temporarily allocated to the Multi-Strategy Bond asset class until capital calls are executed.

Limitations on Allocations

1. No more than 10% of the Endowment Fund's assets will be allocated to any single actively managed fund.
2. No more than 35% of the Endowment Fund's assets will be allocated to a single "Fund of Funds" or multi-manager fund.
3. No more than 45% of the Endowment Fund's assets will be allocated to a single investment firm.

X. Rebalancing

The HTM and the IMC(s) will rebalance among the necessary asset categories and classes in accordance with its own internal rebalancing rules, which may be adjusted from time to time. This process may result in portfolio exposure to an asset category or class temporarily exceeding or falling below the stated maximum/minimum target range. The Endowment Fund should be analyzed and reviewed for rebalancing at least semi-annually.

XI. Investment Manager Due Diligence, Evaluation, Selection, Monitoring and Corrective Action

The University seeks investment managers who demonstrate effective strategies, sustainable advantages, and high-quality organizational structures. The Endowment Fund expects its active managers to generate superior risk-adjusted returns relative to benchmarks, net of fees, while its passive managers efficiently mirror and gain exposure to specific markets at relatively low costs. Attractive firm characteristics include:

1. A strong market reputation and a substantial, high-quality client base.
2. Alignment of interests and principles.
3. A stable, experienced professional team with employees holding equity in the firm.
4. Controlled growth with manageable assets.
5. Competitive long-term performance relative to peers and appropriate benchmark(s).
6. Competitive fees with minimum account sizes.
7. Annual audits conducted by an independent audit firm.

Performance (net of fees) will be provided monthly (quarterly for private funds) by the Investment Managers. Reports will include time-weighted total returns measured against the relative benchmark(s). Active Managers are expected to add value beyond these benchmarks. Historical data will also be included to assess short-term results within the context of long-term strategies (e.g., Rolling Period Analysis).

Corrective action may be taken as part of the ongoing review of Investment Managers. Instances warranting corrective action or termination include:

1. **Major Organizational Changes:** Significant changes within a firm, such as new portfolio managers, may necessitate re-evaluation and potentially a new contract. Failure to notify the University of such changes is grounds for termination. Managers are expected to maintain open communication with the University.
2. **Contract Violations:** Breach of contract terms constitutes grounds for termination.
3. **Style Drift:** Managers are selected to fulfill specific investment styles for diversification. Significant shifts in strategy may result in termination if they deviate from the Endowment Fund's original intent.
4. **Performance Review:** Managers will not typically be terminated for short-term underperformance if they adhere to their established style. Performance will be evaluated over an appropriate timeframe (three and five year comparisons) with guidance from the HTM and the IMC(s).
5. **Endowment Fund Rebalancing:** Managers may be replaced during Rebalancing.
6. **Other Circumstances:** Any other events or conditions deemed in the University's best interest.

XII. Performance Evaluation

The HTM and the IMC will evaluate the performance of Investment Managers and underlying funds in accordance with the Endowment Fund's stated time horizon. Performance evaluation will be made over a full market cycle, typically five to ten years. The HTM and the IMC(s) will review the performance of Investment Managers and their underlying funds relative to appropriate benchmarks, as well as their risk-return profiles, to ensure alignment with the Endowment's objectives and risk tolerance. Additionally, they will review the choice of benchmarks for each Investment Manager and underlying funds on an annual basis.

Overall, the Endowment Fund results will be evaluated on a rolling five-year basis against a blended benchmark as follows: 45% MSCI ACWI Index, 5% S&P 100 Equal Weight Index, 5% Russell 2000 Index, 12.5% Barcap US Agg. Index, 12.5% Barcap BB Agg. Intermediate Index, 2% Wilshire US REIT Index, 9% HFRI Fund of Funds Strategic Index, and 9% HFRI Fund of Funds Conservative Index. This benchmark will be reviewed and evaluated annually to ensure it remains aligned with the Endowment Fund's strategic objectives, investment goals, and asset allocation.

XIII. Reporting

The Investment Managers and underlying funds are expected to provide monthly statements and quarterly performance reports that include performance against their stated benchmarks, valuation, asset allocation, and cash flow summary.

XIV. Commingled Vehicle Guidelines

Investments in mutual funds, hedge funds, fund of funds, other alternative investments, and other commingled investment vehicles are permitted.

XV. Investment Advisory Fees

The University recognizes that investment advisory fees impact the net return of the Endowment Fund and is committed to managing these costs effectively. All investment advisory fees, including those for Investment Managers, the IMC(s), and related services, must be fully disclosed, transparent, reasonable, and competitive with industry standards. The HTM and the IMC will conduct an annual review of these fees to ensure they are fair and align with the value provided. Advisory fees and any changes will be reported to the Board annually to ensure transparency and accountability.

Investment Policy Statement
for the University of South Alabama Non-Endowment Long
Term Fund

Approved

March 14, 2025

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The purpose of this policy is to establish a framework within which the Treasury Management Department manages investment operations of the University of South Alabama

The Development, Endowment, and Investment Committee (the “Investment Committee”) of the Board of Trustees (the “Board”) of the University of South Alabama (the “University”) shall be ultimately responsible for the investment policy. By Board Resolution, the Board of Trustees has delegated investment authority to the Chief Financial Officer (the “CFO”) and the Head of the Treasury Management Department (the “HTM”).

I. Purpose of this Investment Policy Statement

This Investment Policy Statement (the “IPS”) outlines the goals and guidelines for the accumulated non-endowed investment funds of the University of South Alabama for long-term investment. The Investment Committee oversees the investments of the University’s Non-Endowed long-term investment portfolio (the “Long-Term Fund”). The purpose of this IPS is to delegate responsibilities among the parties involved in the oversight and management of the Long-Term Fund and to describe the investment objectives, constraints, risk guidelines, policies, and procedures that apply. The goal of the Long-Term Fund is to protect and grow assets that are not needed for daily operational cash flows by earning a total return appropriate for the portfolio’s time horizon, spending requirements, and risk tolerance. The returns generated will be used to support the University while maintaining sufficient liquidity to accommodate fluctuations in revenues and expenses.

II. Roles and Responsibilities

1. Role of the University of South Alabama Board of Trustees:

The Board is ultimately responsible for the IPS and for delegating the investment management of the Long-Term Fund. As such, it is authorized to delegate certain authority to professional experts in various fields. The Board shall discharge its duties in good faith, with the care that an ordinary, prudent person in a similar position would exercise under comparable circumstances. The Board assigns the following authority and responsibilities.

Responsibilities of the Board:

- Develop sound and consistent investment policy guidelines for use by the Treasury Management Department when making investment decisions.
- Monitor implementation of this IPS to ensure investment decisions are in line with goals.
- Review the IPS annually.
- Act in accord with this IPS and all applicable laws and state and federal regulations that apply to public universities.

- Delegate selection of investments, securities, funds, Investment Managers, and Custodians to the CFO and HTM.

2. Role of the Development, Endowment, and Investment Committee:

The Committee approves policy recommendations and provides general oversight to maintain fiduciary standards and meet the Long-Term Fund's objectives.

Responsibilities of the Committee:

- Review and recommend investment policies, objectives, and guidelines to the Board for approval.
- Oversee the CFO and HTM to ensure investments are managed prudently and in accordance with IPS guidelines.
- Make recommendations to the Board regarding any necessary policy updates or strategic adjustments to maintain alignment with the University's goals.

3. Role of the CFO and HTM:

The HTM serves as the primary executive responsible for executing the investment policy as approved by the Board. This individual works with the University's CFO to implement strategy, manage fund operations, and report on performance.

Responsibilities of the HTM in coordination with the CFO:

- Acknowledge acceptance of responsibility as a fiduciary.
- The CFO will review periodic performance reports provided by the HTM to assess the alignment with benchmarks and objectives.
- Establish investment policies, objectives, and guidelines for the Committee to review and the Board to approve.
- Identify, evaluate, and recommend investment managers suitable for fulfilling the objectives and risk profile of the Long-Term Fund.
- Measure performance in terms of total return, net of management fees, in comparison to appropriate benchmarks.
- Ensure that investments comply with established guidelines and regulatory requirements, advising on risk management practices and any necessary adjustments.
- Manage the Long-Term Fund according to the investment guidelines, limitations, and restrictions set forth in this IPS.
- Make all decisions on a discretionary basis with the CFO's approval regarding assets placed under its jurisdiction. This discretion includes decisions to buy, hold, and sell securities in amounts and proportions that reflect the investment strategy and are compatible with the Long-Term Fund's investment guidelines.
- Participate in ongoing professional development, including attending relevant educational conferences and workshops, to remain informed about evolving

investment strategies, market trends, regulatory changes, and best practices in investment management.

4. Role of the Fund/Investment Manager(s):

The Long-Term Fund will be managed primarily by index funds; both commingled vehicles and separate accounts may be used. Any actively managed Fund/Investment Manager has discretion to purchase or sell, in the University's name, the specific securities that will be used to meet the Long-Term Fund's investment objectives.

Responsibilities of active Fund/Investment Manager(s):

- Discretionary management of security transactions and asset allocation within the Manager's portfolio sleeve.
- Reporting investment performance and valuations on a timely basis.
- Notification of major changes in economic outlook, strategy, or other factors impacting the Long-Term Fund's objectives.
- Updating the HTM on any organizational changes in management, ownership, or philosophy.
- Meet with the CFO and HTM as needed.
- Proxy voting on behalf of the Long-Term Fund, with records communicated promptly; the University reserves right to vote on specific issues.

5. Role of the Custodian(s):

The Custodian will physically (or through securities owned by the Long-Term Fund) collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. Additionally, the Custodian will perform regular accounting of all assets (owned, purchased, or sold) and monitor the movement of assets within the Long-Term Fund's account(s).

III. Time Horizon

The Organization shall maintain a long-term investment horizon of more than five years. Assets invested are to be used to support both current and future spending needs.

IV. Gift Policy

The University may periodically receive gifts in the form of marketable securities. Upon receipt, the Treasury Management Department will liquidate these securities as promptly as possible. If regulatory restrictions prevent immediate sale, the University will hold the securities until the restriction period ends and then proceed with liquidation at the earliest opportunity. The University will not attempt to enhance the Long-Term Fund's value by holding gifted securities.

The University may also accept land donations. Upon receipt, the University will evaluate the land for alignment with institutional needs and potential benefits. If the land is not designated for specific university use, it will be liquidated in a manner consistent with maximizing value while adhering to applicable regulations and donor wishes, including any use or sale restrictions specified in the gift agreement or other supporting documentation.

V. Liquidity

The Long-Term Fund is structured to balance long-term growth objectives with liquidity needs, ensuring sufficient cash is available to meet the University's spending requirements and operational commitments.

VI. Investment Strategy

The investment strategy of the Long-Term Fund emphasizes total return, defined as the combined return from capital appreciation and dividend and interest income. The Long-Term Fund will be monitored for returns relative to objectives, consistency of investment philosophy, and investment risk.

VII. Asset Types and Vehicles

The CFO and HTM will consider underlying costs, diversification benefits, and the expected return and risk when selecting vehicles for each asset classes. Selected investments should have reasonable and competitive fees. Investment asset classes will be categorized as follows:

- Return Seeking Assets: These assets are expected to achieve higher long-term growth, but typically carry a higher level of risk. They include equities, mutual funds, and ETFs.
- Risk-Mitigating Assets: These assets are expected to provide stability during periods of market volatility. They generally carry lower risk and tend to retain or appreciate in value during market downturns, helping to counterbalance the volatility in return-seeking assets. This category includes cash, bonds, and fixed-income mutual funds and ETFs.

VIII. Portfolio Investment Guidelines

Long-Term Investment Portfolio

Risk Guidelines

The objective of the Long-Term Fund is to maximize total return (capital appreciation and income) while managing the risk of significant principal decline. The Board acknowledges that short-term market fluctuation may result in capital loss; however, the Long-Term Fund's asset value (without additional contributions or withdrawals) should grow over the long term, if it avoids excess risk.

Long-Term Investment Portfolio Strategic Asset Allocation Targets

To achieve its objective, the Board, in conjunction with the CFO and HTM, has established the following long-term strategic asset allocation targets.

Asset Category	Target Asset Allocation Exposure	Target Allowable Range
Return-Seeking Assets	100%	50-100%
U.S. Large & Mid-Cap Equity	72%	50-80%
U.S. Small-Cap Equity	10%	0-15%
Developed International Equity	15%	0-20%
Emerging Markets	3%	0-5%
Risk-Mitigating Assets	0%	0-20%
Multi-Strategy Bonds	0%	0-20%
Cash	0%	0-5%
Total	100%	100%

Limitations on Allocations

1. No more than 20% of the Long-Term Fund's assets will be allocated to any single actively managed fund.
2. No more than 45% of the Long-Term Fund's assets will be allocated to a single "Fund of Funds" or multi-manager fund.

IX. Rebalancing

The Treasury Department will be responsible for rebalancing among the necessary asset categories and classes in accordance with its own internal rebalancing rules, which may be adjusted from time to time. This process may result in portfolio exposure to an asset category or class temporarily exceeding or falling below the stated maximum/minimum target range. The Long-Term Fund should be analyzed and reviewed for rebalancing semi-annually.

X. Investment Manager Due Diligence, Evaluation, Selection, Monitoring and Corrective Action

The University seeks investment managers who demonstrate effective strategies, sustainable advantages, and high-quality organizational structures. The Long-Term Fund expects its active managers to generate superior risk-adjusted returns relative to benchmarks, net of fees, while its passive managers efficiently mirror and gain exposure to specific markets at relatively low costs. Attractive firm characteristics include:

1. A strong market reputation and a substantial, high-quality client base.
2. Alignment of interests and principles.
3. A stable, experienced professional team with employees holding equity in the firm.
4. Controlled growth with manageable assets.
5. Competitive long-term performance relative to peers and appropriate benchmark(s).
6. Competitive fees with minimum account sizes.
7. Annual audits conducted by an independent audit firm.

Performance (net of fees) will be provided monthly by the Investment Manager. Reports will include time-weighted total returns measured against relative benchmark(s). Historical data will also be included to assess short-term results within the context of long-term strategies (e.g., Rolling Period Analysis).

Corrective action may be taken as part of the ongoing review of Investment Managers. Instances warranting corrective action or termination include:

1. Organizational changes
2. Contract Violations
3. Style Drift
4. Underperformance based on three- and five- year returns
5. Rebalancing
6. Any other events or conditions deemed in the University's best interest

XI. Performance Evaluation

The CFO and HTM will evaluate the performance of Investment Managers and underlying funds in accordance with the Long-Term Fund's stated time horizon. Performance evaluation will be made over a full market cycle, typically five to ten years. The CFO and HTM will review the performance of Investment Managers and their underlying funds relative to appropriate benchmarks, as well as their risk-return profiles, to ensure alignment with the Long-Term Fund's objectives and risk tolerance.

XII. Reporting

The Investment Managers and underlying funds are expected to provide monthly statements and quarterly performance reports that include performance against their stated benchmarks, valuation, asset allocation, and cash flow summary.

XIII. Investment Advisory Fees

The University recognizes that investment advisory fees impact the net return of the Long-Term Fund and is committed to managing these costs effectively. All investment advisory fees and related services, must be fully disclosed, transparent, reasonable, and competitive with industry standards.

This Investment Policy Statement is hereby adopted by the University of South Alabama Board of Trustees.

RESOLUTION

**APPOINTMENT AND REAPPOINTMENT OF OFFICERS AND DIRECTORS
FOR THE JAGUAR ATHLETIC FUND, INC.**

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

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

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

WHEREAS, the Nominating Committee of the JAF Board of Directors has nominated the following individuals to serve as JAF officers or directors for the calendar-year terms as specified:

OFFICERS - Reappointment for 2026

- J.H. “Jimmy” Shumock Corporation President
- C.L. “Skipper” Walters Corporation Vice President

DIRECTORS - Reappointment for Three-Year Terms, 2026-2028

- Shirley Brown Women’s Golf
- Wes Hinkle At-Large
- Alex Pastore Baseball

DIRECTORS - New Appointment for Three-Year Terms, 2026-2028

- Alan Chow Tennis
- George Davis Volleyball
- Patrick Johns At-Large
- Todd Martin Men’s Basketball

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama does hereby authorize the appointment and reappointment of the officers and directors of the Jaguar Athletic Fund, Inc., as set forth.



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Department of Athletics

DATE: November 14, 2025

TO: Jo Bonner
University President

FROM: Dr. Joel Erdmann *JWE*
Director of Athletics

SUBJECT: University of South Alabama Board of Trustees Meeting
Jaguar Athletic Fund (JAF) Resolution for Consideration

This is to request the attached Resolution to be presented to the USA Board of Trustees for consideration at its next meeting on December 4, 2025.

The intent of the Resolution is for the University of South Alabama Board of Trustees to ratify the elected JAF Board members and officers.

JWE/els

Attachment

Jo Bonner

RESOLUTION

COMMENDATION OF MRS. CAROL STATTER AND MR. JIM STATTER

WHEREAS, the University of South Alabama (the “University,” “USA”) is the Flagship of the Gulf Coast and is committed to its mission of making a difference in the lives of those it serves through promoting discovery, health and learning, and

WHEREAS, the mission of the College of Education and Professional Studies (the “College”) is to transform the community and expand outreach through a commitment to excellence in education and human services, the advancement of innovative research and supporting the College’s dedicated faculty, staff, students and alumni, and

WHEREAS, Jaguar Athletics is a charter member of the Sun Belt Conference with eight men's and nine women's sports teams participating in NCAA Division I competition, and the program upholds a history of excellence in academics as well as in competition, and

WHEREAS, Mrs. Carol Statter, a 1994 graduate of the Mitchell College of Business, and her husband, Mr. Jim Statter, a 1972 graduate of the College of Arts and Sciences, have had impactful careers in business, with Mrs. Statter working in human resources and workforce development positions, and Mr. Statter making his impact as a longtime business owner, and, together, they have demonstrated a deep commitment to supporting the University of South Alabama and education initiatives, and

WHEREAS, Mrs. Statter and Mr. Statter credit the University of South Alabama’s athletics teams, especially the football team, for bringing the Jaguar community together through the shared bond of team spirit, and believe that literacy is the key that unlocks every child’s potential to reach their dreams, and, with this in mind, the Statter family has made a legacy gift of \$1,700,000 to the University to support the College of Education and Professional Studies’ Literacy Center and USA’s football program,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby recognizes and commends Mrs. Carol Statter and Mr. Jim Statter for their extraordinary generosity and commitment and joins the University President, faculty, staff, students and alumni in extending sincere gratitude to the Statter family for their transformative gift to the University.



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Development, Alumni Relations and Special Events

DATE: November 5, 2025

TO: Jo Bonner

FROM: Margaret Sullivan

SUBJECT: Recommendation for Resolution of Commendation for Mr. and Mrs. Jim Statter

As you know, Mr. and Mrs. Jim Statter have generously agreed to an estate gift of \$1,700,000 to support the University of South Alabama's Football Program and College of Education and Professional Studies Literacy Center. Mr. Jim Statter is a graduate of the College of Arts and Sciences and Mrs. Carol Statter is a graduate of the Mitchell College of Business. The Statter family credits the University of South Alabama for having a positive and lasting impact on their lives and the entire community and wishes to support the University's continuing efforts.

To recognize this transformative commitment from Mr. and Mrs. Statter, I request your approval of the attached resolution of commendation by the Board of Trustees.

Margaret M. Sullivan

Cc: Monica Ezell

Jo Bonner

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



**HEALTH AFFAIRS
COMMITTEE**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Health Affairs Committee

**September 4, 2025
2:28 p.m.**

A meeting of the Health Affairs Committee of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Mr. Jimmy Shumock, Chair, on Thursday, September 4, 2025, at 2:28 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Steve Furr, Ron Graham, Meredith Hamilton, Arlene Mitchell, Jimmy Shumock, Steve Stokes and Jim Yance were present.

Other Trustees: Alexis Atkins, Chandra Brown Stewart, Scott Charlton, Ron Jenkins, Lenus Perkins and Mike Windom.

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

Following the attendance roll call, **Item 13**, Mr. Shumock called for consideration of the minutes for a meeting held on June 5, 2025, **Item 14**. On motion by Mr. Yance, seconded by Dr. Furr, the Committee voted unanimously to adopt the minutes. Mr. Shumock called for consideration of a revised agenda, **Item 13.A**. On motion by Ms. Mitchell, seconded by Mr. Graham, the Committee voted unanimously to adopt the revised agenda.

Mr. Shumock called on Dr. Fox to present **Item 15**, a resolution authorizing the USA Health Hospitals medical staff appointments and reappointments for May, June and July 2025. (To view resolutions, policies and other documents authorized, refer to the minutes for the Board of Trustees meeting held on September 5, 2025.) On motion by Mr. Graham, seconded by Dr. Furr, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Dr. Fox addressed resolutions authorizing waiver requests from the Department of Urology pertaining to the employment of faculty candidates Dr. Kumar Chanamolu and Dr. Tarek Ajami Fardoun, **Items 16** and **17**, and from the Department of Internal Medicine concerning an extension for Dr. Amber Bokhari, Assistant Professor, to complete board certification, **Item 18**. On motion by Dr. Stokes, seconded by Ms. Hamilton, the Committee voted unanimously to recommend approval of the resolutions by the Board of Trustees.

Dr. Fox shared background on **Item 19**, a resolution authorizing the community health needs assessment recently conducted by USA Health and adoption of the implementation strategies

developed by USA Health as a result. On motion by Mr. Graham, seconded by Dr. Stokes, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Shumock explained a resolution authorizing an amended and restated Articles of Incorporation of the University of South Alabama Health Care Authority (the “HCA”), as well as the appointment of Mr. Yance to serve as a director of the HCA, **Item 19.A**. He indicated that the HCA Board of Directors met recently and authorized recommending approval of the actions proposed by the Board of Trustees. On motion by Ms. Hamilton, seconded by Dr. Stokes, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Shumock called on Dr. Marymont for a report on the activities of USA Health and the Whiddon College of Medicine (“WCOM”), **Item 20**. Dr. Marymont introduced Dr. Natalie Bauer, WCOM Assistant Dean for Admissions, who provided data on the 2025 entering class of 79 students, shared an overview on the application and acceptance process and answered questions.

Dr. Fox advised that Dr. Michael Chang, USA Health Chief Medical Officer responsible for quality and safety programs, had accepted a dual role as Chief Physician Executive to oversee the clinical enterprise and pertinent strategies.

Dr. Fox introduced Mr. Josh Snow, USA Health University Hospital Chief Executive Officer, and Dr. Natalie Bath, USA Health Mitchell Cancer Institute surgical oncologist, for a report on University Hospital’s new histotripsy program. Mr. Snow made brief remarks and turned to Dr. Bath, who shared particulars on the recently acquired Edison histotripsy device that noninvasively destroys liver cancer tumors. Mr. Snow recognized the USA Foundation for the funding support provided to procure the equipment, and Dr. Fox noted that USA Health was currently the only provider of histotripsy treatment in Alabama and the region.

There being no further business, the meeting was adjourned at 2:50 p.m.

Respectfully submitted:

James H. Shumock, Chair




UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

USA Health

DATE: November 10, 2025

TO: Jo Bonner
President

FROM: Natalie Fox 
Chief Executive Officer

SUBJECT: Board Meeting Documents

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

Resolution – USA Health Hospitals Medical Staff Appointments and Reappointments for August, September and October 2025

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

Resolution – USA Health Hospitals Nomination of Medical Executive Committee Officers for 2026 and 2027

- Proposed Officer Nominations for USA Health Hospitals Medical Executive Committees

Resolution – USA Health Hospitals Medical Staff Bylaws/Associated Documents

- Summary of Proposed Bylaws/Associated Documents Proposed Amendments

NF/kh

Attachments

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

RESOLUTION

USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS FOR AUGUST, SEPTEMBER AND OCTOBER 2025

WHEREAS, the USA Health Hospitals medical staff appointments and reappointments for August, September and October 2025 are recommended for Board approval by the Medical Executive Committees and the USA Health Credentialing Board,

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

**USA BOARD OF TRUSTEES REPORT
USA HEALTH HOSPITALS MEDICAL STAFFS
APPOINTMENTS APPROVED IN AUGUST, SEPTEMBER, AND OCTOBER 2025**

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

Initial Appointments	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
	Type/Status	Category	Department	Type/Status	Category	Department	Type/Status	Category	Department
Aita, Stephen Louis, Ph.D.	N/A	N/A	N/A	Initial Appointment	APP USA	Neurology	Initial Appointment	APP USA	Neurology
Anich, Samuel, DO	N/A	N/A	N/A	Initial Appointment	Active	Emergency Medicine	Initial Appointment	Active	Emergency Medicine
As-Sayaideh, Mohammad, MD	N/A	N/A	N/A	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Ates Hicks, Kristin M., MD	Initial Appointment	Consulting	Surgery	Initial Appointment	Consulting	Surgery	N/A	N/A	N/A
Behnke, Ernest, MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Bishop, Johnrick P., DO	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Bohannon, Carley W. CRNA	Initial Appointment	APP USA	Anesthesiology	Initial Appointment	APP USA	Anesthesiology	N/A	N/A	N/A
Bradley, Jr., Jerry A., MD	Initial Appointment	Active	Family Medicine	Initial Appointment	Active	Family Medicine	Initial Appointment	Active	Family Medicine
Breaux, Jr., Charles W., MD	Initial Appointment	Contract Locums	Surgery	N/A	N/A	N/A	N/A	N/A	N/A
Bui, Christopher M., MD	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Choudhary, Saroj, MD	Initial Appointment	Active	Pediatrics	Initial Appointment	Active	Pediatrics	Initial Appointment	Active	Pediatrics
Citrin, Benjamin S., MD	N/A	N/A	N/A	Initial Appointment	Active	Internal Medicine	N/A	N/A	N/A
Colburn, Roland C., CRNA	N/A	N/A	N/A	Initial Appointment	APP	Anesthesiology	N/A	N/A	N/A
Conseavage, April P., MD	Initial Appointment	Active	Neurology	Initial Appointment	Active	Neurology	Initial Appointment	Active	Neurology
Cox, Charles C., MD	Initial Appointment	Active	Surgery	Initial Appointment	Active	Surgery	Initial Appointment	Active	Surgery
Cronin, Conor J., MD	Initial Appointment	Consulting	Psychiatry	Initial Appointment	Consulting	Psychiatry	N/A	N/A	N/A
Cummings, Mackenzie, MD	Initial Appointment	Active USA	OB/GYN	N/A	N/A	N/A	Initial Appointment	Active USA	OB/GYN
Cunningham, Christopher, MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Dabbs, Jessica L., CRNP	N/A	N/A	N/A	Initial Appointment	APP	Family Medicine	N/A	N/A	N/A
Das, Rakesh K., MD	Initial Appointment	Active	Pediatrics	N/A	N/A	N/A	Initial Appointment	Active	Pediatrics
Dubose, Ashleigh M., PA	Initial Appointment	APP USA	Pediatrics	N/A	N/A	N/A	Initial Appointment	APP USA	Pediatrics
Dungan, William C., MD	N/A	N/A	N/A	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Edwards, Carson C., MD	Initial Appointment	Contract/Locums	OB/GYN	N/A	N/A	N/A	Initial Appointment	Contract/Locums	OB/GYN
Ellerman, Justin L., MD	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Ellis, Misty, MD	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Elzeneini, Mohammed M., MD	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Eman Greci, Gerardo E., MD	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Fagbongbe, Oluwafunmiso I., MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Felps, Breanna, CRNP	N/A	N/A	N/A	Initial Appointment	APP	Internal Medicine	Initial Appointment	APP	Internal Medicine
Friend, IV, John H., MD	Initial Appointment	Active	Surgery	Initial Appointment	Active	Surgery	N/A	N/A	N/A
Galbraith, Ashley, CRNP	Initial Appointment	APP USA	Internal Medicine	Initial Appointment	APP USA	Internal Medicine	Initial Appointment	APP USA	Internal Medicine
Garrett, Kevin M., MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Garrison, Kendal D., MD	Initial Appointment	Contract Locums	OB/GYN	N/A	N/A	N/A	N/A	N/A	N/A
Gerjoi, Marcelo N., PA	Initial Appointment	APP USA	Neurosurgery	Initial Appointment	APP USA	Neurosurgery	Initial Appointment	APP USA	Neurosurgery
Gowda, Shaila, MD	Initial Appointment	Consulting	Neurology	Initial Appointment	Consulting	Neurology	N/A	N/A	N/A
Green, Brian A., MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Grette, Katherine V., MD	Initial Appointment	Active	OBGYN	Initial Appointment	Active	OBGYN	Initial Appointment	Active	OBGYN
Hale, Timothy P., CRNA	N/A	N/A	N/A	Initial Appointment	APP	Anesthesiology	N/A	N/A	N/A
Hardy III, William J., MD	Initial Appointment	Active	Surgery	Initial Appointment	Active	Surgery	Initial Appointment	Active	Surgery
Harrison, Evan, DO	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Hites, Kevin M., PA	Initial Appointment	APP	Neurosurgery	Initial Appointment	APP	Neurosurgery	Initial Appointment	APP	Neurosurgery
Kostmayer, Christian, CRNA	Initial Appointment	APP	Anesthesiology	Initial Appointment	APP	Anesthesiology	N/A	N/A	N/A
Kucera, Calen W., MD	Initial Appointment	Contract/Locums	OB/GYN	Initial Appointment	Contract/Locums	OB/GYN	Initial Appointment	Contract/Locums	OB/GYN
Kumar, Sagar, MD	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine	Initial Appointment	Active	Internal Medicine
Levine, Rachel, DO	Initial Appointment	Active	OBGYN	Initial Appointment	Active	OBGYN	Initial Appointment	Active	OBGYN
Little, Larry, CRNA	Initial Appointment	APP	Anesthesiology	Initial Appointment	APP	Anesthesiology	N/A	N/A	N/A
Lopinto-Khoury, Carla F., MD	Initial Appointment	Consulting	Neurology	Initial Appointment	Consulting	Neurology	N/A	N/A	N/A
Manan, Haris, MD	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine	Initial Appointment	Active USA	Internal Medicine
Marquand, Trevor H., MD	Initial Appointment	Active	Radiology	Initial Appointment	Active	Radiology	N/A	N/A	N/A
Martinez, Juan G., DO	Initial Appointment	Consulting	Psychiatry	Initial Appointment	Consulting	Psychiatry	N/A	N/A	N/A
McClantoc, Jossane K., CRNP	N/A	N/A	N/A	Initial Appointment	APP HCA/JAG	Internal Medicine	Initial Appointment	APP HCA/JAG	Internal Medicine
Miller, Theresa P., PA	Initial Appointment	APP	Internal Medicine	Initial Appointment	APP	Internal Medicine	Initial Appointment	APP	Internal Medicine
Minton, Mark D., PA	N/A	N/A	N/A	Initial Appointment	APP	Emergency Medicine	Initial Appointment	APP	Emergency Medicine
Missanelli, Megan E., MD	Initial Appointment	Contract/Locums	OBGYN	N/A	N/A	N/A	Initial Appointment	Contract/Locums	OB/GYN
Moore, Omar J., MD	Initial Appointment	Consulting	Neurology	Initial Appointment	Consulting	Neurology	N/A	N/A	N/A
Mosley, Anna, CRNP	N/A	N/A	N/A	Initial Appointment	APP USA	Urology	Initial Appointment	APP USA	Urology
Mosley-Johnson, Angela S., MD	Initial Appointment	Active	OBGYN	Initial Appointment	Active	OBGYN	Initial Appointment	Active	OBGYN
Mujeeb Ullah, Ateqqa, MD	Initial Appointment	Active	Pathology	Initial Appointment	Active	Pathology	Initial Appointment	Active	Pathology

Reappointments (Continued)	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
Name	Type/Status	Category	Department	Type/Status	Category	Department	Type/Status	Category	Department
Delgado, Gregg, DO	Reappointment	Active	Radiology	Reappointment	Active	Radiology	Reappointment	Active	Radiology
Donahoe, David K., MD	Reappointment	Courtesy	Orthopedic	Reappointment	Consulting	Orthopedic	N/A	N/A	N/A
Donnellan, Kimberly A., MD	Reappointment	Active	Surgery	Reappointment	Active	Surgery	Reappointment	Active	Surgery
Donovan, Timothy B., MD	Reappointment	Consulting	Radiology	Reappointment	Consulting	Radiology	N/A	N/A	N/A
Drummond, Paula S., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Dyess, Donna L., MD	Reappointment	Active	Surgery	Reappointment	Active	Surgery	Reappointment	Active	Surgery
Fleck, Lorie G., MD	Reappointment	Active	Urology	Reappointment	Active	Urology	Reappointment	Active	Urology
Foster, Thomas E., MD	Reappointment	Community Staff	Neurology	Reappointment	Community Staff	Neurology	N/A	N/A	N/A
Freeman, Andrew G., MD	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Friedman, Richard A., MD	Reappointment	Community Staff	Neurology	Reappointment	Community Staff	Neurology	N/A	N/A	N/A
Galliani, Carlos A., MD	Reappointment	Active USA	Pathology	Reappointment	Consulting USA	Pathology	Reappointment	Active USA/Consulting USA	Pathology
Gonzalez Rodriguez, Angel D., MD	Reappointment	Active	Internal Medicine	Reappointment	Active	Internal Medicine	Reappointment	Active	Internal Medicine
Gonzalez Rodriguez, Angel D., MD	Reappointment	Active	Pediatrics	N/A	N/A	N/A	Reappointment	Active	Pediatrics
Holcomb, Jessica B., LPN	Reappointment	APP Non-Privileged	Pediatrics	Reappointment	APP Non-Privileged	Pediatrics	N/A	N/A	N/A
Holcomb, Jessica B., LPN	Reappointment	APP Non-Privileged	Pediatrics	Reappointment	APP Non-Privileged	Pediatrics	N/A	N/A	N/A
Hummel, Ursula N., PA	Reappointment	APP	Neurosurgery	Reappointment	APP	Neurosurgery	Reappointment	APP	Neurosurgery
Imran, Hamayun, MD	Reappointment	Active	Pediatrics	Reappointment	Courtesy	Pediatrics	Reappointment	Active/Courtesy	Pediatrics
Inge, II, George B., MD	Reappointment	Courtesy	OB/GYN	N/A	N/A	N/A	N/A	N/A	N/A
Jefferson, Richelle A., MD	Reappointment	Active USA	Family Medicine	Reappointment	Active USA	Family Medicine	Reappointment	Active USA	Family Medicine
Kilgo, William A., MD	Reappointment	Active	Neurology	Reappointment	Active	Neurology	Reappointment	Active	Neurology
King, Raquel C., CRNP	Reappointment	APP Non-Privileged	Family Medicine	Reappointment	APP Non-Privileged	Family Medicine	N/A	N/A	N/A
Kirkland, Lynne, MD	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Kuhlman, Taylor S., MD	Reappointment	Active	Radiology	Reappointment	Active	Radiology	N/A	N/A	N/A
Lambert, Dana R., CRNA	Reappointment	APP	Anesthesiology	Reappointment	APP	Anesthesiology	N/A	N/A	N/A
Mace, Kyle M., PA	Reappointment	APP	Urology	Reappointment	APP	Urology	Reappointment	APP	Urology
Madelaire, Carlina, MD	Reappointment	Courtesy USA	Pathology	Reappointment	Active USA	Pathology	Reappointment	Courtesy USA/Active USA	Pathology
Manix, Marc C., MD	Reappointment	Active	Neurosurgery	Reappointment	Active	Neurosurgery	Reappointment	Active	Neurosurgery
Marri, Preethi R., MD	Reappointment	Active	Pediatrics	Reappointment	Courtesy	Pediatrics	Reappointment	Active	Pediatrics
Marri, Preethi R., MD	Reappointment	Active	Pediatrics Emergency Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Martin, Bret, MD	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology
Martino, Anthony M., MD	Reappointment	Active	Neurosurgery	Reappointment	Active	Neurosurgery	Reappointment	Active	Neurosurgery
Mauldin, Teresa, RN	Reappointment	APP	OB/GYN	Reappointment	APP	OB/GYN	N/A	N/A	N/A
McDonald, Tyler C., MD	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics
McDonough, Lisa, H., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Melton, Casey W., MD	N/A	N/A	N/A	Reappointment	Community Staff	Internal Medicine	N/A	N/A	N/A
Michaelis, Taylor B., CRNA	Reappointment	APP USA	Anesthesiology	Reappointment	APP USA	Anesthesiology	N/A	N/A	N/A
Milling, Nell F., PA	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine
Minchew, Leigh A., CRNP	Reappointment	APP	GYN - MCI	N/A	N/A	N/A	Reappointment	APP	GYN - MCI
Minto, Laura E., MD	Reappointment	Community Staff	Neurology	Reappointment	Community Staff	Neurology	N/A	N/A	N/A
Mizell, Rachel B., CRNP	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine
Moore, Margaret T., MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Mullen, Parker R., MD	Reappointment	Active	Surgery	Reappointment	Active	Surgery	Reappointment	Active	Surgery
Mullens, Jess H., MD	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics	Reappointment	Active USA	Orthopaedics
Nagaraddi, Venkatesh, MD	Reappointment	Consulting	Neurology	Reappointment	Consulting	Neurology	N/A	N/A	N/A
Nichols, Amy C., Au.D., Ph.D.	Reappointment	APP USA	Surgery	N/A	N/A	N/A	Reappointment	APP USA	Surgery
Nicholson, Torrence, MD	Reappointment	Community Staff	Family Medicine	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A
Norman, Cindy, CRNP	Reappointment	APP Non-Privileged	Family Medicine	Reappointment	APP Non-Privileged	Family Medicine	N/A	N/A	N/A
Obiaka, Uzoma C., MD	Reappointment	Active	Pediatrics	Reappointment	Active	Pediatrics	Reappointment	Active	Pediatrics
Orr, Elizabeth, MD	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Pack Mabien, Ardie V., CRNP	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine
Park, Elizabeth A., MD	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology	Reappointment	Active USA	Radiology
Parsell Miller, Karen, MD	Reappointment	Active USA	Pediatrics	N/A	N/A	N/A	Reappointment	Active USA	Pediatrics
Pelekanos, Sharon F., PA	Reappointment	APP	Neurosurgery	Reappointment	APP	Neurosurgery	Reappointment	APP	Neurosurgery
Pickard, Paul W., MD	Reappointment	Active USA	Anesthesiology	Reappointment	Active USA	Anesthesiology	N/A	N/A	N/A
Pierce, Allyson J., CRNP	Reappointment	APP	Surgery	N/A	N/A	N/A	Reappointment	APP	Surgery
Pierce, Jennifer Y., MD	Reappointment	Active	Gyn/Onc	Reappointment	Active	Gyn/Onc	Reappointment	Active	Gyn/Onc
Pollman, Daniel J., MD	Reappointment	Community Staff	Internal Medicine	Reappointment	Community Staff	Internal Medicine	N/A	N/A	N/A
Porr, William H., MD	N/A	N/A	N/A	Reappointment	Coverage	Internal Medicine	N/A	N/A	N/A
Powell, Angela, MD	Reappointment	Community Staff	Family Medicine	Reappointment	Community Staff	Family Medicine	N/A	N/A	N/A
Rana, Hunaid N., MD	Reappointment	Active	Radiology	Reappointment	Active	Radiology	Reappointment	Active	Radiology
Reeves, Mary B., CRNP	Reappointment	APP	Urology	N/A	N/A	N/A	Reappointment	APP	Urology
Roth, Tracy Y., MD	Reappointment	Active	OB/GYN	Reappointment	Active	OB/GYN	Reappointment	Active/Courtesy	OB/GYN
Rozell, Joseph M., MD	Reappointment	Consulting	Radiology	Reappointment	Consulting	Radiology	N/A	N/A	N/A

Reappointments (Continued)	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
Name	Type/Status	Category	Department	Type/Status	Category	Department	Type/Status	Category	Department
Savani, Sonia, MD	Reappointment	Active USA	Internal Medicine	Reappointment	Active USA	Internal Medicine	Reappointment	Active USA	Internal Medicine
Savani, Sonia, MD	Reappointment	Active USA	Pediatrics	Reappointment	Active USA	Pediatrics	Reappointment	Active USA	Pediatrics
Schaphorst, Kane L., MD	Reappointment	Courtesy	Internal Medicine	Reappointment	Active	Internal Medicine	Reappointment	Courtesy/Active	Internal Medicine
Sherman, Craig D., MD	N/A	N/A	N/A	Reappointment	Active	OB/GYN	Reappointment	Active/Courtesy	OB/GYN
Smith, Dusty F., MD	Reappointment	Community Staff	Surgery	Reappointment	Community Staff	Surgery	N/A	N/A	N/A
Smithgall, Ashley L., CRNP	Reappointment	APP	Pediatrics	N/A	N/A	N/A	Reappointment	APP	Pediatrics
Snypes, Stephen, MD	Reappointment	Active USA	Anesthesiology	Reappointment	Active USA	Anesthesiology	N/A	N/A	N/A
Standley, Todd B., MD	Reappointment	Active	Radiology	N/A	N/A	N/A	Reappointment	Active	Radiology
Steffler, Brad, MD	Reappointment	Active	Radiology	Reappointment	Active	Radiology	Reappointment	Active	Radiology
Stewart, Penny A., DO	Reappointment	Active	Pediatrics	Reappointment	Courtesy	Pediatrics	Reappointment	Active	Pediatrics
Tharp, Landen M., MD	Reappointment	Active	Radiology	Reappointment	Active	Radiology	N/A	N/A	N/A
Tindle, Hope R., CRNP	Reappointment	APP USA	Pediatrics Emergency Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Turner, Joseph R., MD	Reappointment	Active	Surgery	Reappointment	Active	Surgery	N/A	N/A	N/A
Vamesu, Bianca M., MD	Reappointment	Active	Pediatrics	Reappointment	Coverage	Pediatrics	Reappointment	Active/Coverage	Pediatrics
Vick, Valerie L., MD	Reappointment	Active	Surgery	Reappointment	Consulting	Surgery	N/A	N/A	N/A
Wallender, Aaron C., MD	Reappointment	Active	Surgery	Reappointment	Consulting	Surgery	N/A	N/A	N/A
Williams, Ashley, MD	Reappointment	Active USA	Surgery	Reappointment	Active USA	Surgery	Reappointment	Active USA	Surgery
Wilson, Micah J., CRNP	N/A	N/A	N/A	Reappointment	APP	Internal Medicine	Reappointment	APP	Internal Medicine
Winebrenner, Hans Martin, MD	Reappointment	Active	Anesthesiology	Reappointment	Active	Anesthesiology	N/A	N/A	N/A
Wong, Kevin, DO	Reappointment	Active	Radiology	Reappointment	Active	Radiology	Reappointment	Active	Radiology
Xin, Wei, MD	Reappointment	Active	Pathology	Reappointment	Active	Pathology	Reappointment	Active	Pathology
Yoder, Dwight A., MD	Reappointment	Community Staff	Pediatrics	Reappointment	Community Staff	Pediatrics	N/A	N/A	N/A
Zayek, Michael M., MD	Reappointment	Active	Pediatrics	Reappointment	Consulting	Pediatrics	Reappointment	Active/Consulting	Pediatrics
Change Requests									
Change Requests	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
Name	Type/Status	Category	Department	Type/Status	Category	Department	Type/Status	Category	Department
Choudhary, Saroj, MD	Added Privilege	Active	Pediatrics	Added Privilege	Active	Pediatrics	Added Privilege	Active	Pediatrics
Deci, Ryan T., DO	N/A	N/A	N/A	Added Privileges	Active	Surgery	Added Privilege	Active	Surgery
Gay, David, CRNA	Added Privileges	APP USA	Anesthesiology	Added Privileges	APP USA	Anesthesiology	N/A	N/A	N/A
Kovalsky, Christopher J., MD	Added Privileges	Active	Radiology	Added Privileges	Active	Radiology	N/A	N/A	N/A
Kyriazis, Dimitris K., MD	Added Privileges	Coverage	Surgery	Added Privileges	Active	Surgery	Added Privilege	Coverage/Active	Surgery
Maltese, Carl, MD	Added Privileges	Courtesy	Surgery	Added Privileges	Active	Surgery	Added Privilege	Coverage/Active	Surgery
Mullen, Parker R., MD	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery
Mullen, Parker R., MD	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery
Ricks, William A., MD	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery
Rieske, Richard R., MD	Deleted Privileges	Active	Surgery	Deleted Privileges	Active	Surgery	Deleted Privilege	Active	Surgery
Thomas, Melanie J., CRNP	N/A	N/A	N/A	Added Privileges	APP	Emergency Medicine	Added Privilege	APP	Emergency Medicine
Walton, Christopher J., MD	Added Privileges	Active	Surgery	Added Privileges	Active	Surgery	N/A	N/A	N/A
Resigned/Retired									
Resigned/Retired	USA Health Children's & Women's Hospital			USA Health University Hospital			USA Health Ambulatory Care		
Name	Reason	Date	Department	Reason	Date	Department	Reason	Date	Department
Baginski, Scott G., MD	Resigned	Consulting	Radiology	Resigned	Consulting	Radiology	N/A	N/A	N/A
Berry, Travis C., DO	Resigned	Active USA	Pathology	Resigned	Active USA	Pathology	Resigned	Active USA	Pathology
Brown, Amberlyn N., PA	Resigned	08/10/2025	OBGYN	Resigned	08/10/2025	OBGYN	Resigned	08/10/2025	OBGYN
Bush, Aaron T., DO	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology	N/A	N/A	N/A
Carter, Keith L., MD	Resigned	09/22/2025	Anesthesiology	Resigned	09/22/2025	Anesthesiology	N/A	N/A	N/A
Ceballos, Darrel A., DO	Resigned	10/13/2025	Radiology	Resigned	10/13/2025	Radiology	Resigned	10/13/2025	Radiology
Dadlani, Gul H., MD	Resigned	Active USA	Pediatrics	Resigned	Active USA	Pediatrics	Resigned	Active USA	Pediatrics
Detrinis, Robert B., MD	Resigned	Consulting	Psychiatry	Resigned	Consulting	Psychiatry	N/A	N/A	N/A
Dickson, Hunter C., DO	Resigned	09/06/2025	Internal Medicine	Resigned	09/06/2025	Internal Medicine	Resigned	09/06/2025	Internal Medicine
Garlapati, Srikanth, MD	Resigned	08/28/2025	Pediatrics	Resigned	08/28/2025	Pediatrics	Resigned	08/28/2025	Pediatrics
Geatrakas, Christina S., MD	Resigned	Consulting	Radiology	Resigned	Consulting	Radiology	N/A	N/A	N/A
Grevenitis, Sonia S., MD	Resigned	Consulting	Pediatrics	N/A	N/A	N/A	N/A	N/A	N/A
Hartin, Jr., Charles W., MD	Resigned	09/05/2025	Surgery	Resigned	09/05/2025	Surgery	Resigned	09/05/2025	Surgery
Hurst, Anna C., MD	Resigned	Active	Pediatrics	Resigned	Active	Pediatrics	N/A	N/A	N/A
Macfarlane, Patricia O., MD	Resigned	08/20/2025	Radiology	Resigned	08/20/2025	Radiology	N/A	N/A	N/A
McBroom, John W., MD	Resigned	09/29/2025	GYN/ONC	Resigned	09/29/2025	GYN/ONC	Resigned	09/29/2025	GYN/ONC
Morris, Julia H., MD	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology	N/A	N/A	N/A
Morrison, Esther, MD	Resigned	09/02/2025	Internal Medicine	Resigned	09/02/2025	Internal Medicine	Resigned	09/02/2025	Internal Medicine
Nielsen, Brian W., MD	Resigned	09/29/2025	OBGYN	Resigned	09/29/2025	OBGYN	Resigned	09/29/2025	OBGYN
Pashayan, II, Edward J., CRNP	Resigned	APP USA	Internal Medicine	Resigned	APP USA	Internal Medicine	Resigned	APP USA	Internal Medicine
Patten, Patrick P., MD	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology
Payne-Johnson, Ann I., MD	Resigned	08/21/2025	Family Medicine	Resigned	08/21/2025	Family Medicine	Resigned	08/21/2025	Family Medicine
Pittman, Joyce A., CRNP	Resigned	APP USA	Surgery	Resigned	APP USA	Surgery	Resigned	APP USA	Surgery
Ramsey, Daniel S., DO	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology	N/A	N/A	N/A

Robin, Nathaniel, MD	Resigned	Active	Pediatrics	Resigned	Active	Pediatrics	N/A	N/A	N/A
Scott, Trent M., MD	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology	N/A	N/A	N/A
Strong, Benjamin W., MD	Resigned	Consulting	Radiology	Resigned	Consulting	Radiology	N/A	N/A	N/A
Thomas, Rebecca M., RN	Resigned	APP	OB/GYN	Resigned	APP	OB/GYN	N/A	N/A	N/A
Turbat Herrera, Elba A., MD	Resigned	Active USA	Pathology	Resigned	Consulting USA	Pathology	Resigned	Active USA/Consulting USA	Pathology
Waldrop, Ronnie D., MD	Resigned	08/01/2025	Pediatrics Emergency Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Wei, Eric X., MD	Resigned	09/12/2025	Pathology	Resigned	09/12/2025	Pathology	N/A	N/A	N/A
Winter, Emily L., PA	Resigned	09/01/2025	Pediatrics Emergency Medicine	N/A	N/A	N/A	N/A	N/A	N/A
Wood, Brian K., DO	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology	Resigned	09/22/2025	Radiology

RESOLUTION

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

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

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

Proposed Changes to USA Health Hospitals Medical Staff Bylaws/Associated Documents
Approved by the USA Health Hospitals Medical Executive Committees on September 23, 2025
Approved via email vote by the USA Health Hospitals Active Medical Staff on October 23, 2025
Approved by the Executive Committee on November 5, 2025

Bold and Underlined - New Wording

~~Strikethrough~~— Deletion

Summary of Proposed Bylaw/Associated Documents Amendments:

I. MEDICAL STAFF BYLAWS

1. Officer Designation
Revised MEC Officer title to Chair-Elect
2. Medical Executive Committee
Revised MEC Officer title to Chair-Elect
Added more than one APP representative, Chief Quality Officer and senior administrative leadership
3. Quorum and Voting
Added an alternative in-person meeting for conducting business

II. MEDICAL STAFF RULES AND REGULATIONS -

4. General Conduct of Care
Revised Licensed Independent Practitioner to Licensed Practitioner
5. PACU admission and discharge
Revised Licensed Independent Practitioner to Licensed Practitioner
6. Progress Notes
Revised Licensed Independent Practitioner to Licensed Practitioner

III. ORGANIZATION MANUAL

7. Bylaws Committee
Revised Membership to reflect structure changes
8. Combined Credentialing Committee
Revised Membership to align with current membership
9. Executive Committee
Revised Membership – only removed the V.P. of Medical Affairs
10. Leadership Council
Revised Licensed Independent Practitioner to Licensed Practitioner

IV. CREDENTIALING POLICY

11. USA Health Credentialing Board
Revised Membership
12. Disaster Privileges
Revised Licensed Independent Practitioner to Licensed Practitioner
13. Temporary Privileges
Added Temporary Emergency Need Privileges – No pending application or application incomplete

V. ADVANCED PRACTICE PROFESSIONAL POLICY

14. Definitions
Revised Licensed Independent Practitioner to Licensed Practitioner
15. Qualifications
Revised Licensed Independent Practitioner to Licensed Practitioner
16. All Medical Staff Documents
Revised Hospital Administrator Title to hospital Chief Executive Officer (CEO)

VI. FPPE AND OPPE POLICY

17. Definitions
 - a. Added FPPE External Reviewer definition

VII. ADDITIONAL Rules & Regs amendment

18. Outpatient diagnostic or therapeutic procedures
Revised to allow non-practitioner orders

ARTICLE 3

OFFICERS

3.A. DESIGNATION

The officers of the Medical Staff shall be the Chair of the MEC, Chair-Elect/~~Secretary~~ of the MEC, and the Immediate Past Chair of the MEC.

3.C.2. Chair-Elect/~~Secretary~~ of the MEC:

3.D. NOMINATIONS

(1) The Nominating Committee shall consist of the Chair of the MEC, the Chair-Elect/~~Secretary~~ of the MEC, the Immediate Past Chair of the MEC, the Chair of the Performance Improvement Council (Children's and Women's Hospital only), the **hospital** CMO, the ~~CEO Hospital Administrator~~, and the Quality Director. The Chair of the MEC shall serve as the Chair.

(2) The committee shall convene at least 45 days prior to the election and shall submit the names of at least one qualified nominee for the office of Chair-Elect/~~Secretary~~ of the MEC. Nominees must meet the eligibility criteria in Section 3.B and agree to serve, if elected. Notice of the nominees shall be provided to the Medical Staff at least 21 days prior to the election.

3.H. VACANCIES

A vacancy in the office of Chair of the MEC shall be filled by the Chair-Elect of the MEC, who shall serve until the end of the Chair of the MEC's unexpired term. In the event there is a vacancy in the Chair-Elect/~~Secretary~~ position, the MEC shall appoint an individual to fill the office for the remainder of the term or until a special election can be held, at the discretion of the MEC.

4.E.2. Appointment of USA Health Children's & Women's Hospital Service Line Chairs:

The Chair of the MEC, the Chair-Elect/~~Secretary~~ of the MEC, and the Immediate Past Chair of the MEC, in consultation with the **hospital** CMO and the Quality Director shall identify and appoint USA Health Children's and Women's Hospital service line chairs. If a vacancy occurs, the same individuals may appoint an interim service line chair to serve the remainder of the term.

I. BYLAWS - 2

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 CEO, CMO, CNO, **Chief Surgical Officer (UH Only)**, **senior administrative leaders**, resident physicians, advanced practice practitioners, 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.

I. BYLAWS- 3

6.D.2. Quorum and Voting:

(d) As an alternative to an in-person meeting, at the discretion of the Presiding Officer, meetings of the Medical Staff, a department, or a Medical Staff committee may be conducted entirely by telephone or videoconference or the voting members may also be presented with a question by mail, facsimile, e-mail or other electronic means, hand delivery, or telephone and their votes returned to the Presiding Officer by the method designated in the notice.

The voting members of the Medical Staff, a department, service line, or a committee may also be presented with a question by mail, facsimile, e-mail, hand delivery, website posting, or telephone and their votes returned to the Presiding Officer by the method designated in the notice. Except for actions by the MEC and the Leadership Council (which require a 50% quorum), a quorum for purposes of these votes shall be the number of responses returned to the Presiding Officer by the date indicated. The question raised shall be determined in the affirmative if a majority of the responses returned has so indicated.

II. RULES AND REGULATIONS - 4

2.0 General Conduct of Care:

2.1.3 Patient care

The management of each patient's care is the responsibility of a qualified licensed ~~independent~~ practitioner with appropriate clinical privileges, herein referred to as an attending physician. Residents and fellows are, by definition, not attending physicians. The attending physician shall be responsible for the treatment, the prompt completion and accuracy of the medical record and for communication with a referring clinician.

II. RULES AND REGULATIONS - 5

2.4.8 PACU admission and discharge

The patient's status must be assessed on admission to and discharge from the Post Anesthesia Recovery Area. Patients may only be discharged from the post-anesthesia recovery area by a qualified licensed ~~independent~~ practitioner or according to criteria approved by the medical staff.

II. RULES AND REGULATIONS - 6

3.2.2 Progress notes

Progress notes must be entered into the medical record daily by attending physician or licensed ~~independent~~ practitioner. On the day of discharge, the discharge summary may be accepted as a progress note when the discharge summary is completed contemporaneously with discharge. Patients designated as being long term stay patients will be assessed as per hospital policy. Medical student progress notes must be reviewed and signed by a physician but cannot take the place of an attending or resident note. These notes should reflect current problems, treatments and plans and patient/family wishes.

III. ORGANIZATION MANUAL - 7

3.D. BYLAWS COMMITTEE

3.D.1. Composition:

The Bylaws Committee is a joint committee with authority for both Hospitals which shall consist of at least three members of the Active Staff, which shall include one member who practices primarily at University Hospital and one who practices primarily at Children's & Women's Hospital, the CMOs **from each hospital**, ~~both Quality Management Department Heads~~, **Chief Surgical Officer for UH**, and other representatives as may be necessary. When possible, preference shall be given to individuals who have served in Medical Staff leadership positions in the past.

III. ORGANIZATION MANUAL - 8

3.E. COMBINED CREDENTIALS COMMITTEE

3.E.1. Composition:

(d) The **hospital** CMOs and ~~Quality Management~~ support staff representatives shall serve as *ex officio* members, without vote, to facilitate the Credentials Committee's activities.

III. ORGANIZATION MANUAL - 9

3.F. EXECUTIVE COMMITTEE

3.F.1. Composition:

The Executive Committee is a joint committee with authority for both Hospitals which shall consist of the ~~Vice President of Medical Affairs~~, CEO **of USA Health**, who shall serve as the Chair, and appropriate Chairs, Service Line Leaders, Dean of the College of Medicine, and Senior Administrators.

III. ORGANIZATION MANUAL - 10

3.G. LEADERSHIP COUNCIL

3.G.1. Composition:

The Leadership Council shall be comprised of the following voting members:

- (1) Chair of the MEC, who shall serve as Chair;
- (2) Chair-Elect/~~Secretary~~ of the MEC;
- (3) Chair, Combined Credentials Committee; and
- (4) the Department Chair or Service Line Chair of the department/service line to which the practitioner under review is assigned.

IV. CREDENTIALING POLICY - 11

ARTICLE 1

GENERAL

1.A. DEFINITIONS

The following definitions shall apply to terms used in this Policy:

- (1) "BOARD" means the University of South Alabama Board of Trustees, or its designated committee.
- (2) "USA Health Credentialing Board" ("USAHCB") consist of **the following voting** members- ~~Vice President of Medical Affairs/Dean of the College of Medicine, the Chief Medical Officer,~~ **Chief Physician Executive, the hospital Chief Medical Officers**, and two (2) BOT members, as appointed by the USA Board of Trustees; and one (1) non-voting member- the CEO of USA Health.

IV. CREDENTIALING POLICY - 12

4.E. DISASTER PRIVILEGES

(1) When the disaster plan has been implemented and the immediate needs of patients in the facility cannot be met, the Hospital Administrator, the CMO, or the Chair of the MEC may use a modified credentialing process to grant disaster privileges to eligible volunteer licensed ~~independent~~ practitioners ("volunteers"). Safeguards must be in place to verify that volunteers are competent to provide safe and adequate care.

5) The Medical Staff will oversee the care provided by volunteer licensed ~~independent~~ practitioners. This oversight shall be conducted through direct observation, mentoring, clinical record review, or other appropriate mechanism developed by the Medical Staff and Hospital.

IV. CREDENTIALING POLICY - 13

4.B. TEMPORARY CLINICAL PRIVILEGES

4.B.1. Eligibility to Request Temporary Clinical Privileges:

(a) Applicants. Temporary privileges for an applicant for initial appointment may be granted by the CMO under the following conditions:

(b) Applicants. Temporary Emergency Need Privileges for an applicant with no pending application or application incomplete. May be granted by the hospital CMO under the following conditions:

When no completed application for medical staff membership or clinical privilege is currently pending, upon receipt of a written request, an appropriately licensed person may be granted temporary privileges for an

initial period not to exceed thirty (30) days. Temporary privileges may be granted for situations such as the following:

- 1. A practitioner who is serving as a substitute for a member of the Medical Staff during a period of absence for any reason, (example: a physician is involved in an accident or becomes suddenly ill, and a practitioner is needed to cover his/her practice immediately) to prevent a lack or lapse of services in a needed specialty area**
- 2. A practitioner temporarily providing services to cover an important patient care, treatment or service need (which may include care of one (1) specific patient),**

Such privileges may be renewed for one (1) successive consecutive period not to exceed thirty (30) days for no more than sixty (60) consecutive days), but only upon the practitioner establishing his/her qualifications to the satisfaction of the MEC and the Board and in no event to exceed one hundred and twenty (120) days of service within a calendar year. All practitioners providing coverage for other practitioners must ensure that all legal requirements, including billing and reimbursement regulations, are met. The National Practitioner Data Bank query must be completed prior to any award of temporary privileges pursuant to this section. Further, prior to award of temporary privileges, due to important patient care need, the applicant must submit a written request for specific privileges and evidence of current competence to perform them, a photograph, proof of appropriate malpractice insurance, the consent and release required by these bylaws, copies of the practitioner's license to practice medicine, DEA certificate and telephone confirmation of privileges at the practitioner's primary Organization. The letter approving temporary privileges shall identify the specific privileges granted. Members of the Medical Staff seeking to facilitate coverage for their practice via a substitute practitioner shall, where possible, advise the Organization at least thirty (30) days in advance of the identity of the practitioner and the dates during which the services will be utilized in order to allow adequate time for appropriate verification to be completed. Failure to do so without good cause shall be grounds for corrective action.

V. ADVANCED PRACTICE PROFESSIONALS POLICY - 14

ARTICLE 1

GENERAL

1.A. DEFINITIONS

Except as specifically defined below, the definitions that apply to the terms used in this Policy are set forth in the Medical Staff Credentials Policy:

- (1) "ADVANCE PRACTICE PROFESSIONALS" ("APPs") means individuals other than Medical Staff members who are authorized by law and by the Hospital to provide patient care services within the Hospital. All APPs are described as Category I, Category II, or Category III practitioners in the Medical Staff Bylaws documents:

- "CATEGORY I PRACTITIONER" means a Licensed ~~Independent~~ Practitioner, a type of Advance Practice Professional who is permitted by law and by the Hospital to provide patient care services without direction or supervision, within the scope of his or her license and consistent with the clinical privileges granted. Category I practitioners also include those physicians not appointed to the Medical Staff who seek to exercise certain limited clinical privileges at the Hospital under the conditions set forth in this Policy (i.e., moonlighting residents). See Appendix A for a list of Category I practitioners.

V. ADVANCED PRACTICE PROFESSIONALS POLICY - 15

ARTICLE 4

QUALIFICATIONS, CONDITIONS, AND RESPONSIBILITIES

4.A. QUALIFICATIONS

4.A.1. Non-Privileged Advanced Practice Professional Eligibility Criteria:

To be eligible to apply for Non-Privileged Advance Practice Professional status, the applicant must meet the USA Health Hospitals requirements. No other privilege requests will be accepted in conjunction with Non-Privileged Advance Practitioner Professionals. If applicant requests additional privileges at a later time, the credentialing process will be followed and "Non-Privileged Advance Practitioner Professionals" will be considered "withdrawn."

The Non-Privileged Advance Practitioner Professionals shall consist of those Licensed ~~Independent~~ Practitioners, who wish to be affiliated with the Hospital and refer patients to members of the Active and/or Courtesy Staff, but who do not

admit or treat patients in the hospital. However, the Licensed ~~Independent~~ Practitioners may desire to monitor their patients while they are in the hospital and to access the patient's medical record.

V. ALL MEDICAL STAFF DOCUMENTS - 16

Revise Hospital Administrator to hospital Chief Executive Officer (CEO)

BYLAWS

- ARTICLE 1: Medical Staff dues - 1.C
- ARTICLE 3: MEC Chair duties- 3.C and Nominations- 3.D
- ARTICLE 5: Appointment of Committee members- 5.B, 5.C
- ARTICLE 6: Provision of meetings- 6.D
- ARTICLE 8: Process for Privileging and Credentialing- Sections 8.B, 8.C, 8.D, 8.F
- ARTICLE 9: Amendments to the Medical Staff Bylaws- Section 9.A.

RULES & REGULATIONS

- SECTION 2.1.8: On-Call Obligations
- SECTION 2.3: Residents

ORGANIZATIONAL MANUAL

- ARTICLE 3: Medical Staff Committees

CREDENTIALING POLICY

- ARTICLE 1: Definitions
- ARTICLE 3: Appointment
- ARTICLE 4: Clinical Privileges
- ARTICLE 6: Precautionary Suspension
- ARTICLE 7: The Hearing
- ARTICLE 9: Peer Review Protection

MEDICAL STAFF PROFESSIONALISM POLICY

- APPENDIX I: Performance Improvement Plan

PRACTITIONER HEALTH

- SECTION 10: Peer Review Protection: 10.C, 10.E

POLICY ON ADVANCED PRACTICE

- ARTICLE 5: Credentialing Procedure
- ARTICLE 7: Collegial Leadership Efforts
- ARTICLE 8: Procedure Rights

FPPE AND OPPE POLICY

- Section: FPPE for a Specific Reason

VI. FPPE AND OPPE POLICY- 17

13. "FPPE External Reviewers" means a practitioner who has clinical knowledge of the privileges needed to confirm competence as a reviewer through chart review, direct observations, and/or discussions with others involved in the patient's care. This reviewer does not have to hold privileges with the facility but serves as an expert with the external clinical practice agency.

VII. ADDITIONAL RULES & REGS AMENDMENT- 18

2.1.2 Outpatient diagnostic or therapeutic procedures

Physicians not on the Medical Staff may refer patients for outpatient diagnostic procedures performed at the hospital. However, invasive diagnostic or therapeutic procedures will be allowed only for patients under the care of a physician on the Medical Staff. Outpatient orders for

outpatient testing and/or clinical services are honored from non-staff physician **practitioners** once licensure and CMS specifications are verified.

RESOLUTION

**USA HEALTH HOSPITALS NOMINATION
OF MEDICAL EXECUTIVE COMMITTEE OFFICERS FOR 2026 AND 2027**

WHEREAS, the following USA Health Hospitals slate of officers, approved by the active Medical Staff via electronic vote on September 19, 2025, is recommended for approval by the Medical Executive Committees and the Executive Committee:

USA Health Children’s & Women’s Hospital

- Chair, Medical Executive Committee Benjamin Estrada, M.D.
- Chair-Elect/Secretary, Medical Executive Committee Jennifer Pierce, M.D.

USA Health University Hospital

- Chair, Medical Executive Committee Judy Blair-Elortegui, M.D.
- Chair-Elect/Secretary, Medical Executive Committee Payton Statkewicz, M.D.,

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



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Office of General Counsel

DATE: November 10, 2025

TO: Jo Bonner, President

FROM: Spencer H. Larche, General Counsel

A handwritten signature in black ink, appearing to read 'S. Larche'.

SUBJECT: Formation of the University of South Alabama Rural Health Care Authority.

The purpose of this memorandum is to request (1) approval of the formation of the University of South Alabama Rural Health Care Authority (the "Rural HCA"), (2) approval of the Articles of Incorporation and Bylaws of Rural HCA, attached hereto as **Exhibit A** and **Exhibit B**, respectively, and (3) authority to file the Articles of Incorporation of the Rural HCA with the Alabama Secretary of State.

The State of Alabama and the University of South Alabama have identified a need to allocate additional resources to rural healthcare. Formation of the proposed Rural HCA will allow the University a vehicle by which it can dedicate resources and personnel, as warranted and appropriate, to supporting and advancing rural healthcare in the region.

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

RESOLUTION**USA RURAL HEALTHCARE AUTHORITY**

WHEREAS, the University of South Alabama (the “University”) is a public body corporate and institution of higher learning that operates a college of medicine as a part of its academic medical center enterprise, which also includes a physician faculty practice, three acute care hospitals, and USA Health Mitchell Cancer Institute, these three endeavors being collectively known as USA Health and USA HealthCare Management, LLC, and

WHEREAS, pursuant to Alabama Code Sections 16-17A-2 to 24 (the “Enabling Law”), public universities operating schools of medicine are authorized to form a type of public corporation known as a University Authority if it is found by the board of trustees of the sponsoring university that such formation is necessary, desirable, and in the best interests of the sponsoring university, and

WHEREAS, the formation of a University Authority for the purposes of facilitating the provision of healthcare in South Alabama, particularly in rural areas, would enhance the University’s delivery of patient care by providing it with a corporate structure that allows for greater flexibility and options with the exercise of the powers and privileges granted under the Enabling Law to achieve this goal consistent with the public health mission of the University,

THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of South Alabama hereby declares that it is necessary, desirable, and in the best interest of the University of South Alabama that the proposed USA Rural Healthcare Authority, a University Authority, be incorporated, and

RESOLVED FURTHER that the Board of Trustees hereby authorizes the formation of the USA Rural Healthcare Authority; approves the Articles of Incorporation of the USA Rural Healthcare Authority on **Exhibit A**; and authorizes the University of South Alabama to proceed to form the USA Rural Healthcare Authority by filing the articles of incorporation in accordance with Alabama Code Section 16-17A-4, and

RESOLVED FURTHER that the Board of Trustees hereby approves the Bylaws of the USA Rural Healthcare Authority as set forth on **Exhibit B**, and

RESOLVED FURTHER that the Board of Trustees hereby appoints the individuals listed on **Exhibit C** to serve on the Board of Directors of the USA Rural Health Care Authority for the terms indicated in accordance with the provisions of the Articles of Incorporation of the USA Rural Health Care Authority, and

RESOLVED FURTHER that the Board of Trustees hereby authorizes any other action necessary for the establishment of the USA Rural Healthcare Authority, and

RESOLVED FURTHER that the Board of Trustees ratifies any actions taken by officers or employees of the University of South Alabama in connection with the establishment of the USA Rural Healthcare Authority.

EXHIBIT A
ARTICLES OF INCORPORATION
OF
USA RURAL HEALTHCARE AUTHORITY

For the purpose of forming a public corporation under and pursuant to the provisions of the University Authority Act of 2016, and any act amendatory thereof, supplementary thereto, or substituted therefore (the “Enabling Law”), the undersigned does hereby sign, verify, and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Alabama Secretary of State, the existence of a public corporation and authority, as defined under the Enabling Law, under the name set forth in Article I hereof shall commence.

ARTICLE I

The name of the public corporation is the “USA Rural Healthcare Authority” (the “Authority”). Attached as **Exhibit A** and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the Authority is not identical to that of any other corporation organized under the laws of the State of Alabama or so nearly similar thereto as to lead to confusion or uncertainty.

ARTICLE II

The Authority shall have perpetual existence; provided, however, that the Authority’s existence may be terminated pursuant to the provisions of the Enabling Law and of these Articles of Incorporation relevant to the dissolution of the Authority.

ARTICLE III

The name of the sponsoring university authorizing the incorporation of the Authority is the University of South Alabama, a public body corporate of the State of Alabama (the “University”). On December 4, 2025, the University, by and through its governing body of the Board of Trustees (the “Trustees”), adopted a resolution approving and authorizing the Articles of Incorporation of the Authority in accordance with the Enabling Law.

ARTICLE IV

The Authority is organized pursuant to the provisions of the Enabling Law.

ARTICLE V

The Authority shall have and exercise all powers and authorities provided by the Enabling Law, for corporations organized thereunder, together with such additional powers and rights as are now or may hereafter be provide by law.

ARTICLE VI

The location and mailing address of the registered office of the Authority shall be 307 University Boulevard, AD 140, Mobile, Alabama 36688. The name of the registered agent of the Authority at such address is Spencer H. Larche, General Counsel of the University.

ARTICLE VII

There shall be eleven (11) directors constituting the Board of Directors of the Authority (the "Board") whose terms of office and manner of appointment or election are as follows:

- a)** Of the eleven (11) member board, five (5) members will be ex officio, with voting rights, and will include the individuals occupying the following positions at the University: Chair of the Health Affairs Committee of the Board of Trustees, the Executive Vice President of the University, the Vice President, Finance of the University, the Chief Executive Officer of USA Health, and Chief Policy Officer of USA Health.
- b)** After the initial appointments to the Board, those appointed to the six (6) director positions that are not in an ex officio capacity shall hold office for six-year terms. The appointment of those six (6) positions to the Board will be made in two (2) groups, with three (3) directors appointed to a three-year term and three (3) appointed to a full six-year term. If, at the expiration of any term of office of any director, a successor has not been appointed as provided herein, then the director whose term of office has expired shall continue to hold office until his or her successor is appointed.
- c)** Appointments to the Board will be made by Trustees. The appointed membership of the Board will be inclusive and reflect the racial, gender, geographic, and economic diversity of the state.
- d)** Each director shall serve without compensation but may be reimbursed for expenses actually incurred by him or her in connection with the performance of his or her duties.
- e)** A director may be removed by the Trustees, with or without cause, at any time. Any vacancy in the Board created by the death, resignation, incapacity, or removal of a director or by an increase in the number of directors shall be filled by appointments made by the Trustees at their next regular meeting or earlier as determined necessary by the by the Executive Committee of the Trustees.
- f)** A majority of directors shall constitute a quorum for the transaction of business of the Board, and any meeting of the Board may be adjourned from time to time by a majority of the directors present. No vacancy in membership of the Board shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board.
- g)** Any director who is serving on the Board in an ex officio capacity by virtue of his or her office shall be automatically deemed to have resigned his or her seat on the Board in the event such individual no longer serves in the position that entitled him or her to an ex officio membership on the Board.

ARTICLE VIII

The initial bylaws of the Authority shall be adopted by the Trustees. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board; provided, that any amendment to the bylaws of the Authority adopted by the Board shall not become effective until approved by the President of the University and a majority vote of the Trustees. The bylaws may contain any provisions for the regulation and conduct of the affairs of the Authority and the Board not inconsistent with the Enabling Law or these Articles of Incorporation.

ARTICLE IX

Upon the dissolution of the Authority and the winding up of its affairs, the Board shall, after paying or making provision for the payment of all liabilities and obligations of the Authority, transfer all of its remaining assets to the University or to any affiliate organization of the University that is designated by the Trustees. No assets or earnings of the Authority shall be distributed to any officer or director of the Authority or to any private individual.

ARTICLE X

The name and address of the sole incorporator of the Authority is as follows:

<u>Name</u>	<u>Address</u>
Andrea M. Kent	307 University Boulevard, North AD 130 Mobile, AL 36688

ARTICLE XI

These Articles of Incorporation may be amended from time to time by filing articles of amendment with the Secretary of State of the State of Alabama and in accordance with the terms and provisions of the Enabling Law, provided, that any amendment to these Articles of Incorporation shall not be effective, and shall not be filed of public record, until such amendment has been approved by a majority vote of the Trustees. Notwithstanding the foregoing, no amendment shall be made to these Articles of Incorporation that would in any way result in the operation of the Authority for the private advantage or pecuniary profit of any director or member thereof or permit the operation of the Authority for any purpose other than those allowed under the Enabling Law.

IN WITNESS WHEREOF, the undersigned, as the sole incorporator, does hereby execute these Articles of Incorporation of the USA Rural Healthcare Authority on this the ____ day of December, 2025.

USA RURAL HEALTHCARE AUTHORITY

Andrea M. Kent
Incorporator

STATE OF ALABAMA

COUNTY OF MOBILE

I, the undersigned, a Notary Public in and for said State and County, hereby certify that **Andrea M. Kent**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this ____ day of December, 2025.

Notary Public, State of Alabama
My Commission Expires _____

Notice is given that this instrument was prepared by Spencer H. Larche, Esq., General Counsel, University of South Alabama, 307 University Blvd. N, AD 140, Mobile, AL 36688.

EXHIBIT B

BYLAWS

OF

USA RURAL HEALTHCARE AUTHORITY

ARTICLE I

Offices

Section 1. Registered Office. The registered office of the USA Rural Healthcare Authority (the “Authority”) shall be located in the City of Mobile, Alabama (the “City”) at 307 University Boulevard, N., AD 140, Mobile, Alabama, 36688.

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

ARTICLE II

Powers and Conformity with Articles of Incorporation and Enabling Law

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

Section 2. Inconsistency in Governing Documents. No provision of these Bylaws may be inconsistent with the provisions of the Articles of Incorporation or the Enabling Law. In the event of any conflict or inconsistency among the Enabling Law, Articles of Incorporation, and the Bylaws, the following order of priority shall apply: Enabling Law, Articles of Incorporation, and Bylaws.

ARTICLE III

Board of Directors

Section 1. Creation and Duties of the Board. All corporate powers of the Authority shall be exercised by or under the authority of, and the business affairs of the Authority shall be managed under the discretion of, the Board, subject to the approval of the President of the University of South Alabama (the “University”).

Section 2. Appointment of Directors. The members of the Board (hereinafter called “Directors”) shall be selected in accordance with the provisions of the Articles of Incorporation (as it may at the time exist). Any vacancy in the membership of the Board shall be filled in accordance with the Articles of Incorporation.

Section 3. Terms of Directors. Each Director shall hold office for a term as established in the Articles of Incorporation.

Section 4. Resignation of Directors. Any Director may resign at any time upon written notice, which shall include email, to the President of the Authority. Any resignation shall become effective upon receipt, or upon a date and time certain or the happening of a condition specified in the notice of resignation, provided that such date and time or condition must be reached or satisfied within seven (7) calendar days of receipt of the notice. Once received, a resignation may not be withdrawn absent the consent of the Board or failure of a condition specified in the notice.

Section 5. Removal of Directors. Any Director may be removed in accordance with the Articles of Incorporation.

Section 6. Vacancy Among Directors. Any vacancy in the Board shall be filled by appointments made by the Trustees of the University at their next regular meeting or earlier as determined necessary by the Executive Committee of the Trustees.

Section 7. Place of Meetings; Telephonic or Video Conference Meetings. All meetings of the Board shall be held at the registered office of the Authority or at such other place or places as the Directors may from time to time determine. The Board may meet by telephone, video conference, or similar communications equipment by which all Directors participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

Section 8. Regular and Special Meetings. Regular meetings of the Board shall be held quarterly at such time as the Board may determine in advance. A special meeting of the Board shall be held upon the call of the President of the University, the President of the Authority, or a majority of the total number of Directors, and otherwise at such times as the Board may by resolution specify. Any regular meeting or special meeting of the Board may be continued in session by being adjourned at the end thereof to a specified time and place, and at any adjourned meeting may again be continued in session by adjournment thereof.

Section 9. Notice of Meetings. Twenty-four (24) hours' notice of each special meeting shall be given to each Director, and, if required by law or by the Bylaws, such notice shall also state the purpose for which such special meeting was called. The notice provided for in this section may be given in person or by any other reasonable means (including telephone or electronic mail). Attendance of a director at a meeting shall constitute a waiver of notice of such a meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Waiver of Notice. Whenever any notice is required to be given under the Articles of Incorporation or the Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such notice is permitted by state law. All such waivers shall be filed with the corporate records or be made a part of the minutes of the

relevant meeting.

Section 11. Quorum. A majority of Directors shall constitute a quorum for the transaction of business of the Board, and any meeting of the Board may be adjourned from time to time by a majority of the Directors present. No vacancy in membership of the Board shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board.

Section 12. Voting. Each Director shall be entitled to one vote at any meeting of the Board, either in person or by proxy. Each Director may authorize any person to act on the Director's behalf by proxy on all matters in which a Director is entitled to participate, whether by waiving notice of any meeting, voting, or otherwise participating at a meeting. Any such proxy must be signed, electronically or otherwise, by the Director assigning his or her proxy and delivered to the Secretary. A Director may revoke his or her proxy at any time by notifying the Secretary of the same, and no proxy shall be effective at any meeting at which the Director is present and voting.

Section 13. Business and Manner of Acting; Resolutions; Written Record. Any matter of business may be transacted at any meeting, except as otherwise required by law or the Bylaws. Action approved by the majority of Directors present at any meeting at which a quorum is present shall be an act of the Board unless a greater portion is required by law or by the Articles of Incorporation. At the request of any Director, the vote on any question before the Board shall be taken by yeas and nays and entered in the minutes. All resolutions adopted by the Board shall constitute actions of the Authority subject to the approval of the President of the University. All matters voted on by the Board will be subject to and require the approval of the President of the University. All proceedings of the Board shall be reduced to writing, shall be signed by the Secretary and shall be recorded in permanent physical or electronic storage.

Section 14. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed (including signatures sent via facsimile or electronically) by all members of the Board and such written consent is filed with the minutes of its proceedings.

Section 15. Powers. All powers of the Authority shall be exercised by the Board or pursuant to its authorization, subject to the approval of the President of the University. In addition to the powers and authorities by the Bylaws expressly conferred upon it, the Board may exercise all such powers of the Authority and do all such lawful acts and things as are not by statute, by the Articles of Incorporation (as it may at the time exist), or by the Bylaws denied to them.

ARTICLE IV Officers

Section 1. Officers. The officers of the Authority shall consist of a President, a Vice President, a Secretary, and a Treasurer and other officers and assistant officers as the

Board deems necessary or desirable. The President and the Vice President of the Authority shall be members of the Board, and said offices shall not be held by the same person. The Secretary and the Treasurer of the Authority and any other officers of the Authority need not be members of the Board, and said offices may (but need not) be held by the same person.

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

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

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

Section 5. Resignation. Any officer may resign at any time upon written notice, which shall include email, to the President of the Authority. Any resignation shall become effective upon receipt, or upon a date and time certain or the happening of a condition specified in the notice of resignation, provided that such date and time or condition must be reached or satisfied within seven (7) calendar days of receipt of the notice. Once received, a resignation may not be withdrawn absent the consent of the Board or failure of a condition specified in the notice.

Section 6. Duties of Officers. The duties of the President, Vice President, Secretary, and Treasurer shall be those as are customarily performed by such officers, including, without limitation, the following:

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

- b. **Vice President:** The Vice President shall perform such duties as may be assigned to him or her by the Board or the President. In the absence of the President or in the event of his or her disability, inability, or refusal to act, the Vice President shall perform the duties of the President with the full powers of, and subject to the restrictions upon, the President.
- c. **Secretary:** The Secretary shall provide for the keeping of the minutes of all meetings of the Board. He or she shall give or cause to be given appropriate notices in accordance with the Bylaws or as required by law and shall act as custodian of all corporate records and reports and of the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Authority. He or she shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President.
- d. **Treasurer:** The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Authority. He or she shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President. In addition, the Treasurer shall oversee the engagement by the Authority of a firm or firms of certified public accountants to conduct an annual audit of the financial affairs of the Authority in accordance with generally accepted accounting principles.

Section 7. Assistant Secretary and Assistant Treasurer. The President of the University, or the Board with the approval of the President of the University, may, in the event of extended absence or disability of either or both the Secretary and the Treasurer of the Authority, appoint an assistant secretary or an assistant treasurer, respectively, to act in the position and to perform such other duties as may be assigned by the President.

Section 8. Appointment, Powers, Authorities, and Duties of Chief Executive Officer. The Board may select and appoint a Chief Executive Officer, subject to the approval of the President of the University, who is hereby delegated (1) the responsibility for overall administrative management of the Authority under the oversight and direction of the Board and (2) such authority as shall be necessary to effect such responsibility, subject to such policies as may from time to time be adopted by the Board or any committee to which the Board has delegated powers for such action, including but not limited to the following:

- a. making reports to the Board on the overall activities of the Authority, as well as appropriate federal, state, and local developments that affect operations, and take all reasonable steps to conform to all applicable laws and regulations;
- b. assisting the Board by annually preparing and updating a capital budget and preparing an operating budget showing expected receipts and expenditures, and supervise the business affairs of the Authority to assure that funds are expended to the best possible advantage;
- c. hiring or leasing employees, subject to the approval of the President of the

University, to perform duties in furtherance of the purposes of the Authority;
and

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

Section 9. Contracts, Deposits, Signatures on Checks, Bonds and Notes.

- a. **Authority of Employees of the University.** Notwithstanding anything herein to the contrary, any individual employed by the University who has authority to act for the University in a particular capacity has the same authority to act for the Authority, so long as such actions are consistent with the Enabling Law.
- b. **Execution of contracts.** All contracts of the Authority may be entered into pursuant to the written delegation of signatory authority provided by the President of the University. The Vice President of Finance of the University and the Executive Vice President of the University have authority to execute contracts on behalf of the Authority.
- c. **Banking authority.** The President of the University, the Vice President of Finance of the University, or the Executive Director, Treasury Management of the University may, on behalf of the Board: open and close bank, brokerage, custody, safekeeping, or other accounts in the name of the Authority; sell, transfer, and endorse for sale or transfer any and all securities on behalf of the Authority; buy securities for the account of the Authority; order the transfer or delivery of securities on the Authority to any other person; pledge collateral, securities, or other property in the name of the Authority and to make withdrawals, substitutions and exchanges in connection therewith; and exercise any other rights related to securities, including signing for all releases, powers of attorney, and/or other documents in connection with securities of the Authority.
- d. **Deposits.** All funds of the Authority shall be deposited to the credit of the Authority in such depositories as the President of the University, the Vice President of Finance of the University, or the Executive Director, Treasury Management of the University may approve on behalf of the Board.
- e. **Signatures on checks, drafts, etc.** All checks, drafts, and other orders for the payment of money for authorized disbursement or transfer of funds shall be signed by the person or persons designated for that purpose by the President of the University and the Vice President of Finance of the University. In no event shall any check, draft, or other order for payment of money be signed or countersigned in blank.

Anything in the Bylaws to the contrary notwithstanding, the President of the University, the Vice President of Finance of the University, or the Executive Director, Treasury Management of the University may authorize the establishment of a special or limited bank account or accounts for payroll,

working fund, or other special or limited purpose or purposes of the Authority, and may authorize the withdrawal of such funds on the signature of authorized persons.

- f. **Signature on bonds, notes, etc.** To be valid as against the Authority, all bonds, promissory notes, bills of exchange, and other evidence of indebtedness, not including checks, drafts, and other orders for the payment of money which are provided for in the preceding subsection (d) of this section, shall be signed in the name of the Authority by the Secretary and the President of the Authority; provided, that such bonds, promissory notes, bills of exchange and other evidences of indebtedness may be executed with facsimile signatures of any such officer or offices when so permitted by applicable provisions of law.

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

ARTICLE V Board Committees

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

Section 2. Nominating Committee. The Nominating Committee shall consist of the Executive Vice President of the University, the Vice President of Finance of the University, and at least one (1) other Director appointed by the President. The Nominating Committee shall be charged with identifying and nominating qualified candidates for officer positions and presenting the same to the Board when appropriate.

Section 3. Special Committees. The Board has other duties that may require the formation of ad hoc committees. Each such committee shall be appointed by the President of the Authority and shall meet only as required to resolve the issue at hand. No such committee

shall be required to record or keep minutes of its meetings; however, all recommendations made by it shall be submitted to the Board and shall be recorded in the appropriate minutes of meetings of the Board.

Section 4. Term. Each member of a special committee shall continue in such capacity until the next regular meeting of the Board or until such person's successor is appointed, unless the committee shall sooner be terminated by the Board.

Section 5. Resignation and Removal. Any member of a committee may resign at any time upon written notice to the Authority addressed to it at its principal office or to its President or Secretary. The Board may remove any member of a committee from such office at any time with or without cause. Any officer may resign at any time upon written notice, which shall include email, to the President, or in the case of the resignation of the President, to the Vice President. Any resignation shall become effective upon receipt, or upon a date and time certain or the happening of a condition specified in the notice of resignation, provided that such date and time or condition must be reached or satisfied within seven (7) calendar days of receipt of the notice. Once received, a resignation may not be withdrawn absent the consent of the Board or failure of a condition specified in the notice.

Section 6. Chairmen of Committees. The President shall appoint one member of each committee, other than the Executive Committee, as chair.

Section 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

Section 8. Quorum. A majority of the membership of any committee shall constitute a quorum. No vacancy in membership of any committee shall impair the right of a quorum to exercise all the powers and perform all the duties of the committee.

ARTICLE VI Indemnification

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

Section 2. In General. To the extent allowed by law, the Authority shall indemnify any officer of the Authority who is or was a party to any proceeding by reason of the fact that the officer is or was such an officer or is or was serving at the request of the Authority as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of the officer's willful misconduct or knowing violation of the criminal law. Unless

a determination has been made that indemnification is not permissible, the Authority shall make advances and reimbursements for expenses incurred by an officer of the Authority in a proceeding upon receipt of an undertaking from the officer to repay the same if it is ultimately determined that the officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Authority and shall be accepted without reference to the officer's ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Authority.

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

Section 4. Indemnification Insurance. The Authority may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article VII and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, against any liability asserted against or incurred by such person in such capacity or arising from such person's status as such, whether or not the Authority would have power to indemnify such person against such liability under the provisions of this Article VII.

Section 5. Scope of Indemnification. The provisions of this Article VII shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article VII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

ARTICLE VII General Provisions

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

Section 2. Conflict of Interest. Any Director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest exists, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. This disclosure requirement is in addition to any conflict of interest or disclosure requirements pursuant to state laws or ethical guidelines with which the individual is required to comply.

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

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

Section 5. Procedure. The Board and Board committees may adopt rules of procedure that shall not be inconsistent with the Bylaws.

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

Section 7. Annual Audit. The Board shall submit all audits required herein to the University of South Alabama as promptly as practicable after the end of each fiscal year of the Authority, but in no event later than November 15.

CERTIFICATION

I hereby certify the foregoing to be the Bylaws of USA Rural Healthcare Authority, which were approved by the Board of Trustees of the University of South Alabama on the 4th day of December, 2025.

William Ronald Graham
Secretary

EXHIBIT C
DIRECTORS

EX OFFICIO DIRECTORS:

Chair, Health Affairs Committee, University of South Alabama Board of Trustees

Executive Vice President, University of South Alabama

Vice President, Finance, University of South Alabama

Chief Executive Officer, USA Health

Chief Policy Officer, USA Health

APPOINTED DIRECTORS:

<u>Name</u>	<u>Term</u>	<u>Term Expiration</u>
1. Charlie Story	Three Years	September 30, 2028
2. Ronnie Stallworth	Three Years	September 30, 2028
3. Terry Sweat	Three Years	September 30, 2028
4. Abe Harper	Six Years	September 30, 2031
5. Steve Furr, MD	Six Years	September 30, 2031
6. Polly Stokely	Six Years	September 30, 2031

RESOLUTION

**APPOINTMENT OF DIRECTORS
FOR THE SOUTH ALABAMA MEDICAL SCIENCE FOUNDATION**

WHEREAS, Article III, Section 3.2(a) of the Amended and Restated Bylaws (the “Bylaws”) of the South Alabama Medical Science Foundation (“SAMSF”), dated October 7, 2025, calls for the appointment by the University of South Alabama (“USA,” the “University”) Board of Trustees of five (5) directors who are not officers, employees or trustees of the University (“non-affiliated directors”), and

WHEREAS, Article III, Section 3.2(b) of the Bylaws states that the USA Board of Trustees shall elect such non-affiliated directors from a slate provided by the SAMSF Board of Directors (the “Board”), and

WHEREAS, the SAMSF Board has provided the following slate of non-affiliated directors, each to serve a term expiring as set forth hereinbelow:

- William Blaylock, MD September 30, 2027
- Elizabeth Freeman September 30, 2027
- Mark Hoffman September 30, 2029
- Russell Hudgens, MD September 30, 2029
- Amy Morris, MD September 30, 2029,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees does hereby appoint the aforementioned individuals to serve as SAMSF directors as set forth.



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Office of General Counsel

DATE: November 10, 2025

TO: Jo Bonner, President

FROM: Spencer H. Larche, General Counsel

SUBJECT: Appointment of Non-Affiliated Directors to Board of Directors of the South Alabama Medical Science Foundation.

The purpose of this memorandum is to request approval and appointment of directors not affiliated with the University of South Alabama to the Board of Directors of the South Alabama Medical Science Foundation ("SAMSF"). Section 3.2(b) of the Amended and Restated Bylaws of SAMSF requires that the University of South Alabama Board of Trustees elect five (5) directors to serve on the Board of SAMSF from a slate of non-affiliated directors presented by the Board of SAMSF. The Board of SAMSF has recommended the following slate of non-affiliated directors with terms expiring as indicated below:

- | | |
|------------------------|--------------------|
| • William Blaylock, MD | September 30, 2027 |
| • Elizabeth Freeman | September 30, 2027 |
| • Mark Hoffman | September 30, 2029 |
| • Russell Hudgens, MD | September 30, 2029 |
| • Amy Morris, MD | September 30, 2029 |

Request is hereby made to the Board of Trustees for appointment of the directors as indicated herein.

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



**ACADEMIC EXCELLENCE
AND STUDENT SUCCESS COMMITTEE**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Academic Excellence and Student Success Committee

**September 4, 2025
2:50 p.m.**

A meeting of the Academic Excellence and Student Success Committee of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Ms. Chandra Brown Stewart, Chair, on Thursday, September 4, 2025, at 2:50 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Chandra Brown Stewart, Scott Charlton, Steve Furr and Mike Windom were present and Ron Jenkins participated remotely.

Members Absent: Luis Gonzalez and Bill Lewis.

Other Trustees: Alexis Atkins, Ron Graham, Meredith Hamilton, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes and Jim Yance.

Administration & Guests: Jim Berscheidt, Joél Billingsley, Jo Bonner, Macy Cassidy, Gracie Chouinard, Joel Erdmann, Monica Ezell, Natalie Fox, Charlie Guest, Buck Kelley, Andi Kent, Luke Lansdown, Spence Larche, Nick Lawkis, John Marymont, Mike Mitchell, Allen Parrish, Sean Powers, Kristen Roberts, Steven Scyphers, Margaret Sullivan, Peter Susman and Christina Wassenaar (Faculty Senate).

Following the attendance roll call, **Item 21**, Ms. Brown Stewart called for consideration of the minutes for a meeting held on June 5, 2025, **Item 22**. On motion by Judge Windom, seconded by Dr. Charlton, the Committee voted unanimously to adopt the minutes.

Ms. Brown Stewart called on Provost Kent for a report on the activities of the Division of Academic Affairs, **Item 23**. Provost Kent asked President Bonner to join her in recognizing Dr. Sean Powers, Stokes Endowed Professor and Chair of the Stokes School of Marine and Environmental Sciences, for being named Alabama’s *Fisheries Conservationist of the Year* at the recent Alabama Wildlife Federation’s (AWF) Governor’s Conservation Achievement Awards ceremony. Dr. Powers received a round of applause and made brief remarks.

Provost Kent discussed USA’s growing *Sustainability@South* initiative and an array of activities occurring over the program’s first year, among which were completion of a campus-wide sustainability assessment, collaboration with faculty to bring sustainability awareness to the classroom and Earth Day events. She recognized Dr. Steven Scyphers, Associate Professor of Marine Sciences and USA’s Chief Sustainability Officer, and USA students Mr. Luke Lansdown, Ms. Gracie Chouinard and Ms. Macy Cassidy reported on the campus sustainability projects they developed.

Provost Kent turned to Dr. Mitchell to deliver a report on the activities of the Division of Student Affairs, **Item 24**. Dr. Mitchell introduced a video highlighting *Week of Welcome* (“WOW”) events held over two weeks, which he noted began with *Move-In Day* and concluded with the Jags winning the first season football game against Morgan State University. He thanked everyone who participated to make *WOW* a success.

As photos were shown, Dr. Mitchell provided an update on the Student Center Food Court and Marx Library Starbucks renovations completed over the summer term at a cost of approximately \$700,000 and \$524,000, respectively.

As to a report on the activities of the Division of Research and Economic Development, **Item 25**, Dr. Parrish shared information on the annual *USA Research & Technology Showcase* slated for October 21 and featuring keynote speaker Mr. Robin Hayes, Chairman and Chief Executive Officer of Airbus in North America. He also advised that the faculty being honored were Drs. Todd Andel, Dean of the School of Computing; Glen Borchert, Whiddon College of Medicine (“WCOM”) Professor of Pharmacology; Philip Carr, Professor of Sociology, Anthropology and Social Work; and Aishwarya Prakash, WCOM Associate Professor of Biochemistry, and briefly summarized their research contributions and the grant funding their projects garnered.

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

Respectfully submitted:

Chandra Brown Stewart, Chair

RESOLUTION

SABBATICAL AWARDS

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

Trenea Finney, Ph.D., Professor, Department of Management

Zach Finney, Ph.D., Professor, Department of Marketing, Supply Chain & Analytics

Jeremiah Henning, Ph.D., Associate Professor, Department of Biology

Kern Jackson, Ph.D. Associate Professor, Department of English

Mara Kozelsky, Ph.D., Professor, Department of History

Phillip Smith, Ph.D., Professor, Department of Psychology

Jason Strickland, Ph.D., Assistant Professor, Department of Biology,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees approves said sabbatical awards for Fall 2026 – Spring 2027.



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Executive Vice President and Provost

DATE: November 13, 2025

TO: Jo Bonner, President

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

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

SUBJECT: Sabbatical Recommendations for Fall 2026 – Spring 2027

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

- Treena Finney, Ph.D., Professor, Department of Management – Spring 2027
- Zach Finney, Ph.D., Professor, Department of Marketing, Supply Chain & Analytics – Fall 2026
- Jeremiah Henning, Ph.D., Associate Professor, Department of Biology – Spring 2027
- Kern Jackson, Ph.D. Associate Professor, Department of English – Spring 2027
- Mara Kozelsky, Ph.D., Professor, Department of History – Fall 2026
- Phillip Smith, Ph.D., Professor, Department of Psychology – Fall 2026
- Jason Strickland, Ph.D., Assistant Professor, Department of Biology – Fall 2026

Teaching coverage has been addressed in a satisfactory manner for all recommended proposals.

Proposals have been reviewed and recommended at the department and college. Full applications and supporting materials are available in the Office of Academic Affairs. A brief summary of each request is attached.

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

SABBATICAL RECOMMENDATIONS

Fall 2026 – Spring 2027

College of Arts and Sciences

- 1) Jeremiah Henning, Ph.D., Professor, Department of Biological Sciences
Sabbatical Request: Spring 2027 at full pay

Dr. Henning is requesting sabbatical leave for Spring 2027. The purpose of this leave is to pursue work on a newly funded National Science Foundation (NSF) project on fungal-plant associations and prepare an additional NSF grant proposal. Dr. Henning's department chair strongly supported the proposal, and the Committee regarded the proposal as showing a high level of detail with a feasible timeline. The project would build on Dr. Henning's prior ecological research to explore the impact of urbanization on Atlantic Ghost Crabs. There is a high probability that this work will result in high-impact publications in the ecology field. The proposal would also have the potential to benefit the university through substantial grant funding, on top of the \$563k he already secured for his department this year.

- 2) Kern Jackson, Ph.D., Associate Professor, Department of English
Sabbatical Request: Spring 2027 at full pay

This sabbatical proposal is a request for leave in Spring 2027. Dr. Jackson is requesting time to work on the production of a documentary film, Mardi Gras Unmasked. This is a large-scale undertaking that has amassed more than three years of fieldwork. It explores the carnival experience across various African American communities and would build on Dr. Jackson's prior expertise in folklore scholarship. Dr. Jackson's department chair strongly supported the proposal, and the Committee regarded the proposal as being very clearly written with attainable goals. Dr. Jackson has a proven record of steering a feature-length documentary into the national spotlight, as witnessed by *Descendant* (2022). The present film project would have the potential to further enhance Dr. Jackson's prestige and the university's reputation.

- 3) Mara Kozelsky, Ph.D., Professor, Department of History
Sabbatical Request: Fall 2026 at full pay

Dr. Kozelsky is requesting sabbatical leave for Fall 2026. She would use this sabbatical to work on a short book (*The Sea of Azov in Historical Perspective*) that details the geostrategic significance of the Sea of Azov from the ancient Greek period to the ongoing war between Russia and Ukraine. This requires time for data collection at three research libraries (Oxford, Harvard, and Urbana-Champaign). The director of the Russian, East European, and Eurasian Center at the University of Illinois Urbana-Champaign has enthusiastically offered access to their library collections so that Dr. Kozelsky can pursue research on the book. Dr. Kozelsky's proposal was well-written, and the Committee was impressed with the specificity with which she articulated the content and goals of her proposed book. The project appeared very feasible to the committee, and it agreed with the department chair's assessment that Dr. Kozelsky has the track record and acumen to successfully complete the work. A published book on this topic would enhance the professional reputation of both Dr. Kozelsky and the university.

SABBATICAL RECOMMENDATIONS

Fall 2026 – Spring 2027

- 4) Phillip Smith, Ph.D., Professor, Department of Psychology
Sabbatical Request: Fall 2026 at full pay

Dr. Smith is requesting sabbatical leave for Fall 2026. With the full support of his department chair, Dr. Smith seeks this leave following the conclusion of two federally funded public health initiatives – Project GRIP and SOAR – which addressed critical issues in suicide and violence prevention. The Committee was impressed by Dr. Smith’s well-structured plan for scholarly renewal and advancement, including collaborative site visits to three research institutions, strategic manuscript development, and preparation for new grant applications. His sabbatical would help contribute to future funding and publication opportunities. Dr. Smith’s continued work is poised to significantly enhance the university’s research profile and advance its mission in community engagement.

- 5) Jason Strickland, Ph. D., Assistant Professor, Department of Biological Sciences
Sabbatical Request: Fall 2026 at full pay

This sabbatical proposal is a request for leave in Fall 2026. Dr. Strickland seeks to fulfill three major objectives: 1) completion of a genomic paper on rattlesnake venom, 2) training a visiting professor from Mexico in the handling of arachnid venom, and 3) developing a National Science Foundation grant proposal. Dr. Strickland’s department chair fully supported the proposal. The Committee regarded the proposal as being well-structured with a feasible timeline and attainable goals. All aspects of the project build on Dr Strickland’s prior expertise in venom variation. While the second objective may seem to primarily enhance the skillsets of a visiting colleague rather than those of the proposer, the long-term collaborative nature between these two colleagues is noteworthy. It suggests that enriching the visiting colleague’s skillsets will ultimately increase Dr. Strickland’s flow of scholarly output and competitiveness in securing grant funding.

Mitchell College of Business

- 6) Treena Finney, Ph.D., Professor, Department of Management
Sabbatical Request: Spring 2027 at full pay

The purpose of the sabbatical request is to focus on research related to her major field of study of HR related issues. Specifically, her work will explore customer-directed counterproductive work behaviors and other volitional behavior designed to harm the organization. As she teaches in this area of management, the research should lead to knowledge that she can bring into the classroom and enhance her teaching effectiveness. Overall, it should benefit her professional development and be a benefit to the college as she expects to represent the University of South Alabama by presenting the results of her research at conferences and submitting the final paper(s) to high-quality academic journals.

SABBATICAL RECOMMENDATIONS

Fall 2026 – Spring 2027

- 7) Zachary Finney, Ph.D., Professor, Department of Marketing, Supply Chain & Analytics
Sabbatical Request: Spring 2027

The purpose of the sabbatical request is to focus on research related to his major field of study of marketing. His work will explore customer perceptions of organizations with prison work programs. As he teaches in marketing, the research should lead to knowledge that he can bring into the classroom and enhance his pedagogy. Overall, it should benefit his professional development and be a benefit to the college as he expects to represent the University of South Alabama by presenting the results of his research at conferences and submitting the final paper(s) to high-quality academic journals.

RESOLUTION

FACULTY EMERITUS

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

ACADEMIC AFFAIRS:

- J. Reid Cummings, Ph.D., Professor of Finance and Real Estate
- Peggy M. Delmas, Ph.D., Associate Professor of Educational Leadership
- Jeffrey P. Landry, Ph.D., Professor of Information Systems and Technology
- Cornelius Pillen, Ph.D., Professor of Mathematics and Statistics
- Alvin J. Williams, Ph.D., Professor of Marketing

WHIDDON COLLEGE OF MEDICINE:

- Elias G. Chalhub, M.D., Professor of Pediatrics
- Jack A. Di Palma, M.D., Professor of Internal Medicine, and

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

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

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



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Executive Vice President and Provost

DATE: November 13, 2025

TO: Jo Bonner, President

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

SUBJECT: Emeritus Recommendations

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

- J. Reid Cummings, Ph.D., Professor of Finance and Real Estate
- Peggy M. Delmas, Ph.D., Associate Professor of Educational Leadership
- Jeffrey P. Landry, Ph.D., Professor of Information Systems and Technology
- Cornelius Pillen, Ph.D., Professor of Mathematics and Statistics
- Alvin J. Williams, Ph.D., Professor of Marketing

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



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

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

DATE: November 10, 2025

TO: Jo Bonner
President, University of South Alabama

FROM: R. Franklin Trimm, III, M.D. *Franklin Trimm, M.D.*
Interim Dean, Whiddon College of Medicine

SUBJECT: Whiddon College of Medicine Emeritus Recommendations, 2025

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

- Elias G. Chalhub, Professor of Pediatrics
- Jack A. Di Palma, Professor of Internal Medicine

Approved: *Jo Bonner*

RFT/afn

RESOLUTION

HONORARY DOCTORATE DEGREE FOR THE HONORABLE KATIE BOYD BRITT

WHEREAS, the University of South Alabama (the “University,” “USA”) seeks to honor exceptional individuals who have devoted a substantial part of their lives to the service of others and who have distinguished themselves throughout their professional careers, and

WHEREAS, The Honorable Katie Boyd Britt is an Alabama native and the daughter of two small business owners from Enterprise, and

WHEREAS, Senator Britt graduated from the University of Alabama in 2004 with a degree in political science and later attended the University of Alabama School of Law, finishing in 2013 with a Juris Doctor degree, and

WHEREAS, Senator Britt married her husband, Wesley, in 2008, and together they have two children, Bennett and Ridgeway, and

WHEREAS, in 2022, Katie Britt became the first female from Alabama to be elected as a United States Senator, and

WHEREAS, in 2023, Senator Britt was sworn in as the youngest female Republican ever elected to the U.S. Senate, and

WHEREAS, Senator Britt is proud to advocate for hardworking families and fight effectively for Alabama’s people, interests and values as she continues to identify and achieve solutions to the pressing challenges facing the state and nation, and

WHEREAS, Senator Britt is a true partner to the University of South Alabama and a champion for its substantial role in the region's prosperity, as one of Mobile's largest economic drivers and employers, which supports nearly 12,000 employees and connects more than 100,000 alumni, and

WHEREAS, Senator Britt served previously as Senator Richard Shelby’s Chief of Staff and was instrumental in securing a \$60 million allocation for USA in the Spring of 2022 – the first congressional appropriation of this magnitude and significance in University history – to assist with construction of the Whiddon College of Medicine facility, a project that will increase the availability of medical services and physicians for the citizens of Mobile, the state of Alabama and the Gulf Coast region,

THEREFORE, BE IT RESOLVED, for her dedication and many contributions to the state of Alabama and support for the University, the Board of Trustees of the University of South Alabama is proud to bestow upon The Honorable Katie Boyd Britt the degree of Doctor of Humane Letters (L.H.D.), honoris causa.



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Executive Vice President and Provost

DATE: November 13, 2025

TO: Jo Bonner, President

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

SUBJECT: Honorary Doctorate – Senator Katie Britt

On behalf of the Honorary Doctorate Committee, I recommend support of the nomination by Nick Lawkis of Senator Katie Britt to receive an Honorary Doctorate from the University of South Alabama. The committee reviewed the criteria stated in the Faculty Handbook and unanimously agrees that Senator Britt meets all of the following:

- Has achieved distinction in his/her profession;
- Has made an outstanding contribution or rendered an outstanding service to the University of South Alabama;
- Has made a significant public or scholarly contribution, or
- Has achieved personal status that will enhance the reputation of the University of South Alabama.

Thank you for your consideration.

Sincerely,

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

Andi M. Kent, Ph.D.

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

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



**BUDGET AND FINANCE
COMMITTEE**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Budget and Finance Committee

September 4, 2025

3:10 p.m.

A meeting of the Budget and Finance Committee of the University of South Alabama (the "University," "USA") Board of Trustees was duly convened by Mr. Lenus Perkins, Chair, on Thursday, September 4, 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 Graham, Meredith Hamilton, Lenus Perkins, Jimmy Shumock, Steve Stokes and Mike Windom were present.

Other Trustees: Alexis Atkins, Scott Charlton, Steve Furr, Ron Jenkins, Arlene Mitchell and Jim Yance.

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

Following the attendance roll call, **Item 26**, Mr. Perkins called for consideration of the minutes for a meeting held on June 5, 2025, **Item 27**. On motion by Mr. Graham, seconded by Mr. Shumock, the Committee voted unanimously to adopt the minutes.

Mr. Perkins called on Ms. Roberts for a report on the quarterly financial statements for the nine months ended June 30, 2025, **Item 28**. Ms. Roberts advised of total assets of approximately \$2.7 billion, total liabilities and deferred inflows of approximately \$1.9 billion and a total net position of approximately \$750 million. She reported gains in all areas of operating revenues despite a previous downturn in investment income and noted an increase in net position of just over \$89 million.

Mr. Perkins called on Mr. Susman to present **Item 29**, a resolution authorizing the University of South Alabama fiscal year 2026 budget and approving it as a continuation budget for fiscal year 2027 to comply with bond trust indenture requirements should the budget process not be completed prior to the start of the 2027 fiscal year. (To view resolutions, policies and other documents authorized, refer to the minutes for the Board of Trustees meeting held on September 5, 2025.) Mr. Susman discussed factors of the balanced budget proposal totaling approximately \$1.5 billion. On motion by Dr. Stokes, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Concerning a report on University facilities, **Item 30**, Mr. Kelley provided an update on main campus capital projects as aerial footage of the sites was shown. He discussed the Whiddon Col-

Budget and Finance Committee
September 4, 2025
Page 2

lege of Medicine, Jaguar Marching Band and Grounds buildings under construction, as well as the installation of a new roof and elevators at the Humanities Building, and shared the projected completion dates.

There being no further business, the meeting was adjourned at 3:21 p.m.

Respectfully submitted:

Lenus M. Perkins, Chair

RESOLUTION

BANKING AND TREASURY SERVICES AUTHORITY


BE IT RESOLVED, the President or the Vice President of Finance of the University of South Alabama (the “University,” “USA”), or equivalent senior financial officer, acting together with either the Executive Vice President or the Head of the Treasury Department of the University are authorized to:

1. open and close bank, brokerage, custody, safekeeping, treasury management or other accounts in the name of the University,
 2. sell, transfer, and endorse for sale or transfer any and all securities on behalf of the University,
 3. buy securities for the account of the University,
 4. order the transfer or delivery of University securities to any other person,
 5. open and close letters of credit, lines of credit or extensions of credit on behalf of the University,
 6. pledge collateral, securities, or other property in the name of the University and to make withdrawals, substitutions, and exchanges in connection therewith,
 7. exercise any other rights related to securities, including signing for all releases, powers of attorney, and/or other documents in connection with securities of the University,
 8. designate individuals authorized to sign checks, drafts, notes, acceptances, and other orders for the payment of money or the withdrawal of funds for the account of the University,
 9. designate individuals authorized to endorse, negotiate, receive, or authorize the payment of the proceeds of any instruments or orders for the payment of money to the University,
 10. designate individuals authorized to make telephone transfer of funds of the University and the manner in which such funds can be transferred, and
 11. issue any other instructions for the conduct of any accounts in the name of the University,
- and

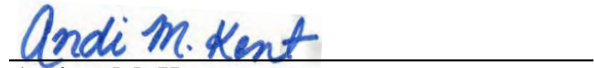
BE IT FURTHER RESOLVED, this resolution supersedes previous such resolutions of the University of South Alabama Board of Trustees authorizing the University’s banking activities, and

BE IT ADDITIONALLY RESOLVED, as the individuals holding the positions of President, Executive Vice President, Vice President of Finance (or equivalent senior financial officer), and the Treasury Department Head change from time to time, the secretary of the USA Board of Trustees is authorized to certify, under the corporate seal of the corporation, the names and signatures of the individuals succeeding to those positions, and


FINALLY, BE IT RESOLVED that the secretary of the USA Board of Trustees is hereby authorized to certify, under the corporate seal of the corporation, copies of this resolution with the names and specimen signatures of the persons authorized to act on behalf of the University.




Josiah R. Bonner, Jr.
President



Andrea M. Kent
Executive Vice President and Provost



Kristen C. Roberts
Vice President of Finance



Andrew S. Underwood
Head of the Treasury Department
Executive Director, Treasury Management

The undersigned Secretary of the University of South Alabama Board of Trustees hereby certifies that the above is a true and correct copy of a resolution of the Board of Trustees duly adopted on the 4th day of December, 2025, with signature amendments effective as of the 4th day of December, 2025, and consistent with the terms of said resolution. This, the 4th day of December, 2025.

[SEAL]

William Ronald Graham
Secretary, University of South Alabama
Board of Trustees

STATE OF ALABAMA
COUNTY OF MOBILE

Subscribed and sworn to before me this 4th day of December, 2025.

Notary Public, State of Alabama at Large

My Commission Expires:



UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

Finance and Administration

DATE: November 10, 2025

TO: Jo Bonner
President

FROM: Kristen Roberts, Chief Financial Officer

A handwritten signature in black ink that reads "Kristen Roberts".

SUBJECT: Resolution for Banking and Treasury Services Authority

The University of South Alabama Board of Trustees has previously vested authority to transact banking and treasury services in designated University positions. Due to organizational changes, one of the designated positions has been changed. The attached resolution will allow the University's banking and treasury services to be conducted by the President or the Vice President of Finance (or equivalent senior financial officer), acting together with either the Executive Vice President or the Head of the Treasury Department. This resolution will need Board approval and certification by the Secretary of the Board of Trustees.

KCR:asu

Attachment

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

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



**LONG-RANGE PLANNING
COMMITTEE**

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Long-Range Planning Committee

September 4, 2025

3:21 p.m.

A meeting of the Long-Range Planning Committee of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Mr. Ron Graham, Chair, on Thursday, September 4, 2025, at 3:21 p.m. in the Board Room of the Frederick P. Whiddon Administration Building. Meeting attendance was open to the public.

Members: Scott Charlton, Ron Graham, Meredith Hamilton and Jim Yance were present and Ron Jenkins participated remotely.

Member Absent: Bill Lewis.

Other Trustees: Alexis Atkins, Chandra Brown Stewart, Steve Furr, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes and Mike Windom.

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

Following the attendance roll call, **Item 31**, Mr. Graham called for consideration of the minutes for a meeting held on June 5, 2025, **Item 32**. On motion by Ms. Hamilton, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the minutes.

Mr. Graham called on Provost Kent, who recognized Dr. Julie Estis for her recent appointment as Associate Vice President for Institutional Effectiveness following a national search.

Dr. Estis delivered a report on institutional planning and assessment, **Item 33**. She explained an adjustment to the Institutional Planning and Assessment Committee’s meeting cycle, advising of a meeting scheduled the following week. She also talked about the collaborative initiatives afoot, in accord with the University’s Strategic Plan, to develop the next master plan, establish a strategic plan for research advancement and grow graduate enrollment.

There being no further business, the meeting was adjourned at 3:27 p.m.

Respectfully submitted:

William Ronald Graham, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**



COMMITTEE OF THE WHOLE

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Committee of the Whole

**September 4, 2025
3:27 p.m.**

A meeting of the Committee of the Whole of the University of South Alabama (the “University,” “USA”) Board of Trustees was duly convened by Ms. Alexis Atkins, Chair *pro tempore*, on Thursday, September 4, 2025, at 3:27 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, Scott Charlton, Steve Furr, Ron Graham, Meredith Hamilton, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance were present and Ron Jenkins participated remotely.

Members Absent: Luis Gonzalez, Bill Lewis and Kay Ivey.

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

Following the attendance roll call, **Item 34**, Chair Atkins called for consideration of the minutes for a meeting held on June 5, 2025, **Item 35**. On motion by Mr. Shumock, seconded by Ms. Hamilton, the Committee voted unanimously to adopt the minutes.

Chair Atkins called for consideration of a resolution authorizing the membership of the Executive Committee, **Item 36**. (To view resolutions, policies and other documents authorized, refer to the minutes for the Board of Trustees meeting held on September 5, 2025.) On motion by Ms. Hamilton, 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 Atkins made a motion to convene an executive session for an anticipated duration of 10 minutes for the purpose of discussing pending or threatened litigation and preliminary negotiations involving a matter of trade or commerce, **Item 37**. 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. Mr. Shumock seconded and, at approximately 3:30 p.m., the Committee voted unanimously to convene an executive session, as recorded herein. The executive session began at approximately 3:32 p.m.:

AYES:

- Chair Atkins
- Ms. Brown Stewart

AYES continued:

- Dr. Charlton
- Dr. Furr
- Mr. Graham
- Ms. Hamilton
- Capt. Jenkins
- Ms. Mitchell
- Mr. Perkins
- Mr. Shumock
- Dr. Stokes
- Judge Windom
- Mr. Yance

There being no further business, the meeting was adjourned at approximately 3:48 p.m.

Respectfully submitted:

Katherine Alexis Atkins, Chair *pro tempore*

RESOLUTION

COMMENDATION OF MR. G. OWEN BAILEY

WHEREAS, the University of South Alabama (the “University,” “USA”) seeks to honor exceptional individuals who devoted a substantial part of their careers to serving others and distinguished themselves through their professional contributions, and

WHEREAS, Mr. G. Owen Bailey began his journey with the University in 2011 as Administrator of USA Health Children’s & Women’s Hospital, where he led construction of a new \$72 million children’s tower that doubled the size of the facility, and

WHEREAS, Mr. Bailey was named to a dual appointment of Chief Executive Officer of USA Health and Senior Associate Vice President for Medical Affairs in 2016, and

WHEREAS, Mr. Bailey has been a driving force behind USA Health’s expansive growth from seven facilities in 2016 to more than 40 care-delivery sites in 2025, and

WHEREAS, Mr. Bailey was part of the executive team that led the 2023 acquisition of Ascension Providence Hospital, negotiating an agreement that brought on an additional 1,800 employees and 14 clinics in two states, making USA Health the largest public health system in the region with an annual impact on the Gulf Coast economy of more than \$1 billion, and

WHEREAS, Mr. Bailey oversaw numerous initiatives, including the expansion of the Fanny Meisler Trauma Center at University Hospital; implementation of community health efforts during the global pandemic; development of USA Health’s Industrial Medicine Program, Pediatric Emergency Center at Children’s & Women’s Hospital, Mapp Family Campus in Baldwin County, and free-standing emergency department in West Mobile; and expansion of patient services in rural Southwest Alabama, and

WHEREAS, Mr. Bailey established USA Health’s Spiritual Care and Counseling Department staffed with chaplains and counselors to help employees, patients and families in need of encouragement, and

WHEREAS, Mr. Bailey was awarded the Alabama Hospital Association’s highest honor, the *Gold Medal of Excellence*, for his record of exceptional service and lasting influence as a leader who has shaped the future of healthcare in Alabama, and

WHEREAS, Mr. Bailey has made a profound difference in the lives of countless patients by increasing access to healthcare in our community and fostering a servant culture at USA Health, and

WHEREAS, Mr. Bailey is recognized for his charitable spirit, as demonstrated when he dressed as Woody from Toy Story to bring joy to patients at Children's and Women's Hospital, and, along with the elaborate and entertaining impersonations he has mastered to a tee, such as Elwood of the Blues Brothers, Mr. Bailey is also affectionately known by the nickname *Pappa Giorgio* for his love of the lobster giorgio dish served at USA’s annual elected officials dinner,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby extends heartfelt appreciation to Mr. G. Owen Bailey for his voluminous contributions to the University of South Alabama and USA Health spanning 14 years and offers best wishes to Mr. Bailey and his wife, Mrs. Genie Bailey, in all their future endeavors.