

MINUTES OF NOVEMBER 10, 2021 SPECIAL MEETING
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ALABAMA

The Board of Trustees of The University of Alabama held a special meeting by video conference on Wednesday, November 10, 2021. President pro tempore W. Stancil Starnes chaired the meeting. Mark D. Foley, Jr., served as Secretary.

On roll call, the following Trustees were present:

The Honorable Harris V. Morrissette, Trustee from
the First Congressional District;

The Honorable Marietta M. Urquhart, Trustee from
the First Congressional District;

The Honorable Kenneth L. Vandervoort, M.D., Trustee from
the Third Congressional District;

The Honorable James W. Wilson, III, Trustee from
the Third Congressional District;

The Honorable Evelyn VanSant Mauldin, Trustee from
the Fourth Congressional District;

The Honorable Scott M. Phelps, Trustee from
the Fourth Congressional District;

The Honorable Ronald W. Gray, Trustee from
the Fifth Congressional District;

The Honorable Vanessa Leonard, Trustee from
the Sixth Congressional District;

The Honorable W. Stancil Starnes, President pro tempore and Trustee
from the Sixth Congressional District;

The Honorable Karen P. Brooks, Trustee from
the Seventh Congressional District;

The Honorable Kenneth Simon, Trustee from
the Seventh Congressional District;

The Honorable Barbara Humphrey, Trustee from
the Seventh Congressional District

The meeting was also attended by Chancellor Finis E. St. John IV; Chief Audit and Compliance Officer Marvell Bivins, Jr.; Senior Vice Chancellor for Academic Affairs and Student Affairs Dr. Tonjanita Johnson; Senior Vice Chancellor for Finance and Administration Dr. Dana Keith; Senior Vice Chancellor for External Affairs Clay Ryan; General Counsel and Senior Vice Chancellor Sid Trant; UAH Interim Provost Dr. Robert Lindquist; UAH Vice President for Finance and Administration Todd Barre'; UAH Vice President for Diversity, Equity, and Inclusion Laterrica Shelton; UAH Vice President for Student Affairs; UAH Vice President for University Advancement Mallie Hale; UAH Director of Athletics Dr. Cade Smith; UAH Chief External Affairs Officer LaFreedra Jordan; UAH Executive Director of Marketing and Communications Elizabeth Gibisch; and support staff from the System Office. The Honorable Mike Brock, Trustee from the Second Congressional District, and The Honorable W. Davis Malone III, Trustee from the Second Congressional District, were unable to attend.

Pro tem Starnes stated that the meeting was called in accordance with Section 16-47-32 of the Code of Alabama and pursuant to a written application, with which he concurred, from Trustees Mauldin, Gray, and Phelps that read as follows:

November 3, 2021

W. Stancil Starnes
500 University Blvd. E.
Tuscaloosa, AL 35401

President Pro Tempore:

Pursuant to Article II, Section II of the Bylaws of the Board of Trustees of the University of Alabama, we request a virtual meeting on Wednesday, November 10, 2021, at 9:00 a.m. to consider the following items:

- Consideration of Compensation Arrangement for Dr. Charles L. Karr
- Consideration of Resolution Revising Signature Authority at UAH

Respectfully,

The Honorable Ronald W. Gray, Trustee from the Fifth Congressional District
The Honorable Evelyn VanSant Mauldin, Trustee from the Fourth Congressional District
The Honorable Scott M. Phelps, Trustee from the Fourth Congressional District

cc: Chancellor Finis E. St. John IV

Pro tem Starnes said notice of the special meeting was sent to each member of the Board on November 8, 2021.

Director of System Communications Lynn Cole reported that no members of the media provided advance notice that they would be viewing the livestream. She did, however, welcome any members of the media or the public who were viewing the meeting by livestream.

Pro tem Starnes welcomed the media and all who were viewing the livestream.

Pro tem Starnes asked if there were any objections to the adoption of the agenda as presented. Hearing none, the agenda was unanimously adopted.

Pro tem Starnes said there are two items of business today: the consideration of a compensation arrangement for the Interim UAH President and a resolution updating signature authority at UAH. Prior to opening the floor for discussion, Pro tem Starnes called for a motion to consider the item. On the motion of Trustee Gray, seconded by Trustee Vandervoort, the Board opened discussion on the items.

Pro tem Starnes recognized Chancellor St. John to present the items and respond to any questions.

Chancellor St. John gave the following presentation:

I am pleased to recommend Dr. Charles Karr as Interim President at The University of Alabama in Huntsville for a period of time not less than 18 months, effective December 1, 2021, with the same salary paid to the current UAH President, consistent with the information outlined in the material previously sent to the Board.

I also recommend updating the signature authority, effective December 1, 2021, adding Dr. Karr as a signatory to the appropriate accounts.

Pro tem Starnes thanked Chancellor St. John and asked if there were any questions or comments from the Board. There were none. He then called for a vote, and the Board unanimously approved naming Dr. Charles L. Karr as Interim UAH President and the following resolution:

Approving Updating Signature Authority at UAH

RESOLUTION

BE IT RESOLVED by The Board of Trustees of The University of Alabama that effective December 1, 2021, Charles L. Karr, Interim President; Robert G. Lindquist, Interim Provost and Executive Vice President for Academic Affairs; Rhonda K. Gaede, Interim Associate Provost; and Todd M. Barré, Vice President for Finance and Administration of The University of Alabama in Huntsville, are each hereby authorized to act for and in the name of The Board of Trustees of The University of Alabama in negotiating and executing any and all contracts, agreements, or related or similar documents as necessary in furtherance of the mission of The University of Alabama in Huntsville and the goals and objectives of The Board of Trustees of The University of Alabama.

BE IT FURTHER RESOLVED that John R. Christy, Interim Vice President for Research and Economic Development and Associate Vice President for Contracts and Grants; Thomas M. Koshut, Associate Vice President for Research; Gloria Greene, Director of Sponsored Programs; Jessica McComb Rodgers, Assistant Director of Sponsored Programs; and Kenya S. Cole, Senior Associate Director of Sponsored Programs of The University of Alabama in Huntsville, are each hereby authorized to act for and in the name of The Board of Trustees of The University of Alabama in negotiating and executing contracts, grant agreements, cooperative agreements, or related or similar documents with regard to research and service activities as necessary in furtherance of the mission of The University of Alabama in Huntsville and the goals and objectives of The Board of Trustees of The University of Alabama.

BE IT FURTHER RESOLVED that John R. Christy, Interim Vice President for Research and Economic Development and Associate Vice President for Contracts and Grants, and Valarie King, Director of Contracts & Grants Accounting of The University of Alabama in Huntsville are each hereby authorized to act for and in the name of The Board of Trustees of The University of Alabama to request payment and sign financial reports or related documents with regard to research and service activities as necessary in furtherance of the mission of The University of Alabama in Huntsville and the goals and objectives of The Board of Trustees of The University of Alabama.

BE IT FURTHER RESOLVED that John R. Christy, Interim Vice President for Research and Economic Development and Associate Vice President for Contracts and Grants

of The University of Alabama in Huntsville, is authorized to designate in writing an appropriate number of staff in the Office of Contracts and Grant Accounting who are authorized to bind the University for the limited purpose of submitting official invoices, draws, and other financial information to federal agencies but only to the extent such authority is required by the regulations of the federal Office of Management and Budget.

BE IT FURTHER RESOLVED that the individuals identified below at The University of Alabama in Huntsville are each hereby authorized to act for and in the name of The Board of Trustees of The University of Alabama in negotiating and executing the documents specified and described below as necessary in furtherance of the mission of The University of Alabama in Huntsville and the goals and objectives of The Board of Trustees of The University of Alabama: Mallie Hale, Vice President for University Advancement – contracts and agreements relating to advancement and development activities; Laterrica Shelton, Vice President for Diversity, Equity and Inclusion – contracts and agreements relating to the Office of Diversity, Equity and Inclusion; Robert C. Leonard, Associate Vice President for Finance and Business Services, and Jason B. Cooper, Controller – all University purchase orders and contracts and agreements with regard to software maintenance services and equipment maintenance services; Greg L. Smith, Assistant Vice President for Facilities and Operations – all contracts, agreements, and permits relating to Facilities and Operations; Kristi L. Motter, Vice President for Student Affairs, Neil McMillion, Director of Residence Life, and Juanita Owen, Associate Director, Residence Life – lease contracts for on-campus housing residents and off-campus University-owned residences, grants-in-aid for student housing worker grant recipients, auxiliary services and student services contracts; Cade Smith, Director of Athletics – athletic grants-in-aid (and renewals thereof), national letters of intent (and releases therefrom) with individual athletes, game official contracts, game contracts, and advertising agreements under \$5,000.

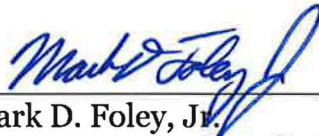
BE IT FURTHER RESOLVED that Todd M. Barré, Vice President for Finance and Administration of The University of Alabama in Huntsville, is hereby authorized for and on behalf of this corporation and in its name to sign checks or other orders for the payment of money from funds standing to the credit of The University of Alabama in Huntsville. All of said checks and orders for payment of money must be countersigned by Robert C. Leonard, Associate Vice President for Finance and Business Services.

BE IT FURTHER RESOLVED that, effective December 1, 2021, any two of the following three officials acting together: Charles L. Karr, Interim President; Todd M. Barré, Vice President for Finance and Administration; and Robert C. Leonard, Associate Vice President for Finance and Business Services of The University of Alabama in Huntsville, are authorized for and in the name of The Board of Trustees of The University of Alabama to sell at public or private sale or exchange any or all shares of stock, bonds, or securities in any corporation, association, trust, municipal corporation, or government that may now or hereafter stand in the name of The Board of Trustees of The University of Alabama for The University of Alabama in Huntsville, or in its name and in the name of others, and to receive and receipt for the purchase of property received in exchange and in the name of The Board of Trustees of The University of Alabama, to sign any transfers, assignments, or powers of attorney that may be necessary to make the transfer or exchange and to deliver the same, together with the stock or securities sold or exchanged, to the transferee or his agent.

BE IT FURTHER RESOLVED that all previous resolutions granting any of the foregoing powers of authority be, and hereby are, rescinded.

Pro tem Starnes said, "It is a great day for UAH. It is a great day for The University of Alabama System. You can write November 10th on your calendar. It will be an anniversary we will celebrate for hopefully some long time to come."

There being no further business to come before the Board, the meeting was adjourned.



Mark D. Foley, Jr.
Secretary of The Board of Trustees