

KSURSF BOARD MEETING MINUTES

OCTOBER 6, 2017

Attendees: Sam Olens, Ken Harmon, Julie Peterson, Mark Anderson, Don McGarey, Jeff Milsteen, Ron Matson, Jonathan McMurry, Carolyn Elliott-Farino, Anna McCoy

The meeting was called to order by the CEO, Ken Harmon, at 2:10 PM.

Approval of minutes of previous meeting: The first order of business was to approve the minutes from the April 2017 meeting. The minutes were approved.

Report of the Chairperson: Chair Sam Olens reported that KSURSF was functioning well under Don McGarey's leadership. Olens also reported that preparations for KSU to host NCUR 2019 were going well.

Report of the Chief Executive Officer: Ken Harmon had nothing to report.

Report of the COO:

- Proposed amendments to sections 7.1 and 7.2 of the bylaws were sent to the Board on July 5, 2017 and COO Don McGarey called for the Board to approve them. Both amendments were approved and they are attached to the minutes.
- The Board reviewed KSURSF's FY 18 expenditures and compared them to budgeted amounts, and also discussed IP expenditures. Julie Peterson asked about getting a grant projection report and McGarey mentioned that AVP for Research Jonathan McMurry periodically prepares these and it would be forwarded to the Board soon.
- The COO presented draft revised policies on employee meals and alcohol for discussion and approval. The Board requested that KSURSF align its policies with the KSU Foundation's policies, so the proposed policies were not approved. KSURSF management will draft new policies that are aligned with KSUF's policies and present these for discussion at the next Board meeting.
- The Board discussed a rubric for deciding which projects would be handled by KSURSF. Once it has been drafted, the Board will review and provide comments. No date was given for when the rubric will be presented to the Board.
- Jonathan McMurry gave the Board an update on intellectual property development and commercialization at KSU and mentioned that KSURSF was applying a more stringent eye to reduce costs.
- McGarey gave an update on KSURSF's OIG audit resolution.

Report of other offices: Nothing to report.

Report of the Executive Committee: Nothing to report.

Reports of other committees: Nothing to report.

Unfinished business: Nothing to report.

New business: The Board discussed meeting more often than twice a year, and decided that they would continue to meet twice annually and more often as needed.

There being no other business to conduct, the meeting was adjourned at 2:50 PM.

AMENDMENTS TO THE BYLAWS OF THE KENNESAW STATE UNIVERSITY RESEARCH AND SERVICE
FOUNDATION, INC.

The Bylaws of the Kennesaw State University Research and Service Foundation, Inc.,
are hereby amended as follows:

1. Sections 7.1 and 7. 2 shall be deleted and replaced with the following:

Section 7.1 Chairperson. The Chairperson of the Board of Directors shall preside over meetings of said Board. The Chairperson shall also perform whatever additional powers the Board of Directors shall from time to time assign or as are reasonably incident to the office.

Section 7.2 Chief Executive Officer and Assistant Chief Executive Officer. The Chief Executive Officer shall have executive supervision over the conduct of business and all of the affairs of the corporation. In the absence or disability of the Chairperson, the Chief Executive Officer shall be authorized to perform, and shall perform, all the duties and exercise the authority of the Chairperson. The Assistant Chief Executive Officer shall perform the duties of the Chief Executive officer in the event of the Chief Executive Officer's absence or disability.

All the other provisions of the Bylaws shall remain unchanged.

The Board of Directors has approved these provisions by majority vote at its meeting on October 6, 2017.


Secretary to the Board