

UL LAFAYETTE BOARD OF TRUSTEES

Minutes of February 28, 2018 Executive Session

In Executive Session, the Board of Trustees of the ULL Foundation entertained the following two motions presented to the Board by the Executive Committee:

1. To proceed with the following action with respect to IT subject to the legal inquiry re: (i) database ownership/use, and (ii) governance issues in the Bylaws and JOA:

Banner 100% - Foundation abandons the use of Raiser's Edge	
Ownership / Responsibility	<ul style="list-style-type: none"> • University owns the database. • Advancement is part of an enterprise wide system. • University maintains system security, user roles, back-ups, and system audits.
Business Process Changes	<ul style="list-style-type: none"> • All current Raiser's Edge processes shift to Advancement operations
Financial Resources	<ul style="list-style-type: none"> • University purchases CRM Advance and pays for conversion and implementation expenses • University pays expense for Banner Advancement and all associated components • University pays for replacement services for prospect research, address updates (NCOA), obit service, online-giving, etc. • Foundation continues to pay expense for Financial Edge, Wilson Bennett, Royal EAB, BBNC Online Giving
Human Resources	<ul style="list-style-type: none"> • Integration team in central IT places top priority on creating a daily data feed from Banner into Financial Edge general ledger • Staff training for current foundation staff in the use of Banner • Staff training for replacement components
System / Integration Considerations	<ul style="list-style-type: none"> • University purchases CRM Advance and implementation services at TBD\$\$\$ with conversion completed <u>prior to public campaign launch (2019)</u> • Determine appropriate investment in additional applications and integration programming for Banner Advancement • How much to invest in a platform the Foundation is leaving? • How much of the work can be used when CRM Advance is deployed?

2. That the Foundation By-laws and the Joint Operating Agreement with the University be amended to allow for the Foundation CEO to also serve as a Vice-President of the University using the following process:

The Foundation will request its attorneys to (a) review the By-laws, the JOA, requisites of the Board of Supervisors, and all other applicable requirements, and (b) present to the Foundation any amendments to the By-laws and the JOA to accomplish the foregoing.

The University will have its attorneys review the JOA and respond with comments.

A representative of the Foundation, the University President, their respective attorneys, and a representative of the Ad Hoc Committee will meet to narrow the issues.

The results of this meeting be presented to the Ad Hoc Committee for recommendation to the Board of Trustees.

After discussion of the matter in Executive Session, the Board went out of Executive Session and unanimously adopted the following resolutions:

IT

RESOLVED that the Board of Trustees proceed with the following actions with respect to IT, subject to legal inquiry regarding: (1) database ownership/use and (2) Governance issues in the Bylaws and JOA:

Banner 100% - Foundation abandons the use of Raiser's Edge	
Ownership / Responsibility	<ul style="list-style-type: none"> • University owns the database. • Advancement is part of an enterprise wide system. • University maintains system security, user roles, back-ups, and system audits.
Business Process Changes [**]	<ul style="list-style-type: none"> • All I current Raiser's Edge processes shift to Advancement operations
Financial Resources	<ul style="list-style-type: none"> • University purchases CRM Advance and pays for conversion and implementation expenses • University pays expense for Banner Advancement and all associated components • University pays for replacement services for prospect research,

	<p>address updates (NCOA), obit service, online-giving, etc.</p> <ul style="list-style-type: none"> • Foundation continues to pay expense for Financial Edge, Wilson Bennett, Royal EAB, BBNC Online Giving
Human Resources	<ul style="list-style-type: none"> • Integration team in central IT places top priority on creating a daily data feed from Banner into Financial Edge general ledger • Staff training for current foundation staff in the use of Banner • Staff training for replacement components
System / Integration Considerations	<ul style="list-style-type: none"> • University purchases CRM Advance and implementation services at TBD\$\$\$ with conversion completed <u>prior to public campaign launch (2019)</u> • Determine appropriate investment in additional applications and integration programming for Banner Advancement • How much to invest in a platform the Foundation is leaving? • How much of the work can be used when CRM Advance is deployed?

and further provided that the Business Process Changes section of the IT Proposal be amended to assure that all accounting and corporate procedures be maintained solely by the Foundation and not be transferred for access by the University. Julie Falgout and John Blohm are to meet and agree upon acceptable language to effectuate this provision. [**]

GOVERNANCE

BE IT FURTHER RESOLVED, that the Foundation By-laws and Joint Operating Agreement with the University be amended to allow for the Foundation CEO to also serve as a Vice-President of the University using the following process:

The Foundation will request its attorneys to (a) review the By-laws, the JOA, requisites of the Board of Supervisors, and all other applicable requirements, and (b) present to the Foundation recommendations on any amendments to the By-laws and the JOA to accomplish the foregoing.

The University will have its attorneys review the JOA and respond with comments.

A representative of the Foundation, the University President, their respective attorneys, and a representative of the Ad Hoc Committee will meet to narrow the issues.

The results of this meeting be presented to the Board of Trustees.

BE IT FURTHER RESOLVED, that a Special Meeting of the Foundation Board of Trustees be convened to consider the recommendations presented by the University and the Foundation representatives.

BE IT FINALLY RESOLVED, that at the Special Meeting of the Board of Trustees to consider the recommendations, the Board will entertain recommendations from the Chairman of the Board of Trustees and from the University President on any changes to the officers of the Foundation. The Board may elect to take action at that time.