



MINUTES
BOARD OF TRUSTEES OF THE
TRUSTEES OF PURDUE UNIVERSITY

EXECUTIVE COMMITTEE

NOVEMBER 1, 2013

A meeting of the Executive Committee of the Board of Trustees of The Trustees of Purdue University convened at 3:04 p.m. on Friday, November 1, 2013 in Room 326 of Stewart Center, Purdue University West Lafayette, Indiana.

Roll call was taken, with the following committee members present by means of electronic communication pursuant to the Electronic Meeting Policy: Thomas Spurgeon, chair; Michael Berghoff, John Hardin; and Gary Lehman. JoAnn Brouillette was not in attendance. Other trustees in attendance by means of electronic communication were Vanessa Castagna, Kelsey Quin, and Bruce White.

Also in attendance were: Mitch Daniels (by phone), Al Diaz, Executive Vice President for Business and Finance, Treasurer; Jim Almond, Senior Vice President for Business Services and Assistant Treasurer; Steve Schultz, Legal Counsel; and Janice Indrutz, Corporate Secretary.

Chairman Spurgeon noted that a quorum was present and called the meeting to order.

I. APPROVAL OF JOINT PLAN AND REORGANIZATION AGREEMENT TO TRANSFER UNIVERSITY DEVELOPMENT OFFICE AND OFFICE OF INVESTMENTS TO PURDUE RESEARCH FOUNDATION

Legal Counsel Schultz explained that the purpose of the meeting was to seek the Executive Committee's authorization and approval, on behalf of the full Board, of the resolution to transfer the University Development Office and the Office of Investments to the Purdue Research Foundation (PRF). He informed the Committee that most major research universities follow this model, and an interdisciplinary team consisting of both university and PRF representatives met over the past few months to explore the feasibility and potential of this opportunity.

Ms. Amy Noah, Interim Vice President for Development, was in attendance to provide an overview of the University Development Office (UDO) and discuss the background and benefits of the transfer from the UDO's perspective. Ms. Noah also provided data on the fundraising function and suggested that the transfer would allow for hiring development personnel, in addition to the current 70, to reach out to the more than 424,000 living Purdue alumni. She believes the transfer will allow the function to grow and enhance the ability to increase private giving.

Mr. Scott Seidle, Chief Investment Officer, followed Ms. Noah with an overview of the Office of Investments. He explained that the transfer of the investment function would increase administrative and operational efficiencies.

Mr. Kevin Vedder, Director of Organizational Change Management, who has also served as the project team leader, then followed Mr. Seidle with an overview of the transition process. He discussed the five key elements of the process, the transition timeline, and the four phases of the timeline.

Legal Counsel Schultz emphasized that one of the core benefits of the proposed transfer is that it advances the goal of refocusing and enhancing the Purdue Research Foundation's role as the supporting organization to the university. Mr. Dan Hasler, President of the Purdue Research Foundation, was also in attendance and remarked that the university and PRF will gain significant efficiencies by combining the functions and eliminating duplication, resulting in savings that can then be used to hire additional fundraisers.

In response to a question from Trustee Hardin, Mr. Schultz confirmed that the proposed changes would not alter or otherwise encumber the existing governance structure of the Purdue Research Foundation. Mr. Hasler added that these changes can actually be expected to allow PRF to be more efficient and nimble. Trustee Lehman commented that the transition makes a lot of sense and asked how well the proposed transition has been received by employees. Ms. Noah shared that she has met with Development staff, who have felt good about the care and guidance they received. Trustee White made some observations and asked about the perceived benefits of the reorganization, to which President Daniels responded that the transition will allow greater flexibility to run the Development organization. In response to a question from Trustee Berghoff, Ms. Noah remarked that the deans, having been briefed on the proposal, are excited and very supportive.

Upon proper motion duly seconded, the Executive Committee voted unanimously by roll-call vote to approve the resolution 1) authorizing the transfer of Purdue University's Office of Development and Office of Investments functions to the Purdue Research Foundation pursuant to a Joint Plan and Reorganization Agreement, and 2) expressing continued appreciation to the Purdue Research Foundation for its efforts in support of the Corporation. A copy of the resolution, the supporting documents, and the meeting presentation will be filed with the minutes.

II. RATIFICATION OF APPOINTMENT

Upon the recommendation of President Daniels, and upon proper motion duly seconded the Executive Committee voted unanimously by roll-call vote to ratify the appointment of Amy R. Noah as the Vice President for Development. President Daniels informed the Committee that Ms. Noah has served the university extremely well in her interim role, and he has the utmost confidence in her ability to do the job going forward. Chairman Spurgeon and Trustee Lehman both remarked that they have seen the morale of UDO personnel improve dramatically while Ms. Noah has been serving as interim vice president.

III. ADJOURNMENT

By consent, the meeting adjourned at 3:32 p.m.