

MINUTES OF THE SEPTEMBER 28, 2023 MEETING  
OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ALABAMA

The Executive Committee of The Board of Trustees of The University of Alabama met by video conference on Thursday, September 28, 2023. Trustee Scott M. Phelps chaired the meeting. Mark D. Foley, Jr., served as Secretary.

On roll call, the following Committee members were present:

The Honorable Scott M. Phelps, President pro tempore and Trustee  
from the Fourth Congressional District;

The Honorable W. Stancil Starnes, Trustee from  
the Sixth Congressional District;

The Honorable Karen P. Brooks, 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; General Counsel and Senior Vice Chancellor Sid Trant; UAB President Ray L. Watts, M.D.; UABHS CEO Dawn Bulgarella; UABHS General Counsel Dorothy Pak; as well as support staff from the UA System Office and the University of Alabama. The Honorable Ronald W. Gray, Trustee from the Fifth Congressional District, was unable to attend.

Vice Chancellor of System Communications Lynn Cole reported there were no RSVPs received for today's meeting from members of the media but welcomed any members of the media or public who may be viewing the livestream.

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

Pro tem Phelps said there were two items for consideration on the agenda. The first item was a resolution amending the affiliation agreement with Ascension and amending the bylaws of UAB-SVHS, Inc. Prior to opening the floor for discussion, Pro tem Phelps called for a motion to consider the first item. On the motion of Trustee Humphrey, seconded by Trustee Brooks, with Trustee W. Stancil Starnes recusing from voting on or deliberating the item, the Committee opened discussion on the first item.

Pro tem Phelps recognized UAB Health System CEO Dawn Bulgarella to present the item.

Mrs. Bulgarella requested approval of an amended and restated affiliation agreement between the Board of Trustees and Ascension Health to better reflect the strategic relationship between the parties, their affiliates, and their affiliations. Mrs. Bulgarella also requested approval of revised bylaws of the joint operating entity to reflect the changes in the revised affiliation agreement.

Pro tem Phelps thanked Mrs. Bulgarella and asked if there were questions or comments from the Committee. There were none. Pro tem Phelps then called for a vote, and the resolution passed unanimously.

Granting Approval of an Amended and Restated Affiliation Agreement with  
Ascension and Amended Bylaws of UAB-SVHS, Inc.

RESOLUTION

**WHEREAS**, the Board of Trustees of the University of Alabama (“Board”) on behalf of the University of Alabama at Birmingham approved an Affiliation Agreement with Ascension Health (“Ascension”), a Missouri nonprofit corporation, in January 2020 (the “Affiliation Agreement”);

**WHEREAS**, in connection with the Affiliation Agreement, the Board and Ascension formed UAB-SVHS, Inc., which adopted Bylaws;

**WHEREAS**, the purpose of the original Affiliation Agreement and consummating the transactions described therein continues to include: (i) creating a strong regional health care delivery network, with expanded geographic coverage, designed to offer population care management and improve the health of the regional community; (2) combining operations to realize economies of scale and reduce costs for patients and purchasers of health care services; (iii) lawfully engage in joint negotiations, pricing and strategic planning; and (iv) facilitating the sharing of medical expertise, specialties and resources for enhance care models, all in accordance with their missions;

**WHEREAS**, the Board deems it to be in its best interest, as well as the best interest of its affiliated clinical enterprises, to enter into an Amended and Restated Affiliation Agreement, copies of which were distributed to the Board;

**NOW, THEREFORE, BE IT RESOLVED** by the Board that it does hereby adopt, approve and authorize (i) the execution and delivery of the Amended and Restated Affiliation Agreement and the Amended and Restated Bylaws for UAB-SVHS, Inc. , in substantially the form distributed to the Board, with such changes, modifications, additions and/or amendments thereto as Dawn Bulgarella, Chief Executive Officer of UAB-SVHS, Inc. or such other authorized signatories, may deem reasonable and necessary; and (ii) the performance by The Board of Trustees of the obligations, covenants, agreements and undertakings required of The Board of Trustees pursuant to

or in connection with the Amended and Restated Affiliation Agreement and the Amended and Restated Bylaws.

Pro tem Phelps said the second item was a resolution approving appointments to the Board of Directors of Cooper Green Mercy Health Services Authority ("Authority"). Prior to opening the floor for discussion, Pro tem Phelps called for a motion to consider the second item. On the motion of Trustee Starnes, seconded by Trustee Humphrey, the Committee opened discussion on the item.

Pro tem Phelps recognized Dawn Bulgarella to present the item.

Mrs. Bulgarella said there were three nominations. Jefferson County nominated Angela Dixon, and the Authority nominated William Curry, M.D., and David Randall. The appointments are for two-year terms, beginning October 1, 2023.

Pro tem Phelps thanked Mrs. Bulgarella and asked if there were any comments or questions from the Committee. There were none.

Pro tem Phelps then called for a vote. All were in favor, and the resolution passed unanimously.

Granting Approval of Appointments for the Board of Directors for the  
Cooper Green Mercy Health Services Authority

#### RESOLUTION

**WHEREAS**, The Board of Trustees of The University of Alabama ("Board") established the Cooper Green Mercy Health Services Authority, an Affiliate of UAB Health System ("Cooper Green") under the provisions of the University Authority Act of 2016, Ala. Code§ 16-17A-1, *et seq.*; and

**WHEREAS**, the UA Board is the sponsoring university for Cooper Green and has the authority to appoint the board of directors of Cooper Green;

**WHEREAS**, Article Nine of Cooper Green's Articles of Incorporation states the Board of Directors shall consist of seven (7) directors: four (4) appointed by the UA Board, and three (3) nominated by Jefferson County and appointed by the UA Board;

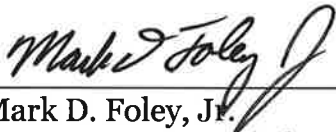
**WHEREAS**, Jefferson County has nominated Angela Dixon to be appointed to serve as Director of Cooper Green beginning October 1, 2023;

**WHEREAS**, UAB Health System Authority has nominated William Curry, M.D. and David Randall to be appointed to serve as Directors of Cooper Green beginning October 1, 2023;

**NOW THEREFORE BE IT RESOLVED BY THE UA BOARD** that the following individuals serve as Cooper Green directors for a two-year term beginning October 1, 2023 and until such time as their successors are duly appointed and qualified:

- (1) Angela Dixon
- (2) William Curry, M.D.
- (3) David Randall

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

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