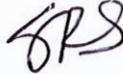


BOARD APPROVED
DECEMBER 8, 2023

Cindy Ream
Corporate Secretary

MEMORANDUM

To: Board of Trustees

From: Steve Schultz, SVP and General Counsel 

Cc: Mung Chiang, President
Karen Plaut, Executive Vice President for Research

Re: Updated Resolution Delegating Duties and Responsibilities Concerning Access to, and Management, Handling and Protection of, Federally-Classified Information

Date: December 6, 2023

Purpose. The purpose of this memo is to request Board of Trustee approval, as a consent agenda item, of the resolution set forth on the following pages. This resolution updates previous resolutions adopted by the Board at its February 2011 and July 2014 stated meetings, as well as one adopted by the Executive Committee on the Board's behalf at a special meeting held on February 15, 2023, which was subsequently amended by the Board at its April 14, 2023 stated meeting.*

The attached resolution updates the historical resolutions referenced above to reflect various personnel changes as well as new terminology for identifying those individuals having direct or indirect authority to influence or decide issues affecting the management or operations of the institution, including those who must be cleared consistent with facility security clearance requirements. These changes have benefitted from the consultations with our facility security advisor, ISI Enterprises, working with new Facility Security Officer Nick Kreuzman.

Request. I respectfully request the Board's approval and adoption of the attached resolution as part of the consent agenda at your stated meeting on Friday, December 8, 2023.

* Materials related to the actions in February and April 2023 accompany this memo.

**UPDATED RESOLUTION DELEGATING DUTIES AND RESPONSIBILITIES
CONCERNING ACCESS TO, AND THE MANAGEMENT, HANDLING AND
PROTECTION OF, FEDERALLY- CLASSIFIED INFORMATION; AND
EXCLUDING CERTAIN TRUSTEES AND OFFICERS**

WHEREAS, by resolutions adopted by the Board of Trustees (the “Board”) of The Trustees of Purdue University (the “Corporation”) at stated meetings held on February 4, 2011 and July 18, 2014 (the “Historical Resolutions”), as well as by a resolution adopted by the Executive Committee of the Board acting on its behalf at a special meeting held on February 15, 2023 (as subsequently amended by full Board action on April 14, 2023, the “February 2023 Resolution”), the Board has historically designated a “Senior Managerial Group” to which was delegated authority and responsibility pertaining to access to, and management, handling and protection of, any and all classified information, as defined or specified in the “National Industrial Security Program Operating Manual” issued under the auspices of the U.S. Department of Defense; and

WHEREAS, since the February 2023 Resolution was adopted, Jermaine Owens has stepped down from his roles as Chief Security & Intelligence Officer and Facility Security Officer of the Corporation, as well as from his role as the Corporation’s Insider Threat Program Senior Official; and

WHEREAS, Ken Suter, who subsequently succeeded Mr. Owens as the Corporation’s Facility Security Officer, has also stepped down from that role; and

WHEREAS, Nicholas Kreuzman assumed the role of the Corporation’s Facility Security Officer and Insider Threat Program Senior Official on November 6, 2023; and

WHEREAS, as a result of these personnel changes, and to be consistent with updated guidance and best practices for compliance with facility clearance and individual security clearance requirements of the Defense Counterintelligence and Security Agency (the DCSA, and formerly the Defense Security Service) of the Department of Defense, or any applicable requirements of other federal offices and cognizant security agencies, the Board desires to take certain actions and amend the Prior Resolutions in the manner set forth below:

NOW, THEREFORE, BE IT RESOLVED, THAT:

1. The designation of Nicholas Kreuzman as Corporation’s Facility Security Officer and Insider Threat Program Senior Official is hereby ratified and confirmed.
2. Paragraphs 1 through 3 of the February 2023 Resolution are hereby reaffirmed, it being acknowledged that: (a) Kevin Boes has now replaced Mark. T. Gee in the role of Student Trustee on the Board of Trustees, and (b) all members of the Board of Trustees named in Paragraph 2 (after giving effect to the above-referenced replacement of Mr. Gee by Mr. Boes) are hereby designated as Key Management Personnel.
3. Paragraph 4 of the February 2023 Resolution is hereby reaffirmed, except that: (a) those individuals previously designated as members of the “Senior Managerial Group” are hereby designated as Key Management Personnel, with all references to “Senior Managerial Group”

now being changed to “Key Management Personnel,” (b) Nicholas Kreuzman is now the Facility Security Officer as confirmed above, and (c) the following additions are hereby made to the list of Key Management Personnel (previously identified in the February 2023 Resolution, as subsequently amended by full Board action on April 14, 2023, as members of the Senior Managerial Group):

ADDITIONAL KEY MANAGEMENT PERSONNEL

Title:

Present Incumbent:

Vice President, Deputy CFO and Asst. Treasurer
Senior Vice President and General Counsel

Eva Nodine
Steven R. Schultz

4. Paragraphs 5 through 8 of the February 2023 Resolution are hereby reaffirmed, it being acknowledged that: (a) Karen Plaut and Ian Hyatt were subsequently moved to the Senior Managerial Group (now referred to as the list of Key Management Personnel) by full Board action on April 14, 2023, (b) the names listed above in paragraph 3 of this resolution are no longer to be included in the list of “Institution Officers” set forth in paragraph 7 of the February 2023 Resolution (since they are now designated as Key Management Personnel), and (c) the position of Executive VP for Marketing and Communications (R. Ethan Braden) is now removed from the list of Institution Officers, Dimitri Peroulis has replaced Gary Bertoline as the Senior VP for Purdue Online, and Amy Boyle has replaced Bill Bell as VP for Human Resources.

8. This resolution supersedes and replaces the Historical Resolutions and the February 2023 Resolution (as subsequently amended by full Board action on April 14, 2023), except to the extent portions thereof (as modified and reaffirmed as described herein) are incorporated herein by reference, and capitalized terms used but not defined in this resolution have the meanings ascribed to them in such Historical Resolutions and the February 2023 Resolution.

BOARD APPROVED
FEBRUARY 15, 2023

Cindy Ream
Corporate Secretary

MEMORANDUM

To: Executive Committee of the Board of Trustees
From: Steve Schultz, General Counsel *SJS*
Cc: Mung Chiang, President
Karen Plaut, Executive Vice President for Research
Re: Updated Resolution Delegating Duties and Responsibilities Concerning Access to, and Management, Handling and Protection of, Federally-Classified Information
Date: February 8, 2023

Purpose. The purpose of this memo is to request the Executive Committee's approval, on behalf of the Board of Trustees, of the resolution set forth on the following pages. This resolution updates previous ones adopted by the Board at its February 2011 and July 2014 stated meetings (the "Prior Resolutions").

Background. Purdue has a long and productive history of conducting research to enhance national security. Some of this research has involved investigator access to classified information. Of course, we hope and anticipate more of these opportunities will result from making the National Security and Technology initiative and the Purdue Applied Research Institute part of the Purdue Moves 2.0.

To access classified information, the University must hold a contractor facility security clearance (FCL). In connection with maintaining a FCL, the Chair of the Board, an individual designated as the Senior Management Official, and an individual designated as the Facility Security Officer must meet the requirements for eligibility for access to classified information. In addition, the University must have Insider Threat Program Security Officer. The Prior Resolutions addressed these requirements by establishing and maintaining a Senior Managerial Group (SMG) responsible for the University's management of classified information.

Given the increasing importance of research in areas related to national security and defense within our ecosystem, and in light of recent changes in leadership and other personnel, we are now seeking a further updated resolution, as set forth on the following pages.

Request. I respectfully request the Executive Committee's approval and adoption, on behalf of the Board, of the attached resolution. For good measure, and without diminishing the immediate effectiveness of this Executive Committee action, we will seek the full Board's ratification of the resolution in the consent agenda at the April 2023 meeting.

**UPDATED RESOLUTION DELEGATING DUTIES AND RESPONSIBILITIES
CONCERNING ACCESS TO, AND THE MANAGEMENT, HANDLING AND
PROTECTION OF, FEDERALLY- CLASSIFIED INFORMATION; AND
EXCLUDING CERTAIN TRUSTEES AND OFFICERS**

WHEREAS, by a resolution adopted at a stated meeting held on February 4, 2011, the Board of Trustees (the “Board”) of The Trustees of Purdue University (the “Corporation”) established a “Senior Managerial Group,” to which was delegated all authority and responsibility of the Board pertaining to access to, and management, handling and protection of, any and all classified information, as defined or specified in the National Industrial Security Program Operating Manual (NISPOM) issued under the auspices of the U.S. Department of Defense (the “2011 Original Resolution”); and

WHEREAS, by a further resolution adopted at a stated meeting held on July 18, 2014, the Board updated the description of the official positions constituting the Senior Managerial Group in order to include the then-newly created position of “Executive Vice President for Research and Partnerships”, which had replaced the former position of Purdue’s “Vice President for Research” (the “2014 Updated Resolution”); and

WHEREAS, current Department of Defense regulations contain a provision making it mandatory that the Chair of the Board, the Senior Management Official, and the Facility Security Officer meet the requirements for eligibility for access to classified information established for a contractor facility security clearance; and

WHEREAS, the Department of Defense regulations also authorize and permit the express exclusion of certain members of the Board and other officers from such security clearance requirements, provided that this action is recorded in the corporate minutes of the Corporation via a resolution stating that the excluded Board members and officers will not require access to classified material; and

WHEREAS, the Board desires to continue to delegate to certain officers of the Corporation and of Purdue University (the “Institution”) all duties and responsibilities concerning access to, and the management, handling, and protection of, classified information related to national defense and security, in each case in order to simplify compliance with facility clearance and individual security clearance requirements of the Defense Counterintelligence and Security Agency (the DCSA, and formerly the Defense Security Service) of the Department of Defense, or any applicable requirements of other federal offices and Cognizant Security Agencies; and

WHEREAS, pursuant to Article V, Section 1 of the Bylaws of the Corporation, the Executive Committee of the Board (the “Committee”) has and may exercise all of the powers of the Board during intervals between meetings of the Board:

NOW, THEREFORE, BE IT RESOLVED BY THE COMMITTEE, ON BEHALF OF THE BOARD, AS FOLLOWS:

1. The present and future members of the Board, other than any individual or individuals (each, a “Designated Trustee”) designated by the person now or hereafter serving as the Chair of the Corporation (and, *ex officio*, as Chair of the Board)—one of which Designated Trustees may

also be the Chair—and which Designated Trustee(s) upon such designation shall be deemed stricken from the list below—do not and will not require access, in connection with their functions as Board members, to any classified information relating to the national defense and security that may now or in the future be in the possession of the Corporation or of the Institution.

2. Accordingly, all present and future Board members serving in the following capacities as members of the Board, other than those identified as Designated Trustees, can effectively be, and shall be, excluded from, and shall not have access to, any and all such classified information, nor do such individuals occupy positions that would enable them to adversely affect the Institution’s policies or practices in the performance of classified contracts:

BOARD OF TRUSTEES

<u>Title:</u>	<u>Present Incumbent:</u>
Chair (Designated Trustee)	Michael R. Berghoff
Vice Chair	Gary J. Lehman
Trustee At-Large	JoAnn Brouillette
Trustee At-Large	Lawrence C. (Sonny) Beck
Trustee At-Large	Michael F. Klipsch
Trustee At-Large	Shawn A. Taylor
Alumni Trustee (Designated Trustee)	Theresa C. Carter
Alumni Trustee	Vanessa J. Castagna
Alumni Trustee	Malcolm S. DeKryger
Student Trustee	Mark T. Gee

3. The exclusion described above shall not be interpreted as preventing such excluded members from participating in consideration of, or voting upon, proposed federal contract or grant documents that may become before the Board and that relate to, but that do not in themselves contain, classified information.
4. The individuals now, or at any time hereafter, serving in the following official capacities within the Corporation and/or the Institution, or in such successor positions as are the functional equivalent of these capacities as a result of organizational changes approved by the Board from time to time, are hereby designated, during their tenure in such capacities, as members of a group (the “Senior Managerial Group”) to which is hereby delegated all authority and responsibility of the Board pertaining to access to, and management, handling, and protection of, any and all such classified information, as defined or specified in the “National Industrial Security Program Operating Manual” issued by the DCSA, or in other U.S. government documents now or hereafter applicable or in force:

SENIOR MANAGERIAL GROUP

<u>Title:</u>	<u>Present Incumbent:</u>
Chair of the Board (Designated Trustee)	Michael R. Berghoff
President (Senior Management Official)	Mung Chiang
Treasurer and Chief Financial Officer	Christopher A. Ruhl
Chief Security and Intelligence Officer (Facility Security Officer)	Jermaine D. Owens
VP for Research Institutes and Centers in Discovery Park District	Dan DeLaurentis
Trustee Representative (Designated Trustee)	Theresa C. Carter

5. The text of paragraph 3 of the 2011 Original Resolution (which describes the role of chair of the Senior Managerial Group and the appointment of the Facility Security Officer) is hereby incorporated into this resolution by reference, *provided* that: (a) the references contained therein to the title "Vice President for Research" are hereby changed to the title "Chief Security and Intelligence Officer," and (b) such paragraph is hereby amended to provide that the Chief Security and Intelligence Officer also serves directly as the Facility Security Officer and as the Insider Threat Program Security Officer pursuant to the NISPOM.
6. The individuals holding the administrative offices at the Institution identified in paragraph 7 below (the "Institution Officers") do not and will not require access to any classified information relating to the national defense and security that may now or in the future be in the possession of the Corporation or of the Institution.
7. Accordingly, all present and future Institution Officers serving in the following capacities can effectively be, and shall be, excluded from, and shall not have access to, any and all such classified information, nor do such individuals occupy positions that would enable them to adversely affect the Institution's policies or practices in the performance of classified contracts:

INSTITUTION OFFICERS

<u>Title:</u>	<u>Present Incumbent:</u>
Provost and Executive VP for Academic Affairs and Diversity	Patrick Wolfe
Executive VP for Research	Karen Plaut
Vice President, Deputy CFO and Assistant Treasurer	Eva Nodine
Senior VP for Partnerships	Alyssa Wilcox
Senior VP for Purdue Online and Learning Innovation	Gary Bertoline
Senior VP for Administrative Operations	Michael B. Cline
VP for Physical Facilities and Chief Public Safety Officer	Jay Wasson
Vice President for Auxiliary Services	Rob Wynkoop
Vice President for Ethics and Compliance	Alysa Christmas Rollock
Vice President for Human Resources	Bill Bell
Executive VP for Marketing and Communications	R. Ethan Braden
Chief Information Officer	Ian Hyatt
General Counsel	Steven R. Schultz
Deputy General Counsel	Adrian S. Allen

8. The Secretary of the Corporation is hereby authorized to certify and/or furnish copies of this resolution, together with the Prior Resolutions, to the Cognizant Security Office processing the facility security clearance for the Institution, and the Cognizant Security Office will be notified of any change in conditions that would require any of the Institution Officers to have access to the classified information and/or any change in the individual security clearance status of any of such Institution Officers.
9. This resolution supersedes and replaces the Prior Resolutions, except to the extent portions thereof (as modified as described herein) are incorporated herein by reference, and capitalized terms used but not defined in this resolution have the meanings ascribed to them in such Prior Resolutions.

Excerpt from April 14, 2023 Purdue Board of Trustee minutes:

Chairman Berghoff conveyed that, on a related note, this Board has received a proposal to update the resolution adopted by the Executive Committee at the special meeting held on February 13th. He explained that this action would recognize additional University officers with cleared status who need to be included in the “Senior Managerial Group” for purposes of access to classified information.

Chairman Berghoff then entertained a motion to add the positions of Executive Vice President for Research and Chief Information Officer, currently held by Karen Plaut and Ian Hyatt, respectively, to the list of the Senior Managerial Group members in paragraph 4 of that earlier resolution, and to remove those positions from the “excluded officer” list in paragraph 7 of that resolution.

Upon proper motion duly made and seconded, the Board of Trustees voted unanimously to approve the updated clearance statuses. Supporting materials were filed with the minutes.