

**MEMORANDUM**

**To:** Board of Trustees

**From:** Steve Schultz, SVP and General Counsel

**Cc:** Mung Chiang, President  
Patrick Wolfe, Provost and Executive VP for Academic Affairs and Diversity  
Christopher A. Ruhl, Treasurer and Chief Financial Officer  
Amy Boyle, Vice President for Human Resources

**Re:** Appointment of Additional Deputy General Counsel; Amendment of Bylaws

**Date:** July 29, 2024

**Purpose.** The purpose of this memo is to request that you: (i) approve an amendment to the Bylaws of The Trustees of Purdue University (the “Corporation”) to include the ability to have an additional Deputy General Counsel, and (ii) elect Monica S. Bloom to that position.

**Background.** For many decades, the elected officer positions of the Corporation included a “Legal Counsel” and an “Assistant Legal Counsel,” recognizing the need for an advisor to render legal services to the Board and the officers of the Corporation and the University. Upon the creation of the Office of Legal Counsel (“OLC”) in 2013, the Board elected, for the first time, an internal lawyer to the Legal Counsel position, followed by the election of a second internal lawyer as Assistant Legal Counsel in 2016. The Bylaws were later amended to change these titles to General Counsel and Deputy General Counsel—reflecting more modern practice.

The University’s legal team—among the smallest of the institutions in the Big Ten Academic Alliance—has long divided its multiple practices areas between those focused on the human capital side of the institution (e.g., academic affairs, human resources) and those focused on physical and financial capital (facilities, financings, and other transactions). For six years after 2016, we had a Deputy General Counsel who focused on the former category, and since 2022 we have had one (Adrian Allen) focused on the latter. Still, the two groupings are of co-equal importance. Adding this new position will provide two deputies of equal rank dedicated to each side of this basic divide.

As a member of OLC since 2018, Monica S. Bloom is currently Associate VP and Senior Counsel. Her primary responsibilities include employee relations, human resources, regulatory and compliance matters, student affairs and conduct, athletics-related matters, and University policies. Monica previously served as Purdue's Title IX coordinator and executive director of the Office of Institutional Equity. Before coming to Purdue, she was an attorney with Stuart & Branigin specializing in employment and health care litigation. Monica holds a J.D. from the University of Illinois at Urbana-Champaign (*summa cum laude*) and a bachelor's degree in history from Duke University. Her advice and counsel are widely sought out and respected by her many internal clients.

**Request.** I respectfully request that Article IV of the Bylaws be amended as set forth below, and that Monica S. Bloom be elected to the position of a second Deputy General Counsel, to serve alongside Deputy General Counsel Adrian Allen until the next election of officers and until her successor is duly chosen and qualified.

**Proposed Amendments Redlined Below:**

**ARTICLE IV: OFFICERS**

**Section 1: Election.** At its annual meeting in each odd-numbered year (hereinafter called the "biennial meeting"), the Board shall elect a Chairman, Vice Chairman, Treasurer, Secretary, and General Counsel of the Corporation, and may elect an Assistant Secretary, an Assistant Treasurer, one or more Deputy General Counsels, and such other officers of the Corporation as it may desire. Any member of the Board shall be eligible to the office of Chairman or Vice Chairman. Neither the Treasurer, the Secretary, the General Counsel, nor their assistants, shall be a member of the Board. All officers shall serve for a term of two years and until their successors are chosen and qualified.

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**Section 9: Deputy General Counsel.** Each Deputy General Counsel shall assist the General Counsel and shall perform the duties of that officer in cases of absence or incapacity.