

## **SOUTH DAKOTA BOARD OF REGENTS**

### **Planning, Governance, and Resource Development**

**AGENDA ITEM: 5 – I (REVISED)**

**DATE: May 8-10, 2018**

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#### **SUBJECT**

**USD Discovery District Annual Meeting**

#### **CONTROLLING STATUTE, RULE, OR POLICY**

None

#### **BACKGROUND / DISCUSSION**

The Board's May meeting will serve as the time and place for the USD Research Park, Inc. (dba USD Discovery District) annual meeting. Rich Naser, President of the USD Discovery District, will provide a brief update on the current status of operations at the park.

The annual meeting is also the time and place for the Board to appoint directors to the Board of Directors of the USD Discovery District. The current makeup of the Board of Directors is set forth in Attachment I. There are two terms set to expire in 2018, the first is occupied by Daren Ketcham and the second is open as a result of Christine Hamilton's resignation from the Board of Directors on December 5, 2017. There is also a vacancy that resulted from Eddie Sullivan's resignation on December 5, 2017, which term expires in 2020. As such, there are three appointments pending before the Board at its meeting, which would become effective upon approval.

#### **IMPACT AND RECOMMENDATION**

The Board of Directors passed the resolution set forth in Attachment II at a special meeting on May 7, 2018, which recommends and requests the Member (BOR) take the following action:

**Appoint Daren Ketcham and Ryan Pidde to serve three years terms on the Board of Directors of the USD Discovery District and appoint Deb Peters to serve the remainder of the vacant 2020 term.**

The aforementioned resolution was needed to supplement the resolution passed by the Board of Directors at its annual meeting on March 20, 2018 (Attachment III), as one of the initial nominees subsequently indicated he was unable to serve on the Board of Directors. As such, the May 7<sup>th</sup> resolution was passed to provide a full slate of nominations to fill the Board of Directors.

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#### **DRAFT MOTION 20180508\_5-I:**

I move to appoint Daren Ketcham and Ryan Pidde to serve three year terms on the Board of Directors of the USD Discovery District and Deb Peters to serve the remainder of the vacant 2020 term.

Staff recommends approval.

**ATTACHMENTS**

Attachment I – USD Discovery District Board of Directors

Attachment II – May 7, 2018 USD Discovery District Resolution

Attachment III – March 20, 2018 USD Discovery District Resolution



## 2018 Board of Directors

### 3 Year Term – Expires 2020

Bob Sutton, Vice President

Dave Kapaska

Open

### 3 Year Term – Expires 2018

Open

Daren Ketcham

### 3 Year Term – Expires 2019

Russell Olson, Sec./Treas.

Michael Rush

Paul Hanson

### Ex-Officio, Voting

James Abbott, Chairman

### Ex-Officio, Non-Voting

USD Vice President for Research, currently Mary Berry

USD Dean of Beacom School of Business, currently Venky Venkatachalam

USD GEAR Center Director, currently Dan Engebretson

University Center Executive Dean, currently Craig Johnson

South Dakota Board of Regents Chief Research Officer, currently Nathan Lukkes,

Governor's Office of Economic Development - Open

**RESOLUTION OF THE  
UNIVERSITY OF SOUTH DAKOTA RESEARCH PARK, INC.  
BOARD OF DIRECTORS**

**WHEREAS**, the Board of Directors (the "Board") of the University of South Dakota Research Park, Inc. (the "Company") convened a special meeting on May 7, 2018;

**WHEREAS**, the Board previously approved a Resolution on March 20, 2018, in which it approved and recommended Scott Sletten to fill one of the two expiring 3-year terms on the Board of Directors;

**WHEREAS**, Scott Sletten is no longer able to serve in that capacity;

**WHEREAS**, this Resolution shall have the effect of removing Scott Sletten from consideration and recommending an alternate appointment to the Member;

**WHEREAS**, pursuant to the authority granted in the Bylaws, the Board must submit recommendations to the Member for the appointment of directors to staggered terms;

**WHEREAS**, the 1<sup>st</sup> 3-year term of director Daren Ketcham will expire in 2018;

**WHEREAS**, Christine Hamilton resigned as a director on December 5, 2017 and her term would expire in 2018;

**WHEREAS**, the Board approves and nominates the following directors for submission to the Member for final approval to fill the 2 3-year term vacancies:

1. Daren Ketcham to serve a 2<sup>nd</sup> 3-year term; and
2. Ryan Pidde to serve a 1<sup>st</sup> 3- year term; and

**WHEREAS**, having received notice that Eddie Sullivan will be unable to continue on the Board for the remainder of his term, the Board approves and nominates Deb Peters for submission to the Member for final approval to replace Eddie Sullivan a director for the remainder of his existing term;

**WHEREAS**, the Board reaffirms and ratifies all other decisions and actions of the Board contained in its Resolution dated March 20, 2018.

**NOW, THEREFORE**, the foregoing resolution was adopted by the Board of Directors on May 7, 2018 by a vote of 5-0.

Date:

5/7/2018

ATTEST:



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UNIVERSITY OF SOUTH DAKOTA RESEARCH PARK, INC., Secretary

**RESOLUTION OF THE  
UNIVERSITY OF SOUTH DAKOTA RESEARCH PARK, INC.  
BOARD OF DIRECTORS**

**WHEREAS**, the annual meeting of the Board of Directors (the "Board") of the University of South Dakota Research Park, Inc. (the "Company") was convened on March 20, 2018

**WHEREAS**, all members of the Board, entitled to notice of an annual meeting under the Company Bylaws, have waived all requirements of notice of the annual meeting reconvened on March 21, 2017;

**WHEREAS**, pursuant to the authority granted in the Bylaws, the Board must submit recommendations to the Member for the appointment of directors to staggered terms;

**WHEREAS**, the 1<sup>st</sup> 3-year term of director Daren Ketcham will expire in 2018;

**WHEREAS**, Christine Hamilton resigned as a director on December 5, 2017 and her term would expire in 2018;

**WHEREAS**, the Board approves and nominates the following directors for submission to the Member for final approval to fill the 2 vacancies:

1. Daren Ketcham to serve a 2<sup>nd</sup> 3-year term; and
2. Scott Sletten to serve a 1<sup>st</sup> 3- year term; and

**WHEREAS**, having received notice that Eddie Sullivan will be unable to continue on the Board for the remainder of his term, the Board approves and nominates Deb Peters for submission to the Member for final approval to replace Eddie Sullivan a director for the remainder of his existing term;

**WHEREAS**, Article III of the Bylaws states that the Board of Directors may designate additional ex officio members to the Board without vote as needed and the Board hereby reappoints or appointments the following:

1. USD VP for Research—currently Mary Berry,
2. Deputy Director of Governor's Office of Economic Development—currently Aaron Scheibe,
3. Director of the USD GEAR Center—Currently Dan Engebretson, and
4. Chief Research Officer for the South Dakota Board of Regents—currently Nathan Lukkes.
5. Dean of the University of South Dakota School of Business—currently Dr. Venky Venkatachalam, and
6. Executive Dean of the University Center Sioux Falls—currently Craig Johnson.

**WHEREAS**, the Board appoints the following directors to the Executive Committee for the subsequent year;

1. James Abbott,
2. Bob Sutton,
3. Russell Olson, and
4. Daren Ketcham.

**AND**

**WHEREAS**, the Board reaffirms and reappoints the following officers of the Corporation for the subsequent year:

1. Rich Naser – President,
2. Bob Sutton – Vice President, and
3. Russell Olson – Secretary/Treasurer

**WHEREAS**, the Board reaffirms and ratifies all other decisions and actions of the Board for the preceding year.

**NOW, THEREFORE**, the foregoing resolution was adopted by the Board of Directors on March 20, 2018 by a vote of 7-0.

Date:

March 20, 2018

ATTEST:

  
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UNIVERSITY OF SOUTH DAKOTA RESEARCH PARK, INC., Secretary