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Office of the President
December 10, 2019

Members, Board of Trustees:

APPOINTMENT TO BOARD OF DIRECTORS
UNIVERSITY OF KENTUCKY HUMANITIES FOUNDATION, INC.

Recommendation: that the Board of Trustees approve the appointments of Jennifer B. Coffman, Melody Flowers, Joan B. Gaines, Jim Gray, and Stephen L. Grossman to the Board of Directors of the University of Kentucky Humanities Foundation for a two-year term, ending January 1, 2022; the appointments of Thomas B. Gaines, Donna S. Hall, Alan Hawse, Adam Kegley, and Daniel Rowland to the Board of Directors of the University of Kentucky Humanities Foundation for a four-year term, ending January 1, 2024; and the appointments of Joshua E. Santana, Ben Self, Scott Shapiro, Jay Varellas, and James C. Woolery to the Board of Directors of the University of Kentucky Humanities Foundation for a six-year term, ending January 1, 2026.

Background: The management of the affairs of the Foundation shall be vested in a Board of Directors whose membership shall consist of at least 15 members, one of whom shall be the President of the University of Kentucky; one of whom shall be the Provost of the University of Kentucky; one of whom shall be the Dean of the College of Arts and Sciences; one of whom shall be the Dean of the Lewis Honors College; one of whom shall be an alumnus of the Gaines Center Fellowship Program; one of whom shall be a Gaines Fellow who will serve in his or her senior (second) year; and up to two of whom shall be individuals designated by the family of John R. and Joan B. Gaines. The remaining 10 members of the Board of Directors shall be appointed from the public-at-large.

These appointments require approval by the Board of Trustees in accordance with the Articles of Incorporation and By-Laws for the University of Kentucky Humanities Foundation, Inc.

Action taken: Approved Disapproved Other_____

**Bios for University of Kentucky Humanities Foundation, Inc.
Board of Directors**

Jennifer B. Coffman, University of Kentucky

Jennifer B. Coffman was the first female federal district judge in Kentucky, served on the federal bench from 1993 to 2013, and was on the Foreign Intelligence Surveillance Court from 2011 to 2013. Prior to her judicial service, she was a trial lawyer whose practice focused on the areas of education, employment, and Constitutional law. Judge Coffman earned her JD, BA (English), and MS (Library Science) from the University of Kentucky, where she now teaches as an adjunct professor at the College of Law. She has been honored at University of Kentucky by being in the College of Law Hall of Fame (1996); the Outstanding Alumna of the College of Communication and Information (2013-14); and the Hall of Distinguished Alumni (2015).

Melody Flowers, University of Kentucky

Melody Flowers serves as the Executive Director for Strategic Analysis and Policy at the University of Kentucky, overseeing campus transportation and helping lead various initiatives including community and business engagement, public-private partnerships and contract management, creative space and place making, and university financial planning. Prior, Melody led academic and financial planning at Harvard University, and brings many years of experience from the non-profit and government sectors. She serves on the boards of CivicLex and the Downtown Lexington Partnership, regularly lectures on the economics of higher education, and mentors nationally competitive scholarship candidates. She earned a master's degree in Public Policy from the Harvard Kennedy School and a bachelor's degree from the University of Kentucky, where she was a Singletary Scholar, National Merit Scholar, Gaines Fellow, and Harry S. Truman Scholar.

Joan B. Gaines

Joan Gaines has been a resident of Lexington for 60 years. In that time, she has been active in community organizations regarding the arts, education, health, and human services. She and her husband were founders of The Gaines Center for the Humanities at the University of Kentucky.

Jim Gray, Gray Construction

Jim Gray was most recently Mayor of Lexington and is currently Chairman of the Board of Gray Construction. While Gray was mayor, Lexington was named the fourth best run city in the country in 2018, a step up from fifth best in 2017. Facing deficits on day one of his administration, Gray righted Lexington's financial ship through a series of major reforms. His reform of the police and fire pension system preserved the retirements of

more than 1,000 retirees while saving the city millions. A national actuarial firm labeled it the “most effective pension reform in the country.” Gray’s push for a revitalized downtown continues today. The City’s Historic 1899 Courthouse was rededicated in late 2018, and construction has begun on a new gathering place for Lexingtonians, Town Branch Commons. Complementing Town Branch, the reinvention of Rupp Arena and an expansion of the Convention Center are also underway. This Project is the single largest public capital public improvement project in Lexington’s history which means new jobs and a remarkable new face for Lexington. At the start of his career, Jim Gray earned a B.A. from Vanderbilt University and then came home to help grow his family’s construction firm, accepting a Loeb Fellow appointment at Harvard along the way. Today, Gray Construction is ranked among the top five US builders within major industry sectors including manufacturing, automotive, food and beverage, and distribution. Customers include Mercedes, BMW, Keurig, Toyota, and Amazon.

Stephen L. Grossman, Robert W. Baird and Co.

Stephen L. Grossman is a Director with Milwaukee based Robert W. Baird and Co. after the acquisition of Louisville based Hilliard Lyons. Steve manages Baird’s downtown Lexington office and oversees his own wealth management practice. Steve is a graduate of Carson Newman College, Auburn University, and The Wharton School of Business SIA Institute. He currently serves as Chair of the Board of Directors of the University of Kentucky Humanities Foundation.

Thomas Gaines, KBC International

Thomas Gaines is the son of the founders of The Gaines Center for the Humanities, the late John Gaines and his wife Joan. Thomas has been a long-term member of the Board of Directors of the University of Kentucky Humanities Foundation. Thomas has several business interests in the thoroughbred industry and is the owner, President, and CEO of KBC International.

Donna S. Hall

Donna S. Hall is a civic leader and philanthropist. She is an advocate in Kentucky and nationally for the arts, arts education, and the humanities. She is the former Chair of the Board of Directors of the University of Kentucky Humanities Foundation, Inc.

Alan Hawse, Cypress Semiconductor

Alan Hawse is a formal EVP of Cypress Semiconductors, based in San Jose CA. Cypress merged with Spansion, Inc. in 2019. Alan heads the software development for their Lexington office. Alan is an electrical engineering graduate of the University of Kentucky.

Adam R. Kegley, Frost Brown Todd, LLC

Adam R. Kegley is a member in the Lexington office of the law firm of Frost Brown Todd LLC. Adam focuses his practice on bankruptcy and restructuring, secured transactions, and mergers and acquisitions, with an emphasis on the energy and mineral industries. Adam received his JD from the University of Kentucky College of Law and his BA in Philosophy from the University of Kentucky, where he was a Gaines Fellow. Prior to joining Frost Brown Todd LLC, Adam clerked for the Honorable Karl S. Forester of the United States District Court for the Eastern District of Kentucky.

Daniel Rowland, University of Kentucky (Professor Emeritus)

Daniel Rowland was Director of the Gaines Center from 1998 to 2007. He is an emeritus professor of Russian history in the Department of History at the University of Kentucky, and is the author or editor of many books and articles, mostly on Russian history. He served as officer or board member on the Historic South Hill Neighborhood Association, was on the board of the Blue Grass Trust for Historic Preservation for 25 years, and has long been involved in the restoration of the Pope Villa in Lexington. He has sung with the Yale Whiffenpoofs and the Yale Russian Chorus.

Joshua E. Santana

Joshua E. Santana is a 1970 graduate of Transylvania University, and a 1976 graduate of the University of Kentucky College of Law. Following graduation from Transylvania, he entered the United States Navy where he received a commission as an Ensign. He subsequently qualified as a Surface Warfare Officer and retired in 1994 after 23 years of active and reserve duty with the rank of Captain. He is licensed to practice before all state and federal courts in Kentucky. After 43 years, he is retiring from the practice of law.

Ben Self, West Sixth Brewing

Ben Self is the co-founder of West Sixth Brewing, a craft brewery and taproom headquartered in Lexington. Prior to West Sixth, Ben was the founder of Blue State Digital, an online technology product and agency focused on online engagement and fundraising, working with corporations, non-profit organizations, and Democratic political candidates and organizations -- including the election of President Obama. Ben has also served as the elected Chair of the Kentucky Democratic Party since 2017. He has a master's degree in Electrical Engineering and Computer Science from MIT, and lives in Lexington with his wife Rebecca and children Tyson and Anna.

Scott Shapiro, MetroNet

Scott Shapiro currently consults with MetroNet, the fiber-to-the-home company, and he continues to work on his discovery of a new species of city, the University City, by writing and speaking about the concept's implications for Lexington, its peers, and aspiring University Cities. Scott served with Lexington Mayor Jim Gray as the city's Chief Innovation Officer. In that role, he initiated Lexington's successful Gig project, which resulted in the deployment of a \$100M citywide fiber-optic network. Scott also managed Mayor Gray's reform of the city's long-troubled police and fire pension system, called "the most effective pension reform in the country" by the city's actuary and "a template for fixing America's public pensions" by *Bloomberg Markets*. As a side project, Scott created and taught a course titled City Innovation at the University of Kentucky. Prior to that, Scott built and sold a marketing company in New York City. Scott holds a BA from New York University and an MPA from Harvard's Kennedy School of Government.

Jay Varellas, University of California Berkeley

Jay Varellas is a PhD candidate in Political Science at the University of California, Berkeley, where his research is funded by the National Science Foundation, and co-editor-in-chief of the *Journal of Law and Political Economy*. He is also of counsel at the law firm of Varellas & Varellas in Lexington. Before beginning his doctoral studies, Jay worked as a commercial litigator at Cravath, Swaine and Moore in New York and Fenwick and West in San Francisco. He clerked for the Honorable Jennifer B. Coffman of the U.S. District Courts for the Eastern and Western Districts of Kentucky. He earned his JD from the University of California, Berkeley, School of Law, his MA from the University of Sussex, where he was a Fulbright Scholar, and his BA from the University of Kentucky, where he was a Gaines Fellow and a Truman Scholar.

James C. Woolery, King and Spalding

Jim Woolery is head of the King and Spalding Mergers and Acquisitions (M&A) and Corporate Governance practices. He draws on his unique background of legal, investment banking and hedge fund experience to counsel c-suites, boards, and general counsels across the full spectrum of corporate and strategic matters, including mergers and acquisitions, corporate governance, activist defense, and other complex transactions. Throughout his career, Mr. Woolery has been widely recognized as one of the country's leading M&A advisors and he has advised on over \$1 trillion in M&A transactions, including serving as a lead advisor on two of the largest leveraged buyouts in history: the \$24.9 billion acquisition of Dell by Michael Dell and Silver Lake Partners and the \$48 billion acquisition of TXU by KKR and TPG. Mr. Woolery also has deep experience advising boards in takeover and activist situations, including Air Products' tender offer and proxy fight for Airgas and Clorox's successful defense against Carl Icahn.