

Minutes

**The University of Toledo
112th Meeting of the Board of Trustees
Monday, June 18, 2018
Driscoll Alumni Center, Schmakel Room
1:45 p.m.**

The one-hundred twelfth meeting of The University of Toledo Board of Trustees was held on Monday, June 18, 2018, in the Driscoll Alumni Center Schmakel Room. Chair Steven Cavanaugh called the meeting to order at 3:10 p.m. Board of Trustees Secretary Joan Stasa recorded the minutes.

CALL TO ORDER

The following Board of Trustees members were in attendance:

Alfred A. Baker
Steven M. Cavanaugh, Chair
Jeffrey C. Cole
F. Patrick D'Eramo
Patrick J. Kenney
Will Lucas
Mary Ellen Pisanelli, Vice Chair
Sharon Speyer
Joseph H. Zerbey, IV

ATTENDANCE

The following Board of Trustees members were absent:

Christine E. Brennan, National Trustee
Hedyeh Elahinia, Student Trustee
Lucas D. Zastrow, Student Trustee

A quorum of the Board was constituted.

The following individuals were also in attendance:

Javonte Anderson, Reporter for *The Blade*
Karen Bjorkman, Dean College of Natural Sciences and Mathematics
Timothy Brakel, Professor Department of Music
Frank Calzonetti, VP Research
Christopher Cooper, EVP Clinical Affairs/Dean COM&LS
Meghan Cunningham, Director University Communications
David Cutri, Executive Director Internal Audit/Chief Compliance Officer
Wendy Fraley Davis, Associate VP Human Resources and Talent Development
Sharon Gaber, President
Rick Gerasimiak, Manager Desktop Support
Michael Harders, VP Advancement
Andrew Hsu, Provost and EVP Academic Affairs
Mary Humphrys, Associate Professor Business Technology
Charles Jake, Deputy General Counsel
Lawrence Kelley, EVP Finance and Administration/CFO

Linda Lewandowski, Dean College of Nursing
Michael O'Brien, VP and Director of Intercollegiate Athletics
Barbara Owens, AVP Marketing and Communications
Willie McKether, VP Office of Diversity and Inclusion/Vice Provost
Dan Miller, UT Photographer
Peter Papadimos, VP and General Counsel
Linda Rouillard, President Faculty Senate
Matthew Schroeder, Chief of Staff
Joan Stasa, Secretary Board of Trustees
Amy Thompson, Faculty Senate President

Board Chair Cavanaugh requested a motion to waive the reading of the April 16, 2018 Board meeting minutes and approve them as written. A motion was received from Trustee Zerbey, seconded by Trustee Baker, and approved by the Board.

APPROVAL OF MEETING MINUTES

Board Chair Cavanaugh requested a motion for approval of the Consent Agenda for the meeting. A motion was received from Trustee Cole, seconded by Trustee Baker, and approved by the Board.

APPROVAL OF CONSENT AGENDA

Dr. Gaber presented her Annual Report Video to the Board, which highlighted the University's accomplishments and successes in FY18. After the video, she thanked Marketing and Communications for their assistance with putting the video together. She also thanked everyone at the University for their accomplishments this year. She stated that she appreciates all the hard work that everyone puts into moving The University of Toledo forward.

PRESIDENT'S REPORT

Chair Cavanaugh read Proclamation No. 18-06-15: "Joseph H. Zerbey, IV," and presented it to Mr. Zerbey. Mr. Zerbey stated that it was a privilege and honor to serve on the UT Board. He enjoyed his time as a trustee and will now be watching from the sidelines. His nine-year term on the Board will end on June 30.

CHAIRMAN'S REPORT

Mr. Cavanaugh read Proclamation No. 18-06-14: "Lucas D. Zastrow." Student Trustee Zastrow was not present at the meeting. Mr. Cavanaugh commented that Luke was an ideal student trustee. He did his work, put in his time, and participated at meetings. Luke Zastrow is a true role model that we look for in student trustees – an outstanding trustee and outstanding member of the UT community. His two-year term on the Board will end on June 30.

Academic and Student Affairs Committee Chair Jeff Cole did not have a report.

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

Clinical Affairs Committee Chair Sharon Speyer presented the April 16, 2018 meeting minutes for the Board's approval. Board Chair Cavanaugh requested a motion for approval, which was received by Trustee Zerbey, seconded by Trustee D'Eramo, and approved by the Board.

CLINICAL AFFAIRS COMMITTEE

Finance and Audit Committee Chair Joe Zerbey did not have a report.

**FINANCE
AND AUDIT
COMMITTEE**

Trusteeship and Governance Committee Chair Al Baker requested an Executive Session to discuss the employment of a public employee. Chair Cavanaugh requested a motion for the Executive Session, which was received by Trustee Zerbey, seconded by Trustee Kenney, and approved by the Board. Ms. Stasa called the roll: Mr. Baker, yes; Mr. Cavanaugh, yes; Mr. Cole, yes; Mr. D'Eramo, yes; Mr. Kenney, yes; Mr. Lucas, yes; Ms. Pisanelli, yes; Ms. Speyer, yes; and, Mr. Zerbey, yes. After discussions, Mr. Cavanaugh announced that the Board was back in open session after the Trustee's annual review of President Gaber's performance.

**TRUSTEESHIP
AND
GOVERNANCE
COMMITTEE
AND
EXECUTIVE
SESSION**

Mr. Cavanaugh stated that one of the most important jobs of Boards is to attract, retain, and evaluate the President and it is no different the UT Board. The University of Toledo Trustees take this role very seriously and Mr. Cavanaugh thanked his fellow trustees for their help to monitor the University and the President throughout the year and then conduct an annual review. This performance review includes data and consultation with key constituents including Faculty Senate leaders.

Mr. Cavanaugh stated that the University had another good year with strong performance, making progress in all key areas.

- Student retention rates are the highest in at least 18 years.
- In the spring, there were more candidates for degrees than there have been in 20 years – graduation rate improvement.
- This year, UT adopted the Toledo Tuition Guarantee to provide price transparency for students and families.
- Total dollar amount of research awards through the middle of May are up 17% over the prior year-end.
- Total dollar amount of new research awards through the middle of May are more than \$25 million, which is a 32% increase over the prior year-end.
- UT received the largest gift in University history – \$30 million Welltower Corporate Headquarters.
- New philanthropic revenue has reached almost \$50 million this year.
- UT has the highest number of donors in five years – up 10% over last year.
- S&P and Moody's both reaffirmed UT's bond rating based on good management and sound decision-making.
- Our Academic Affiliation between the College of Medicine and Life Sciences and ProMedica continue to strengthen our medical school and improve healthcare services in our community. We celebrated the opening this spring of our new joint, Neurosciences Center to advance neurological research and care.
- Our strong athletics program is introducing more people to the University:
1) MAC Champions in football, 2) Women's soccer and Janelle Noe –

MAC Champions, 3) Jacoby Trophy awarded for top women's athletics program in the MAC, 4) Record high student-athletic GPA for fall semester.

- A positive collaboration effort led to a new contract with the AAUP.
- The University's new partnership with TARTA.

Mr. Cavanaugh commented that although the University had a few challenges this year, even those were handled with decisive and effective leadership.

To show our strong support for the President and the direction she is leading the University, the Board enthusiastically supports an annual performance incentive equaling 19.6% of the President's salary and a three-year extension of Dr. Gaber's contract to retain her leadership for the next five years. Her base compensation will be increased to \$510,000 – the most tenured, successful president leading the third largest institution in the state. Her new contract will include a modified bonus structure which will be based on annual goals and initiatives that she will develop with the Board each year.

Chair Cavanaugh stated that the Board is excited about the progress the University has made in the three years that Dr. Gaber has led UT, and they look forward to additional achievements in the five years ahead under her strong leadership.

Trustee Baker announced that based on the President's achievements this fiscal year, it is the recommendation of the Trusteeship and Governance Committee that a performance incentive of 19.6% of the President's salary be paid to Dr. Gaber no later than August 31, 2018 and that her base salary be increased to \$510,000 annually. Board of Trustees' Chair Cavanaugh requested a motion for approval of the performance incentive and salary increase, which was received by Trustee Baker, seconded by Trustee Cole, and approved by the Board.

Trustee Baker stated that it is also the recommendation of the Committee that the Board extend the President's contract another three years, which will retain her leadership for the next five years. Board of Trustees' Chair Cavanaugh requested a motion for approval of the contract extension, which was received by Trustee Baker, seconded by Trustee Cole, and approved by the Board.

President Gaber remarked that it is an honor and a privilege to serve as the President of The University of Toledo, and she is thankful for the support of the Board of Trustees to continue to help guide and lead this fantastic university. She further stated that it is a team effort to work together collaboratively to make progress on achieving strategic priorities with faculty, staff and students. She is thankful for the dedication and commitment of the entire University community to move this institution forward, is proud of the progress made over the past three years and is excited about where the University is going. She is very appreciative of the campus support, thanked the Board for their vote of confidence and remarked that the institution will continue to do great things.

Nominating Committee Chair Sharon Speyer reported that the Nominating Committee held a meeting prior to the Board meeting on this day. The Committee agreed to recommend Trustee Mary Ellen Pisanelli as Board Chair and Trustee Al Baker as Board Vice Chair for FY19 officers. Likewise, the Committee also recommended that Joan Stasa, Secretary to the Board, continue in that role. Mr. Cavanaugh thanked the Nominating Committee for their recommendations and inquired if there were any further nominations from the floor. Hearing none, he closed nominations for FY19 officers and requested a motion for approval of the Committee's recommendations. A motion was received from Trustee Zerbey, seconded by Trustee Lucas, and approved by the Board. Trustees Baker and Pisanelli abstained from voting.

**NOMINATING
COMMITTEE**

Before adjourning the meeting, Chair Cavanaugh thanked his fellow trustees for their commitment to the University. He stated it has been an honor and a privilege to work with them and be the Chair of the Board for this great institution.

ADJOURNMENT

With no further business before the Board, Trustee Cavanaugh adjourned the meeting at 4:05 p.m.