

**Minutes**  
**The University of Toledo**  
**171st Meeting of the Board of Trustees**  
**Wednesday, December 6, 2023**  
**WebEx/CADE**  
**9:00 a.m.**

The one-hundred seventy-first meeting of The University of Toledo Board of Trustees was held on Wednesday, December 6, 2023, in the Center for Alumni and Donor Engagement Fredrick Wolfe Board Room and virtually, via WebEx. Chair Will Lucas called the meeting to order at 9:03 a.m. and read the mission statement of The University of Toledo. Secretary to the Board, Ms. Katie DeBenedictis, recorded the minutes.

**CALL TO  
ORDER**

The following Board of Trustees members were in attendance:

Eleanore Awadalla (in-person)  
Alfred A. Baker (virtual)  
G. Brent Bishop (in-person)  
Stephen P. Ciucci (virtual)  
Lidia Ebersole, (in-person)  
Zac Isaac (in-person)  
Will Lucas, Chair (in-person)  
Patrick Kenney, Vice-Chair (in-person)  
Madeline Vining, Student Trustee (in-person)  
Kevin Bishop, Student Trustee (in-person)  
Thomas Wakefield, National Trustee (in-person)

**ATTENDANCE**

The following Board of Trustees members were in attendance:

Brent Bishop  
Michael Miller

A quorum of the Board was constituted.

The following individuals were also in attendance:

Floyd Akins, VP for Advancement  
Tony Belt, Sr Associate AD, Student-Athlete Experience  
Bryan Blair, VP and Director of Athletics  
Patrick Bowe, CEO, The Andersons  
Franci Brink, Executive Assistant to the EVP/CFO  
Frank Calzonetti, VP for Innovation  
Emily Cohoe, Enrollment Marketing Manager  
Meghan Cunningham, Director University Communications  
Dave Cutri, Executive Director of Internal Audit and Chief Compliance Officer  
Katie DeBenedictis, Secretary to the Board of Trustees

Mike Dennis, Sr. Assoc. VP for Finance & Auxiliaries and Treasurer  
Joely Giammarco, Senior Business Manager  
Brenda Grant, Associate Vice President for Academic Finance and Planning  
Andrea Grove, Cross Country and Track & Field Coach  
Dan, Hammel, Acting Vice Provost for Graduate Affairs  
Troy Holmes, UTMC CFO  
John Huber, Chief Administrative and Financial Officer, UTP  
Doug Huffner, AVP of Risk Management  
Mary Humphrys, Associate Professor  
Charles Jake, VP for Legal Affairs and General Counsel  
Brenda Lee, President, UToledo Foundation  
Tyrel Linkhorn, Media Relations Specialist  
Vincent Lucarelli, Toledo Blade  
Greg MacDonald, Huron Consulting  
William McCreary, VP for Information Technology and CIO  
Traci McDaniel, Executive Assistant  
Dave Meredith, VP for Enrollment Management  
Mark Merrick, Dean, College of Health and Human Services  
Diane Miller, VP for Gov't Relations and Chief of Staff to the President  
Scott Molitor, Interim EVP for Academic Affairs and Provost  
Sue Moore, Consultant  
Angela Paprocki, COA/AVP of Institutional Effectiveness  
Greg Postel, President  
Rebecca Ramirez, Chief Physician Executive  
Gina Roberts, Director of Financial Aid  
Terence Romer, AVP of Business Insights  
Janelle Schaller, Deputy General Counsel  
Connie Schall, Interim VP of Research  
Matthew Schroeder, EVP Finance and Administration/CFO  
Sammy Spann, Vice President for Student Affairs  
Lee Strang, Professor of Law  
Rick Swaine, UTMC CEO  
Sabrina Taylor, Assoc. VP of Budget and Planning  
Valerie Walston, Special Asst. to the President for Community Engagement  
Mindy Ward, Controller, UTP  
Anne Yeager, Assistant Director of Financial Aid  
Alex Zernechel, Assoc. Dir. for Student Involvement & Fraternity & Sorority Life

Board chair Lucas requested a motion to enter executive session to discuss trade secrets under Ohio uniform trade secret act. A motion was made by Trustee Ciucci and seconded by Trustee Isaac. Ms. DeBenedictis took a roll call vote of the board: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; and Isaac, yes. Following the discussion, the board exited executive session with no action taken.

**EXECUTIVE  
SESSION**

Board Chair Lucas requested a motion to waive the reading of the September, October and November Board and Committee meeting minutes and approve them as written. A motion was received from Trustee Ciucci and seconded by Trustee Kenney. Ms. DeBenedictis took a roll call vote: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; and Isaac, yes;

Board Chair Lucas asked each committee chair to share their committee report.

Trustee Isaac shared the academic and student affairs report: The Academic and Student Affairs Committee met on Wednesday, November 29 at 4pm via Webex. The committee heard stakeholder reports shared by chairs of the faculty senate, graduate council, and student government. Several of the topics in the stakeholder reports lead to significant discussion and follow-up information was required. I encourage our stakeholders to meet with leadership on campus about issues in their reports to obtain the most accurate and timely information prior to presenting to the committee in the future.

Following the stakeholder reports, three action items were approved by the committee. These items can all be found on today’s consent agenda. The first was the meeting minutes from the September meeting. The other two items were the Annual Remediation Report required by ODHE and an Honorary Degree Recommendation for Mr. Patrick Bowe, both were presented to the committee and recommended for approval by Interim Provost, Scott Molitor.

The graduate medical education annual institutional report was also shared with committee members in their board packet for review. This concludes the summary of the academic and student affairs committee meeting. However, there is one additional item of business...

Chair Lucas and members of the Board of Trustees, I would like to take this opportunity to recognize the women’s cross-country student-athletes, coaches and staff on their MAC Championship winning season. Proclamation No. 23-12-45 states:

*WHEREAS, the Rockets women’s cross country team won the Mid-American Conference Championship at Bowling Green State University on Oct. 28, 2023; and*

*WHEREAS, this is the third consecutive MAC Championship for the women’s Cross country team and the ninth overall; and*

*WHEREAS, Laura Nicolson was named first-team All-MAC; and*

*WHEREAS, Lianna Surtz and Madeline Vining were named second-team All-MAC; and*

**APPROVAL OF MEETING MINUTES**

**COMMITTEE REPORTS**

**ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

*WHEREAS, Head Coach Andrea Grove-McDonough was named MAC Women's Cross Country Coach of the Year for the third consecutive season; and WHEREAS, the Rockets achieved great success in the classroom, posting a 3.670 GPA in the spring 2023 semester, with 11 Rockets earning perfect 4.0 GPAs.*

*NOW, THEREFORE, BE IT PROCLAIMED,*

*that The University of Toledo Board of Trustees and President Gregory Postel proudly applaud and commend the 2023 Rocket women's cross country student-athletes and coaches for their outstanding hard work, dedication and perseverance that provided The University of Toledo with a championship season while achieving great academic accomplishments.*

Congratulations! Coach Grove-McDonough is joining us today. Coach, congratulations on all of your success. And, congratulations to our student trustee, Madeline Vining! Coach Grove thanked the trustees for their support. Bryan Blair also made comments about the team, coach and thanked the trustees for honoring this accomplishment.

In Trustee Miller's absence, Trustee Ciucci read the finance and audit committee report: The Finance and Audit Committee met on Friday, December 1 at 9am via Webex. First, members of the Clifton Larson Allen Audit team presented the FY23 financial audit statement results for UToledo, UToledo Foundation and UTPCF. No material weaknesses and no significant deficiencies were found.

Second, Matt Schroeder, Executive Vice President for Finance and Administration and CFO, gave a presentation on financials through October. He highlighted the consolidated income statement, balance sheet, and statement of cash flows for UToledo. Mr. Michael Dennis, Senior Associate Vice President for Finance reported on cash and investments.

Following the discussion, the committee moved to the action items portion of the agenda. The following items were approved and moved to today's consent agenda:

The meeting minutes from the September Finance and Audit Committee meeting.

Resolution No. 23-12-40 which indicates board approval of the FY23 ODHE Efficiency Report as presented by Mr. Dave Cutri.

Resolution No. 23-12-41 which authorizes an increase in housing and meal plan rates.

Resolution No. 23-12-42 which approves maintaining UToledo's current practice and transcript withholding policy (except from potential employers).

Resolution No. 23-12-43 which authorizes the President, or his designee, to enter into multiple large purchase transactions as presented by Mr. Schroeder. And...

**FINANCE AND  
AUDIT  
COMMITTEE  
MEETING**

Resolution No. 23-12-44 which authorizes the President, or his designee, to enter into the large purchase transaction with EAB as presented by Mr. Dave Meredith.

Following the action items, Committee Chair Miller reminded the committee to review the informational items included in the board packet.

That concludes the finance and audit committee report for December.

Trustee Ciucci shared the trusteeship and governance committee report: The Trusteeship and Governance Committee met twice since our last board meeting in September. The most recent meeting was held on Monday, December 4 at 9:00am via Webex.

During that meeting, the committee approved two action items that can be found on today's board consent agenda. The first is the meeting minutes from the September and November trusteeship and governance committee meetings and the second is the personnel action report for November.

The committee held a special meeting on November 14 via Webex. During that meeting, the committee approved Resolution No. 23-11-39, which appointed a seven-member academic council for the newly created Institute of American Constitutional Thought and Leadership. It is an honor to be one of just 5 Universities in the State of Ohio (OSU, UC, Miami, Cleveland State and UToledo) that the Ohio Legislature authorized as part of this year's biennium budget to create an institute. Professor Lee Strang in the College of Law was named Director of the Institute and is here with us today to give a brief presentation.

Professor Strang gave a presentation about the Institute of American Constitutional Thought and Leadership. He highlighted the need for the institute, mission and classes planned. Additionally, he mentioned spring programming. Following the presentation, he answered questions from the trustees related to student interest, class credit and eligibility.

Dr. Postel provided the UToledo Health Board report: The UToledo Health Board met on Wednesday, November 1 at 2pm in the Wolfe Board Room and virtually, via Webex.

Dr. Jennifer Amsdell presented on the multidisciplinary movement disorders program in the UToledo Departments of Neurology and Surgery and work being done related to deep brain stimulation.

John Huber, Chief Administrative and Financial Officer of UTP presented the UTP financial report and Troy Holmes, Chief Financial Officer of UTMC, presented the UTMC financial report. Mr. Rick Swaine and Dr. Becky Ramirez provided the UTMC/CPE report.

Following both reports, there was a lengthy discussion on a variety of topics. It was determined that more information was needed related to financials, the privileging

**TRUSTEESHIP  
AND  
GOVERNANCE  
COMMITTEE**

**UTOLEDO  
HEALTH**

and credentialing process, and potential business ventures. A finance and audit committee meeting of the UToledo Health Board will be scheduled before the next UToledo Health Board meeting. The committee meeting will take place in January.

During the chair report, the process for selecting community board members was reviewed. As a reminder, all nominations for consideration are due by December 31.

Mr. Rick Swaine and Dr. Becky Ramirez provided the UTMC/CPE report.

There was an executive session to discuss the evaluation of medical staff personnel appointments, quality reporting and peer review. Following the executive session, the board approved the chief of staff report and minutes from the July and August meetings.

Additionally, the board approved Resolution No. 23-11-01 which delegated responsibilities and authorities of the UToledo Health Board to the UToledo Health Board Committees. That concludes my report.

Board Chair Lucas requested a motion for approval of the Consent Agenda for this meeting. A motion was received from Trustee Ciucci and seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; and Isaac, yes.

Mr. Dave Meredith provided an update on enrollment. He discussed an update on spring enrollment, shared the 2024 direct from high school funnel, and reviewed new undergraduate student enrollment trends. Additionally, he thanked the board for the opportunity to present over the last three years and thanked Dr. Postel for the opportunity to work with the team at UToledo.

Dr. Postel did not have a report for the meeting.

Chair Lucas congratulated Patrick Bove on the honorary degree approved on the day's consent agenda. He also wished all UToledo students best of luck on finals and congratulated those who would be graduating at the upcoming commencement ceremony. Chair Lucas congratulated the Rocket Football team on an outstanding season and wished them luck at the Arizona Bowl on December 30. Additionally, Chair Lucas highlighted the clean audit and acknowledged the efforts of the finance team for consistent, strong work. He encouraged all trustees to make nominations for the UToledo Health board. Finally, he shared his appreciation for everyone's work to keep up with emerging trends and current events in higher education.

Chair Lucas stated that there was a need to enter executive session. He requested a motion to enter executive session to discuss trade secrets under Ohio uniform trade secret act, to discuss the employment and compensation of a public employee, and to hold a conference with an attorney to discuss imminent court action. A motion was provided by Trustee Ciucci and seconded by Trustee Awadalla. Ms.

**APPROVAL OF  
CONSENT  
AGENDA**

**ENROLLMENT  
REPORT**

**PRESIDENT'S  
REPORT**

**CHAIR'S REPORT**

**EXECUTIVE  
SESSION**

DeBenedictis took a roll call vote: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; and Isaac, yes. Following discussions, the board exited executive session with no action taken.

With no further business to discuss, Chair Lucas adjourned the meeting at 2:17 p.m.

**ADJOURNMENT**