



163rd Board of Trustees Meeting

February 8, 2023

CADE / Webex - Details TBD

Stephen P. Ciucci - Chair, Will Lucas - Vice Chair

Eleanore Awadalla, Alfred Baker, Brent Bishop, Zac Isaac, Patrick Kenney, Michael Miller, Mary Ellen Pisanelli - Trustees

Anjali Phadke, Madeline Vining - Student Trustees

George Chapman, National Trustee



Meeting Book - 163rd Board of Trustees Meeting

Agenda

1. Call to Order
2. Roll Call
3. Meeting Minutes
 - A. Board Meeting Minutes
 - - Board of Trustees Meeting Minutes - December 7, 2022
 - - Board of Trustees Special Meeting Minutes - January 9, 2023
 - B. Committee Meeting Minutes
 - - Academic and Student Affairs Committee Meeting Minutes - December 7, 2022
 - - Clinical Affairs Committee Meeting Minutes - December 7, 2022
 - - Finance and Audit Committee Meeting Minutes - December 7, 2022
 - - Trusteeship and Governance Committee Meeting Minutes - December 7, 2022
 - - Clinical Affairs Committee Meeting Minutes - January 9, 2023
4. Consent Agenda
 - A. Proclamation No. 23-02-01: In Recognition of the 2022 Women's Cross Country Student-Athletics and Coaches
 - B. Proclamation No. 23-02-02: In Recognition of the 2022 Football Student-Athletes and Coaches
 - C. 2023 Distinguished University Professor (DUP) Recommendations
 - D. 2023/24 Sabbatical Recommendations
 - E. Recommendation for Posthumous Degree from Judith Herb College of Education - Ms. Jordan

Berelsman

F. Proposed New Degree - College of Arts and Letters: Associate of Arts, Liberal Arts

G. Proposed New Degree - College of Medicine and Life Sciences: Bachelor of Science, Radiation Therapy

H. Proposed New Degree - College of Health and Human Services: Bachelor of Science in Health Science and Bachelor of Arts in Health Education

I. Resolution No. 23-02-06: Amendment to Academic Affiliation Agreement

J. Chief of Staff Report for February 8, 2023

K. Resolution No. 23-02-03: Affordability and Efficiency

L. Personnel Action Report for February 2023

M. Resolution No. 23-02-04: UToledo Health and Exhibits

N. Resolution No. 23-02-05: UToledo Reimagined: Strategic Plan 2023-2028

***UToledo Reimagined: Strategic Plan 2023-2024

5. President's Report

6. Chair's Report

7. Committee Reports

A. Academic and Student Affairs Committee Report

B. Clinical Affairs Committee Report

C. Finance and Audit Committee Report

D. Trusteeship and Governance Committee Report

8. Executive Session, if needed

9. Other Business, if any

10. Informational Items, if any

11. Adjournment

Minutes
The University of Toledo
160th Meeting of the Board of Trustees
Wednesday, December 7, 2022
WebEx/CADE
2:00 p.m.

The one-hundred sixtieth meeting of The University of Toledo Board of Trustees was held on Wednesday, December 7, 2022, in the Center for Alumni and Donor Engagement Fredrick Wolfe Board Room and virtually, via WebEx. Chair Stephen P. Ciucci called the meeting to order at 5:20 p.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 (virtually)
G. Brent Bishop (virtually)
Stephen P. Ciucci, Chair (in-person)
Patrick Kenney (in-person)
Zac Isaac (in-person)
Will Lucas, Vice-Chair (in-person)
Michael R. Miller (virtually)
Mary Ellen Pisanelli, (in-person)
Anjali Phadke, Student Trustee (in-person)
Madeline Vining, Student Trustee (in-person)

ATTENDANCE

A quorum of the Board was constituted.

The following individuals were also in attendance:

Anne Balazs, Dean, Neff College of Business and Innovation
Meghan Cunningham, Director University Communications
Katie DeBenedictis, Secretary to the Board of Trustees
Mike Dennis, Senior Associate Vice President for Finance
Risa Dickson, Interim Provost
Troy Holmes, CFO, UTMC
Doug Huffner, AVP of Risk Management
Charles Jake, VP for Legal Affairs and General Counsel
Adrienne King, VP for Marketing and Communication
Linda Lewandowski, Dean, College of Nursing
Robyn Marrufo, Manager of Transfer Admissions
William McCreary, VP for Information Technology and CIO
Mark Merrick, Dean, College of Health and Human Services
Dave Meredith, Vice President for Enrollment Management

Diane Miller, VP for Gov't Relations and Chief of Staff to the President
Scott Molitor, Interim Dean, College of Graduate Studies
Kim Nigem, Senior Lecturer
Angela Paprocki, Chief of Staff for Academic Operations
Greg Postel, President
Matthew Schroeder, EVP Finance and Administration/CFO
Mike Sigov, Toledo Blade
Sammy Spann, Vice President for Student Affairs
La Fleur Small, Vice Provost for Academic Administration and Faculty Affairs
Rick Swaine, CEO of UTMC
Sabrina Taylor, Assistant Vice President for Budget and Planning
Valerie Simmons Walston, Sp. Asst. to the President for Community Engagement

Board Chair Ciucci requested a motion to waive the reading of the September and October Board and Committee meeting minutes and approve them as written. A motion was received from Trustee Kenney, seconded by Trustee Pisanelli, and due to trustees attending both in-person and virtually, Ms. DeBenedictis took a roll call vote: Ciucci, yes; Lucas, yes; Awadalla, yes; Baker, yes; Bishop, yes; Isaac, yes; Kenney, yes; Miller, yes; and, Pisanelli, yes.

Board Chair Ciucci requested a motion for approval of the Consent Agenda for this meeting. A motion was received from Trustee Pisanelli, seconded by Trustee Awadalla and due to trustees attending both in-person and virtually, Ms. DeBenedictis took a roll call vote: Ciucci, yes; Lucas, yes; Awadalla, yes; Baker, yes; Bishop, yes; Isaac, yes; Kenney, yes; Miller, yes; and, Pisanelli, yes.

Dr. Postel did not have a report.

Trustee Ciucci reminded the trustees that there is a points of pride document in the board materials for review. He also congratulated both the football team and women's cross-country team on winning the MAC Championship. He acknowledged everyone who has been working on the strategic plan and 5-yr financial plan and said the trustees are looking forward to reviewing the documents in January. Additionally, Trustee Ciucci welcomed George Chapman as our newest National Trustee. He expressed, on behalf of the board, a sense of excitement to have Mr. Chapman join the board and offer his expertise in the years ahead. Finally, Trustee Ciucci congratulated every student who will be participating in commencement on December 17 and wished everyone happy holidays.

Academic and Student Affairs Chair Isaac did not have a report

Clinical Affairs Committee Chair Kenney did not have a report.

Finance and Audit Chair Miller did not have a report.

APPROVAL OF MEETING MINUTES

APPROVAL OF CONSENT AGENDA

PRESIDENT'S REPORT

CHAIR'S REPORT

COMMITTEE REPORTS

Trusteeship and Governance Chair Awadalla did not have a report. Trustee Ciucci requested a motion to enter executive session to discuss trade secret under Ohio Uniform Trade Secret Act and to discuss the employment and compensation of a public employee. A motion was received by Trustee Pisanelli and seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote of the voting members of the Board: Ciucci, yes; Lucas, yes; Awadalla, yes; Baker, yes; Bishop, yes; Isaac, yes; Kenney, yes; Miller, yes; and, Pisanelli, yes. Following the discussion, the board exited executive session with no action taken.

With no further business to discuss, Chair Ciucci adjourned the meeting at 6:05 p.m.

**EXECUTIVE
SESSION**

ADJOURNMENT

Minutes
The University of Toledo
161st Meeting of the Board of Trustees
Monday, January 9, 2023
WebEx/CADE
5:00 p.m.

The one-hundred sixty-first meeting of The University of Toledo Board of Trustees was held on Monday, January 9, in the Center for Alumni and Donor Engagement Fredrick Wolfe Board Room and virtually, via WebEx. Chair Stephen P. Ciucci called the meeting to order at 5:04 p.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 (in-person)
G. Brent Bishop (in-person)
Stephen P. Ciucci, Chair (in-person)
Patrick Kenney (virtual)
Zac Isaac (in-person)
Will Lucas, Vice-Chair (in-person)
Michael R. Miller (in-person)
Mary Ellen Pisanelli, (in-person)
Anjali Phadke, Student Trustee (in-person)
Madeline Vining, Student Trustee (in-person)
George Chapman, National Trustee (virtual)

ATTENDANCE

A quorum of the Board was constituted.

The following individuals were also in attendance:

Floyd Akins, Vice President for Advancement
Paula Ashley, Marketing Development Manager
Lena Carrol, Director of Financial Planning, Analysis & Budget
Gordon Chauvin, Controller
Meghan Cunningham, Director University Communications
Katie DeBenedictis, Secretary to the Board of Trustees
Michael Dennis, Senior Associate Vice President for Finance
Risa Dickson, Interim Provost
Anne Fulkerson, AVP of Institutional Research
Brenda Grant, AVP for Academic Finance
Troy Holmes, CFO, UTMC
John Huber, UTO Chief Administrative and Financial Officer
Jason Huntley, Associate Professor of Microbiology

Doug Huffner, AVP of Risk Management
Charles Jake, VP for Legal Affairs and General Counsel
Adrienne King, VP for Marketing and Communication
Dave Meredith, Vice President for Enrollment Management
Diane Miller, VP for Gov't Relations and Chief of Staff to the President
Scott Molitor, Interim Dean, College of Graduate Studies
William Pierce, AVP of Alumni Engagement
Greg Postel, President
Terence Romer, AVP of Business Insights
Jeffrey Schmucker, The Toledo Blade
Matthew Schroeder, EVP Finance and Administration/CFO
Rick Swaine, CEO of UTMC
Sabrina Taylor, Assistant Vice President for Budget and Planning
Mindy Ward, UTP Controller

Chair Ciucci requested a motion to enter executive session to discuss trade secret under Ohio Uniform Trade Secret Act. A motion was received by Trustee Pisanelli and seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote of the voting members of the Board: Ciucci, yes; Lucas, yes; Awadalla, yes; Baker, yes; Bishop, yes; Isaac, yes; Kenney, yes; Miller, yes; and, Pisanelli, yes. Following the discussion, the board exited executive session with no action taken.

With no further business to discuss, Chair Ciucci adjourned the meeting at 7:51 p.m.

**EXECUTIVE
SESSION**

ADJOURNMENT

Minutes
The University of Toledo Board of Trustees
Academic and Student Affairs Committee Meeting
December 7, 2022

The meeting was conducted both remotely via WebEx and in-person at the Center for Alumni and Donor Engagement (CADE) Frederic Wolfe Board Room. Committee members Ms. Eleanore Awadalla (in-person), Ms. Mary Ellen Pisanelli (in-person), Mr. Brent Bishop (virtual), Mr. Zac Isaac (in-person), Mr. Alfred Baker (virtual), and Mr. Mike Miller (virtual) were present. Other Trustees who attended included Mr. Stephen Ciucci (in-person), Mr. Will Lucas (in-person), and Mr. Patrick Kenney (in-person). Student Trustees Ms. Anjali Phadke and Ms. Madeline Vining were present. Others in attendance were Dr. Ragheb Assally, Mr. Tim Brakel, Dr. Frank Calzonetti, Dr. Andy Casabianca, Mr. Gordie Chauvin, Dr. Chris Cooper, Ms. Meghan Cunningham, Ms. Katie DeBenedictis, Mr. Randy Desposito, Dr. Risa Dickson, Mr. Thomas Garcia, Ms. Melissa Gregory, Mr. Troy Holmes, Mr. Doug Huffner, Dr. Gary Inch, Mr. Charles Jake, Dr. Adrienne King, Dr. Patrick Lawrence, Ms. Linda Lewandowski, Ms. Cheryl Liebich, Dr. Bill McCreary, Dr. Dave Meredith, Ms. Diane Miller, Dr. Scott Molitor, Ms. Danelle Mooi, Mr. Patrick Naranjo, Ms. Kim Nigem, Ms. Colleen Palmer, Ms. Angela Paprocki, Dr. Gregory Postel, Mr. Terry Romer, Mr. Matthew Schroeder, Mr. Mike Sigov, Dr. LaFleur Small, Dr. Sammy Spann, Ms. Maria Stachowiak, Ms. Chris Stesney-Ridenour, Mr. Rick Swaine, and Dr. Ray Witte.

The meeting was called to order at 1:03 p.m. by Committee Chair Isaac. Ms. Katie DeBenedictis, Secretary to the Board, recorded the minutes.

Mr. Isaac said the meeting would begin with the stakeholder reports. He mentioned that all reports were shared in the board packet and reviewed by trustees prior to this committee meeting. He invited representatives from each group to present highlights from their reports.

Ms. Colleen Palmer, Student Government President, presented the Student Government report – Attachment 1.

Mr. Patrick Naranjo, Graduate Student Association President, presented the Graduate Student Association report. - Attachment 2.

Dr. Gary Inch, Faculty Senate President, presented the Faculty Senate report - Attachment 3.

ATTENDANCE

CALL TO ORDER

**STUDENT
GOVERNMENTT**

**GRADUATE
STUDENT
ASSOCIATION**

FACULTY SENATE

Graduate Council chair, Dr. Wissam AbouAlaiwi, was absent. Dr. Patrick Lawrence presented the Graduate Council report. - Attachment 4.

Trustee Isaac said there were no discussion items for today's meeting.

Trustee Isaac requested a motion to waive the reading of the minutes from the September 28, 2022 committee meeting and approve them as written. A motion for approval was provided by Trustee Awadalla, seconded by Trustee Pisanelli, and due to trustees attending both in-person and virtually, a roll call vote was needed: Isaac, yes; Awadalla, yes; Baker, yes; Bishop, yes; Miller, yes; and Pisanelli, yes.

Dr. Risa Dickson, Interim Provost, presented revised policy #3364-71-20: International Baccalaureate Diploma. The minor change to this policy will award additional credit for standard level exams and students completing an IB diploma. Trustee Isaac requested a motion to approve revised policy #3364-71-20: International Baccalaureate Diploma and forward it to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Kenney, seconded by Trustee Pisanelli and due to trustees attending both in-person and virtually, a roll call vote was needed: Isaac, yes; Awadalla, yes; Baker, yes; Bishop, yes; Miller, yes; and Pisanelli, yes.

Dr. Risa Dickson presented the annual remediation report. This report is required by ODHE and is presented to the board of trustees yearly in December. Trustee Isaac requested a motion to approve the annual remediation report and forward it to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Pisanelli, seconded by Trustee Awadalla and due to trustees attending both in-person and virtually, a roll call vote was needed: Isaac, yes; Awadalla, yes; Baker, yes; Bishop, yes; Miller, yes; and Pisanelli, yes.

Dr. Chris Cooper presented the College of Medicine and Life Sciences bylaws. The bylaws are a requirement of the Liaison Committee on Medical Education (LCME). The bylaws have been approved by the Dean, Faculty Council, College Faculty and Provost. Trustee Isaac requested a motion to approve the College of Medicine and Life Sciences bylaws and forward to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Awadalla, seconded by Trustee Pisanelli and due to trustees attending both in-person and virtually, a roll call vote was needed: Isaac, yes; Awadalla, yes; Baker, yes; Bishop, yes; Miller, yes; and Pisanelli, yes.

Trustee Isaac mentioned to the committee that the Graduate Medical Education Annual Institutional Report is provided for review as an informational item in the board materials. With no further topics before the Committee, Trustee Isaac adjourned the meeting at 1:23p.m.

GRADUATE COUNCIL

DISCUSSION ITEMS

APPROVAL OF MINUTES

POLICY #3364-71-20

ANNUAL REMEDIATION REPORT

COLLEGE OF MEDICINE & LIFE SCIENCES BYLAWS

ADJOURNMENT

Colleen Palmer

President of Student Government

Stakeholder Report

December 7, 2022

Fall 2022 Student Life

- With the fall 2022 semester already coming to an end, it has been an exciting year! Our football team went to the mac championships and our basketball teams are off to a great start! Coming back from COVID, student involvement has greatly increased on campus, and it looks like it will continue to increase!

Student Concerns

- Student Government is consistently in contact with parking to discuss new ways to put our students at ease. We are discussing different ways to approach the appeals process and possible ticket forgiveness. Also, finding ways to be able to get parking information out there such as why passes are priced the way that they are.
- Aliyah, the student body vice president, and I are wanting to place more students in different committees around campus so that we can get our senators further involved around campus. Recently, we appointed two students to the Parking Advisory Committee to discuss all things parking. We also have a sustainability committee and DEI committee that are going to ramp up even more in the spring semester!
- Keeping that line of communication open between the administration and students is something that is extremely important to the student body. This is something we are highly focused on as a Student Government. We will continue with parking townhalls and potentially expand on different topics of discussion at these townhalls.
 - We had a parking townhall this semester and it was highly successful. We had great attendance and great questions. Parking would like to have another one in the spring semester. We also would like to do a mental health townhall or a dining townhall as well.

Student Government Initiatives

- Rocketfest is a student appreciation week in the spring that will take place Monday, April 17th-April 21st. This was a student government initiative last year and will continue for years to come. Organizations helping with it include Black Student Union, Campus Activities & Programming, Global Latinx Student Union, and International Students Association. Events will include stuff-a-plush and Rocket Prom. This is funded primarily from student organization budgets. We are excited to see what the committee brings to the table for this coming year!
- Game Room renovations will hopefully begin within the next year. There will be a game room in the Student Union across from the Office of Student Involvement and

Leadership where students can relax and play games with their friends! Some of these games include card and board games, and hopefully gaming systems. This is also a continuation of a project by last year's student government administration, and we are consistently getting updates on this fun project!

- Administrative Dinner is an event that Student Government puts on every session where our members and other student leaders can have an opportunity to talk to administrators and faculty about certain issues on campus that they plan to work on over a delicious dinner. This is planned for early in the spring semester and we are extremely excited!

Thank you to the Board of Trustees and administration for a wonderful year and all your support. I hope you all have a happy and safe holiday. See you in 2023!

Graduate Student Association Report to Board of Trustees Academic and Student Affairs Committee December 7, 2022

- This report includes the activities of The Graduate Student Association (GSA) since our last report on September 23, 2022.
- The GSA President Patrick Naranjo continues to meet with the Executive Committee (GCEC) on a bi-weekly basis with Dr. Molitor, Acting Dean of the College of Graduate Studies (COGS), Calzonetti, Vice President of Research, and Dr. Aboualwaiwi Chair of the Graduate Council.
- The GSA was proud to host the 1st Annual Basketball and Volleyball Tournament between all the Colleges. We had a great turnout. Big shoutout to the College of Medicine and Life Sciences for winning both sides of the bracket (Basketball and Volleyball). Next semester the GSA is planning to host a badminton and futsal tournament.
- For the past couple of months, the GSA has increased engagement among graduate and professional students across all colleges. This is the first in over three years that the GSA has been this engaged with its student population. We are planning of continuing this engagement next semester as well.
- The GSA executive board started planning the 14th Annual Midwest Graduate Research Symposium, tentative date second week of April. Up to this day, we are hoping to host the symposium in person. This will be the first time in over two years that the symposium will be in person.
- Issues that are currently affecting graduate and professional Students:
 - Student health insurance;
 - Raise of tuition across the colleges;
 - Lack of parking spaces for graduate/professional students across campus;
 - Lack of transparency between college administration and its students.
- Last GSA meeting for the semester will be hosted online on December 2nd.

Sincerely,

Patrick Naranjo,

JD Candidate 2023

GSA President 2022-2023

**Faculty Senate President Report
Board of Trustees Meeting
December 7, 2022**

1) The Faculty Senate Committee on Recruitment and Retention was organized with six subcommittees: UToledo Recruitment Practices, Peer University Recruitment Practices, UToledo Retention Practices, Peer University Retention Practices, Faculty Engagement, and UToledo Value Proposition. Over 30 faculty members are actively working on this committee.

The committee and all of its subcommittees have been actively engaged in collecting and analyzing a lot of data. Their preliminary findings and recommendations were presented to the Faculty Senate on November 29, 2022. A copy of the PowerPoint presentation on the report is available if desired. The committee will continue their work with the goal of presenting their actions items to the administration next semester.

2) The Faculty Senate Committee on Budgets committee presented its initial findings at the November 15, 2022 Faculty Senate meeting. The findings were that there was a significant variance in how the various Deans have structured their committees, when the committees meet, and how members are selected. A preliminary recommendation was for the Provost's Office to develop some guidelines for the structure and operation of these committees to create consistency across colleges.

The committee is now tasked with gathering information regarding the membership of each of the colleges' respective budget committees and the process by which members were selected. One of the goals of the committee is to gather the budget data from each college and review how the budget process is being handled in the various colleges. With a better understanding of the different colleges' budgets and unique needs, the committee will focus on recommendations for the budget process.

3) The Faculty Senate has opened discussions with the administration regarding the various technology issues facing faculty, including researching technology that would allow for an enhanced student experience when running hybrid classes with synchronous online student participation. An important take-away from the meeting was the need to gather more information on specific faculty needs. We are looking at creating a Faculty Senate Technology committee to lead in the gathering of this information and serve as the conduit to the administration regarding next steps. We are hoping to utilize existing college technology committees in the process.

4) The Faculty Senate Dean's evaluation process is moving along nicely. The survey has been formatted thanks to Lisa Taylor in the Office of Institutional Effectiveness. The survey will be sent to the respective deans soon for their comments. We are on track to launch the Dean's evaluation survey during the first two weeks of February.

Respectively submitted,
Gary S. Inch
Faculty Senate President

ATTACHMENT 4

Graduate Council Report to Board of Trustees Academic and Student Affairs Committee, December 7th, 2022

prepared by Dr. Patrick L. Lawrence, University of Toledo Graduate Council Vice
Chair, 2022-2023.

This report includes the activities of Graduate Council (GC) since our last report on September 23rd, 2022.

Over the last two months the GC has continued to hold our regular biweekly meetings to conduct regular business and host guest speakers to address issues of great interest to graduate faculty. The Graduate Curriculum Committee has reviewed a total of 16 proposals that were subsequently presented to GC and approved – 6 graduate course modifications, 1 new graduate course, and 9 graduate program modifications. The Membership Committee has reviewed and presented to GC a total of 26 graduate faculty applications, consisting of 18 internal and 8 external appointments that includes 10 renewals, 14 new appointments, and 2 changes in membership designations. The GC Bylaws and Constitution Committee is currently engaged in reviewing the existing governing documents for Graduate Council to consider if any updates and revisions are needed as it has been six years since the last review.

Provost Dickson visited GC at our October 25th 2022 meeting to discuss a variety of questions and issues prepared by graduate faculty. Topics included the transition to the IBB budget model and implications for graduate programs and funding, ongoing efforts by the College of Graduate Studies (COGS) to improve promotion of graduate degrees and recruitment of new students, and initiatives related to student wellness. Likewise, at our invitation, President Postel visited GC at our November 22nd 2022 meeting and addressed several questions from GC members and graduate faculty. Discussions focused on updates on progress to consider a more affordable option for graduate student health insurance, implications to graduate education following the recent ranking of the University of Toledo among top universities in the country by U.S. News & World Report, an update on the consideration to pursue R1 status for the institution and the need for more non-STEM doctorates to achieve this status, and conversations regarding considering plans to increase graduate enrollment while funding for graduate students is limited.

Dr. Scott Molitor, Dr. Scott Molitor, Interim Vice Provost for Academic Affairs and Acting Dean of COGS, has also given regular reports at our meetings that have focused on current progress towards updates to administrative processes associated with the processing of graduate applications and admissions, funding support for graduate student assistantships and tuition waivers, and the future reorganization of COGS. Members of the GC and graduate faculty have appreciate these continued engagement opportunities with senior administrative academic leaders in the spirit of shared governance in support of our excellent graduate programs and successes of our students. We look forward to continued interactions throughout the remainder of the current academic year.

At our November 22nd meeting, GC recognized 16 graduate students with certificates recognizing them for their recent academic accomplishments, the students were nominated by their respective graduate faculty advisor following an open call for nominations earlier in the fall term (see list of students and their accomplishments attached to this report). This is a new honor bestowed by the GC and will now be a regular recognition each academic term.

Topics that remain of great interest to GC and graduate faculty include the ongoing efforts to address the current new cost of health insurance coverage borne by graduate students, potential impacts of program prioritization on graduate programs and resource support, and the continued implication of the IBB budget model in FY23 and the eventual development of the FY24 budget. Members of GC and the graduate faculty welcome the continued discussions and collaborative efforts with the leadership and staff of the Office of the Provost and COGS in support of our graduate programs and graduate students here at the University of Toledo.

Fall 2022 Graduate Student Recognition Certificate Recipients

Mohannad Alhusban, Civil Engineering (Advisor: Dr. Azadeh Parvin)

He has published five papers including some in the most prestigious journals in the field of civil engineering such as American Society of Civil Engineers (ASCE). Additionally, he has one journal manuscript under review.

Angshuman Bharadwaz, Bioengineering and Biomedical Engineering (Advisor: A. Champa Jayasuriya)

Co-author of four recently published papers and presentations given at Society for Biomaterials Annual Meeting

Kelly Clemens, Experimental Psychology (Advisor Dr. Andrew L. Geers)

Recently published first-authored paper entitled, "Social communication pathways to COVID-19 vaccine side-effect expectations and experience". This paper is "in press" and is being published in the Journal of Psychosomatic Research. The Journal of Psychosomatic Research is a multidisciplinary research outlet that focuses on the intersection between psychology and medicine.

Rachel M. Golonka, Molecular Medicine (Advisor: Dr. Matam Vijay-Kumar)

Selected for the UT Health Science Campus Retirees Association (UTRA) Scholarship Fund based on her academic and research excellence and community involvement and awarded the Young Scientist Grant in the Cancer Research Category from QIAGEN.

Nicholas Henkel, Neurosciences (Advisor: Dr. Robert McCullumsmith)

Has taken the lead on an Alzheimer's Dementia research project, and was awarded a prestigious F30 NRSA award from the National Institute of Aging to support his work.

Kingsley Kanjin, Geography (Advisor: Dr. Patrick Lawrence)

He recently won the 1st Graduate Poster Prize in the 2022 Annual Meeting of the East Lakes Division of the American Association of Geographers at Muskegon, MI, October 27-28, 2022

Hasaruwani Kiridena, Chemistry (Advisor: Dr. Dragan Isailovic)

Received an award for outstanding research presentation at ANACHEM (The Association of Analytical Chemists) conference that was held in Livonia, MI on November 10th.

Marjory Marshall, Educational Studies (Advisor: Dr. Lynne Hamer)

Was recognized with the 20 under 40 award. See <https://20under40toledo.com/>

Akshay Mathur, Electrical Engineering and Computer Science (Advisor: Ahmad Y Javaid)

Participated in the "Supply Chain & Transportation Network" Hackathon at UPS (organized internally) as a team and won the first prize, and received the "Most Original Project Idea/Implementation" award.

Xue Mei, Molecular Medicine (Advisor: Dr. Bina Joe)

Has 5 publications, two of which are first-authored publications in the Journal of the American Heart Association and a journal of the American Physiological Society.

Kimberly Panozzo, Spatially Integrated Social Sciences (Advisor: Dr. Kevin Czajkowski)

Developed a predictive model based on reported cases and deaths and made it available on the internet through an Arc GIS dashboard. The model predicts the number of cases that will occur in the next week in every county in the US but in locations that have enough cases that the model could be run and is now part of the modeling approach of the CDC (with MD Ishfaq Ur Rahman)

Abhishek Poddar, Biological Sciences (Advisor: Dr. Qian Chen)

Has just published a first-authored paper in the Molecular Biology of the Cell, the official journal of the American Society for Cell Biology. It is titled "Membrane stretching activates calcium-permeability of putative fission yeast Pkd2 channel during cytokinesis". The paper has the honor of being selected as the Editor's highlight in the December 1st issue of the journal. The full citation is below,

MD Ishfaq Ur Rahman, Spatially Integrated Social Sciences (Advisor: Dr. Kevin Czajkowski)

Developed a predictive model based on reported cases and deaths and made it available on the internet through an Arc GIS dashboard. The model predicts the number of cases that will occur in the next week in every county in the US but in locations that have enough cases that the model could be run and is now part of the modeling approach of the CDC (with Kim Panozzo)

Niloufar Shekouhi, Bioengineering and Biomedical Engineering (Advisor: Dr. Vijay K Goel)

Has published several articles in the most widely acknowledged journals in the field of spine biomechanics (notably European Spine Journal, JOR Spine, Global Spine Journal)

Adelyn Sherrard, Experimental Psychology (Advisor: Dr. Cin Cin Tan)

Published one article as a first author and two articles as a co-author.

Katerina Turner, Biological Sciences (Advisor: Dr. Tomer Avidor Reiss)

Received two awards at this year's Annual Conference for The Society for the Study of Reproduction

Minutes
The University of Toledo Board of Trustees
Clinical Affairs Committee Meeting
December 7, 2022

The meeting was conducted both remotely via WebEx and in-person at the Center for Alumni and Donor Engagement (CADE) Frederic Wolfe Board Room. Committee members Mr. Patrick Kenney (in-person), Ms. Mary Ellen Pisanelli (in-person), Ms. Eleanore Awadalla (in-person), Mr. Brent Bishop (virtual), Mr. Zac Isaac (in-person), and Mr. Will Lucas (in-person) were present. Other Trustees who attended included Mr. Stephen Ciucci (in-person), Mr. Mike Miller (virtual), and Mr. Alfred Baker (virtual). Student Trustees Ms. Anjali Phadke and Ms. Madeline Vining were present. Others in attendance were Dr. Ragheb Assally, Mr. Jeffrey Barton, Mr. Tim Brakel, Dr. Frank Calzonetti, Dr. Andy Casabianca, Mr. Gordie Chauvin, Dr. Chris Cooper, Ms. Meghan Cunningham, Ms. Katie DeBenedictis, Mr. Randy Desposito, Dr. Risa Dickson, Mr. Thomas Garcia, Ms. Melissa Gregory, Mr. Troy Holmes, Mr. Doug Huffner, Mr. Charles Jake, Dr. Adrienne King, Ms. Brenda Lee, Ms. Linda Lewandowski, Dr. Bill McCreary, Ms. Traci McDaniel, Dr. Dave Meredith, Ms. Diane Miller, Dr. Scott Molitor, Ms. Danelle Mooi, Ms. Kim Nigem, Ms. Angela Paprocki, Dr. Gregory Postel, Mr. Terry Romer, Mr. Matthew Schroeder, Mr. Mike Sigov, Dr. LaFleur Small, Dr. Sammy Spann, Ms. Maria Stachowiak, Ms. Chris Stesney-Ridenour, Mr. Rick Swaine, Ms. Sabrina Taylor, and Dr. Ray Witte.

The meeting was called to order at 1:23 p.m. by Trustee Kenney. Ms. Katie DeBenedictis, Secretary to the Board, recorded the minutes.

Trustee Kenney requested a motion to waive the reading of the minutes from the September 28, 2022 and October 31, 2022 committee meetings and approve them as written. A motion for approval was provided by Trustee Pisanelli, seconded by Trustee Awadalla, and due to trustees attending both in-person and virtually, a roll call vote was needed: Kenney, yes; Pisanelli, yes; Awadalla, yes; Bishop, yes; Isaac, yes; and, Lucas, yes.

Dr. Ragheb Assaly presented Resolution No. 22-12-36: Large Purchase – Ion Bronchoscopy. The presentation detailed how the product works and the benefits of purchase including growing market share, better patient satisfaction, and growth of lung resection volume. The cost of the purchase is \$600,000 and will be funded by approved capital. Following questions from the committee, Trustee Kenney requested a motion to approve Resolution No. 22-12-36 and forward to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Pisanelli, seconded by Trustee Isaac, and due to trustees attending both in-person and virtually, a roll call vote was needed: Kenney, yes; Pisanelli, yes; Awadalla, yes; Bishop, yes; Isaac, yes; and, Lucas, yes.

ATTENDANCE

CALL TO ORDER

**APPROVAL OF
MINUTES**

**RESOLUTION
NO. 22-12-36**

Trustee Kenney requested a motion to enter Executive Session to discuss privileged information related to the evaluation of medical staff personnel appointments, quality reporting and peer review and to hold a conference with an attorney for the university concerning disputes that are the subject of pending or imminent court action. The motion was received from Trustee Pisanelli and seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote of the committee: Kenney, yes; Pisanelli, yes; Awadalla, yes; Bishop, yes; Isaac, yes; and, Lucas, yes. Following the discussions, the committee exited Executive Session. No action was taken.

**EXECUTIVE
SESSION**

Trustee Kenney requested a motion to approve the Chief of Staff Report as presented in Executive Session. A motion for approval of the report was received from Trustee Pisanelli, seconded by Trustee Isaac, and due to trustees attending both in-person and virtually, a roll call vote was needed: Kenney, yes; Pisanelli, yes; Awadalla, yes; Bishop, yes; Isaac, yes; and, Lucas, yes.

**CHIEF OF STAFF
REPORT**

With no further business to discuss and no informational items to mention, the meeting was adjourned at 2:38 p.m.

ADJOURNMENT

CHIEF OF STAFF SUMMARY REPORT

December 7, 2022

I. Initial Appointments - Physicians/Dentists/Clinical Psychologists

Bourell, Lauren, G., DDS, MD	Surgery/Oral & Maxillofacial
Boyle, Mellisa A., PhD	Psychiatry/Neuropsychology
Brinster, Aaron, DDS	Surgery/Oral & Maxillofacial
Rabets, John C., MD	Surgery/Urology
Rehman, Shahnaz U., MD	Internal Medicine/Pulmonary
Shall, Stephen M., DDS	Surgery/Oral & Maxillofacial

II. Initial Appointments - Advanced Practice Providers/Allied Health Professionals (APPs/AHPs)

Katich, Medison, PA	OB/GYN
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III. Reappointments - Physicians/Dentists/Clinical Psychologists - None

IV. Reappointments - APPs/AHPs - None

V. Additional Privilege Request– Physicians/Dentists/Clinical Psychologists/APP/AHP - None

VI. Withdrawal of Privileges – Physicians/Dentists/Clinical Psychologists/APPs/AHPs - None

VII. Change in Staff Category – Physicians/Dentists/Clinical Psychologists/APP/AHP - None

VIII. Removal from FPPE – Physicians/Dentists/Clinical Psychologists

Ahmad, Faheem, MD	Radiation Oncology
Sutherland, Edward, MD	Radiology
Zahn, Carleigh, DO	Med/Rheumatology
Zarzour, Ahmad, MD	Med/Hem/Oncology

IX. Extension of FPPE – Physicians/Dentists/Clinical Psychologists

Algothani, Mohamad, MD	Active
Amsdell, Jennifer, MD	Active
Burns, Jessica, MD	Courtesy

X. Removal from FPPE – APPs/AHPs

Beeler, Stephanie, CNP	Psychiatry
Burlen-Davis, Katie, CNP	Med/Palliative Care
Campbell, Melinda, CNP	Hematology/Oncology-Medicine

XI. Extension of FPPE – APPs/AHPs – None

XII. Physicians/Dentists/Clinical Psychologists Resignations

Kanzy, Abed, MD	Endocrinology
Masroor, Saquib, MD	Cardio Thoracic Surgery
Nammavong, Alisa, MD	Neurology

XIII. APPs/AHPs Resignation

Asher, Jessica, CNP	Surgery/Neurosurgery
Elnagar, Noha, PA	Endocrinology

XIV. Proposed Revisions to Delineation of Privileges - None

Delineation of Privileges – Clinical Nurse Specialist and Certified Nurse Practitioner
Removing Urodynamics (GYN)

Delineation of Privileges – Physician Assistant
Removing Urodynamics (GYN)

Minutes
The University of Toledo Board of Trustees
Finance and Audit Committee Meeting
December 7, 2022

The meeting was conducted both remotely via WebEx and in-person at the Center for Alumni and Donor Engagement (CADE) Frederic Wolfe Board Room. Committee members Mr. Michael Miller (virtual), Mr. Brent Bishop (virtual), Mr. Alfred Baker (virtual), Mr. Zac Isaac (virtual), Mr. Will Lucas (in-person), and Mr. Patrick Kenney (in-person) were present. Other Trustees who attended included Mr. Stephen Ciucci (in-person), Ms. Mary Ellen Pisanelli (in-person), and Ms. Eleanore Awadalla (in-person). Student Trustees Ms. Anjali Phadke and Ms. Madeline Vining were present. Others in attendance were Ms. Danielle Bailey, Ms. Anne Balazs, Mr. Jeffrey Barton, Mr. Mark Bercheni, Ms. Andrea Bogdan, Mr. Tim Boosinger, Dr. Frank Calzonetti, Mr. Gordie Chauvin, Dr. Chris Cooper, Ms. Meghan Cunningham, Mr. Dave Cutri, Ms. Katie DeBenedictis, Mr. Todd Deindoerfer, Mr. Mike Dennis, Mr. Randy Desposito, Dr. Risa Dickson, Mr. Oghenetejiri Doro, Ms. Ashley Foister, Mr. Thomas Garcia, Ms. Brenda Grant, Ms. Melissa Gregory, Ms. Sunday Griffith, Mr. Troy Holmes, Mr. John Huber, Mr. Doug Huffner, Ms. Mary Humphrys, Mr. Charles Jake, Mr. Michael Johns, Ms. Cathy Kuhman, Dr. Adrienne King, Ms. Brenda Lee, Ms. Linda Lewandowski, Mr. Tim Loeffler, Ms. Robyn Marrufo, Dr. Bill McCreary, Ms. Traci McDaniel, Dr. Dave Meredith, Dr. Mark Merrick, Ms. Barb Kopp Miller, Ms. Diane Miller, Dr. Scott Molitor, Ms. Danelle Mooi, Ms. Kim Nigem, Ms. Angela Paprocki, Mr. Joey Payne, Dr. Gregory Postel, Mr. Terry Romer, Ms. Rebecca Schneider, Mr. Matthew Schroeder, Mr. Mike Sigov, Ms. Emily Skibski, Dr. LaFleur Small, Dr. Sammy Spann, Ms. Maria Stachowiak, Ms. Rachel Stanford, Mr. Rick Swaine, Ms. Sabrina Taylor, Mr. Jason Toth, Ms. Valerie Simmons Walston, Mr. Tim Walsh, Ms. Mindy Ward, Dr. Ray Witte and Ms. Anne Yeager.

The meeting was called to order at 2:45 p.m. by Trustee Miller. Ms. Katie DeBenedictis, Secretary to the Board, recorded the minutes.

Mr. Todd Deindoerfer, Mr. Tim Loeffler and Mr. Michael Johns from CliftonLarsonAllen reviewed the 2022 audit results. Their presentation highlighted the scope and results, required communications and other considerations in the yearly audit.

Mr. Matt Schroeder presented an update on the FY23 financial performance through October. He highlighted the general fund, auxiliary fund, and combined financials. He also invited Mr. John Huber and Ms. Mindy Ward to present the University of Toledo Physicians financials. Mr. Mike Dennis presented an update on days cash on hand.

Mr. Mark Bercheni presented the annual review of the alternative retirement plan and 403(b) supplemental plans.

Trustee Miller stated that there was a need to enter executive session. He requested a motion to enter executive session to discuss trade secret under Ohio Uniform Trade Secret Act and purchase or sale of property. Trustee Bishop made a motion, and it was seconded by Trustee Kenney. Ms. DeBenedictis took a roll call vote of the committee: Mr. Miller, yes; Mr. Bishop, yes; Mr. Baker, yes; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Kenney, yes. Following the discussion, the committee exited executive session with no action taken.

ATTENDANCE

CALL TO ORDER

FINANCIAL AUDIT FY22

FINANCIALS THROUGH OCTOBER

ALTERNATIVE RETIREMENT PLAN

EXECUTIVE SESSION

Trustee Miller requested a motion to waive the reading of the minutes from the September 28, 2022 Finance and Audit Committee meeting and accept them as written. A motion for approval was provided by Trustee Bishop, seconded by Trustee Baker, and due to trustees attending both virtually and in-person, Ms. DeBenedictis took a roll call vote: Mr. Miller, yes; Mr. Bishop, yes; Mr. Baker, yes; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Kenney, yes.

APPROVAL OF MINUTES

Mr. Matt Schroeder presented Resolution No. 22-12-38: Dorr Street and Byrne Road Ground Lease. The resolution allows for UToledo to enter into a ground lease agreement on conveyance of 1210 Byrne Road property. Trustee Miller requested a motion to approve Resolution No. 22-12-38 and send to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Isaac, seconded by Trustee Kenney and due to trustees attending both virtually and in-person, Ms. DeBenedictis took a roll call vote: Mr. Miller, yes; Mr. Bishop, yes; Mr. Baker, yes; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Kenney, yes.

RESOLUTION NO. 22-12-38

Mr. Matt Schroeder presented Resolution No. 22-12-39: Fairlawn Property Acquisition. The resolution allows for the purchase of property at 1426 Fairlawn Avenue. Trustee Miller requested a motion to approve Resolution No. 22-12-39 and send to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Kenney, seconded by Trustee Isaac and due to trustees attending both virtually and in-person, Ms. DeBenedictis took a roll call vote: Mr. Miller, yes; Mr. Bishop, yes; Mr. Baker, yes; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Kenney, yes.

RESOLUTION NO. 22-12-39

Mr. Dave Cutri presented the FY23 Internal Audit plan as was discussed in executive session. Trustee Miller requested a motion to approve the FY23 Internal Audit Plan and send to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Lucas, seconded by Trustee Kenney and due to trustees attending both virtually and in-person, Ms. DeBenedictis took a roll call vote: Mr. Miller, yes; Mr. Bishop, yes; Mr. Baker, yes; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Kenney, yes.

FY23 INTERNAL AUDIT PLAN

Mr. Matt Schroeder presented Resolution No. 22-12-40: Rate Increases for Housing and Meal Plans. This resolution requests a 4.0% increase for meal plan rates and a weighted average rate increase of 2.96% for Cohort 6 while continuing students housing fees increase 4.7% effective fall 2023. Trustee Miller requested a motion to approve Resolution No. 22-12-40 and send to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Isaac, seconded by Trustee Kenney and due to trustees attending both virtually and in-person, Ms. DeBenedictis took a roll call vote: Mr. Miller, yes; Mr. Bishop, yes; Mr. Baker, yes; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Kenney, yes.

RESOLUTION NO. 22-12-40

It was decided to table the conversation related to Resolution No. 22-12-41: Affordability and Efficiency. It will be discussed at a future meeting.

Trustee Miller reminded trustees that there are several informational items in their board materials for review.

INFORMATION ITEMS

With no further business to discuss, the meeting was adjourned at 5:07 p.m.

ADJOURNMENT

Minutes
The University of Toledo Board of Trustees
Trusteeship and Governance Committee Meeting
December 7, 2022

The meeting was conducted both remotely via WebEx and in-person at the Center for Alumni and Donor Engagement (CADE) Frederic Wolfe Board Room. Committee members Ms. Eleanore Awadalla (in-person), Mr. Will Lucas (in-person), Mr. Alfred Baker (virtual), Mr. Patrick Kenney (in-person), Mr. Michael Miller (virtual) and Ms. Mary Ellen Pisanelli (in-person) were present. Other trustees who attended included Mr. Stephen Ciucci (in-person), Mr. Zac Isaac (in-person) and Mr. Brent Bishop (virtual). Student Trustees Ms. Anjali Phadke and Ms. Madeline Vining were present. Others in attendance were Ms. Anne Balazs, Ms. Meghan Cunningham, Mr. Dave Cutri, Ms. Katie DeBenedictis, Mr. Michael Dennis, Dr. Risa Dickson, Ms. Melissa Gregory, Mr. Troy Holmes, Mr. Doug Huffner, Mr. Charles Jake, Dr. Adrienne King, Ms. Linda Lewandowski, Ms. Robyn Marrufo, Dr. Bill McCreary, Dr. Dave Meredith, Dr. Mark Merrick, Ms. Diane Miller, Dr. Scott Molitor, Ms. Kim Nigem, Ms. Angela Paprocki, Dr. Gregory Postel, Mr. Matthew Schroeder, Mr. Mike Sigov, Dr. LaFleur Small, Dr. Sammy Spann, Mr. Rick Swaine, Ms. Sabrina Taylor, and Ms. Valerie Simmons Walston.

The meeting was called to order at 5:07 p.m. by Trustee Awadalla. Ms. Katie DeBenedictis, Secretary to the Board, recorded the minutes.

Trustee Awadalla stated that there was a need to enter executive session. She requested a motion to enter executive session to prepare for, conduct, or review negotiations or bargaining sessions with employees. Trustee Pisanelli made a motion, and it was seconded by Trustee Kenney. Ms. DeBenedictis took a roll call vote of the committee: Ms. Awadalla, yes; Mr. Lucas, yes; Mr. Baker, yes; Mr. Kenney, yes; Mr. Miller, yes; and Ms. Pisanelli, yes. Following the discussion, the committee exited executive session with no action taken.

Trustee Awadalla requested a motion to waive the reading of the minutes from the September 28, 2022 committee meeting and approve them as written. A motion for approval was provided by Trustee Kenney, seconded by Trustee Pisanelli, and due to trustees attending both in-person and virtually, Ms. DeBenedictis took a roll call vote: Ms. Awadalla, yes; Mr. Lucas, yes; Mr. Baker, yes; Mr. Kenney, yes; Mr. Miller, yes; and Ms. Pisanelli, yes.

Trustee Awadalla requested a motion for approval of the Personnel Action Report for today's meeting and to forward the report to the consent agenda at the next Board meeting. A motion for approval was provided by Trustee Pisanelli, seconded by Trustee Kenney, and due to trustees attending both in-person and virtually, Ms. DeBenedictis took a roll call vote: Ms. Awadalla, yes; Mr. Lucas, yes; Mr. Baker, yes; Mr. Kenney, yes; Mr. Miller, yes; and Ms. Pisanelli, yes.

Trustee Awadalla invited Mr. Rick Swaine to present Resolution No. 22-12-42: Ratification Agreement between UToledo and AFSCME to the committee. Per the agreement, a one-time retention bonus will be awarded to AFSCME employees. Trustee Awadalla requested a motion to approve Resolution No. 22-

ATTENDANCE

CALL TO ORDER

EXECUTIVE SESSION

APPROVAL OF MINUTES

PERSONNEL ACTION REPORT

RESOLUTION NO. 22-12-42

12-42 and forward to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Kenney, seconded by Trustee Pisanelli, and due to trustees attending both in-person and virtually, Ms. DeBenedictis took a roll call vote: Ms. Awadalla, yes; Mr. Lucas, yes; Mr. Baker, yes; Mr. Kenney, yes; Mr. Miller, yes; and Ms. Pisanelli, yes.

Trustee Awadalla asked Dr. Postel to present Resolution No. 22-12-43: Appointment of George L. Chapman as National Trustee. Dr. Postel highlighted Mr. Chapman's accomplishments and mentioned his service as a former board of trustee for UToledo and for the former Medical University of Ohio. He and members of the committee expressed their excitement to have Mr. Chapman join the board as a National Trustee. Trustee Awadalla requested a motion to approve Resolution No. 22-12-43 and forward to the consent agenda at the next board meeting. A motion for approval was provided by Trustee Pisanelli, seconded by Trustee Kenney, and due to trustees attending both in-person and virtually, Ms. DeBenedictis took a roll call vote: Ms. Awadalla, yes; Mr. Lucas, yes; Mr. Baker, yes; Mr. Kenney, yes; Mr. Miller, yes; and Ms. Pisanelli, yes.

With no informational items to mention and no further business to discuss, the meeting was adjourned at 5:20 p.m.

**RESOLUTION NO.
22-12-43**

ADJOURNMENT

Minutes
The University of Toledo Board of Trustees
Clinical Affairs Committee Meeting
January 9, 2023

The meeting was conducted remotely via WebEx. Committee members Ms. Mary Ellen Pisanelli, Ms. Eleanore Awadalla, Mr. Will Lucas and Mr. Zac Isaac were present. Mr. Patrick Kenney and Mr. Brent Bishop were absent. Other Trustees who attended included Mr. Stephen Ciucci. Others in attendance were Dr. Andrew Casabianca, Ms. Meghan Cunningham, Ms. Katie DeBenedictis, Mr. Doug Huffner, Mr. Charles Jake, Ms. Diane Miller, and Dr. Gregory Postel.

The meeting was called to order at 4:01 p.m. by Trustee Lucas who chaired the meeting in Trustee Kenney's absence. Ms. Katie DeBenedictis, Secretary to the Board, recorded the minutes.

Trustee Lucas requested a motion to enter Executive Session to discuss privileged information related to the evaluation of medical staff personnel appointments, quality reporting, and peer review. The motion was received from Trustee Ciucci and seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote: Ms. Awadalla, yes; Ms. Pisanelli, was not connected at time of the vote; Mr. Isaac, yes; Mr. Lucas, yes; and Mr. Ciucci, yes (participated in vote for purposes of a quorum). Following the discussions, the committee exited Executive Session. No action was taken.

Trustee Lucas requested a motion to approve the Chief of Staff Report as presented in Executive Session. A motion for approval of the report was received from Trustee Pisanelli, seconded by Trustee Awadalla, and was approved by the committee. The Chief of Staff Report follows the minutes.

With no further business before the Committee, Trustee Kenney adjourned the meeting at 4:10 p.m.

ATTENDANCE

**CALL TO
ORDER**

**EXECUTIVE
SESSION**

**CHIEF OF
STAFF REPORT**

ADJOURNMENT

CHIEF OF STAFF SUMMARY REPORT
January 9, 2023

I. Initial Appointments - Physicians/Dentists/Clinical Psychologists

Hagopian, Ellen J., MD	Surgery
Raffoul, Khalil A., MD	Ophthalmology
Shall, David, DDC	Oral & Maxillofacial
Smith, Hyle, DPM	Orthopedics

II. Initial Appointments - Advanced Practice Providers/Allied Health Professionals (APPs/AHPs)

Gauamis, Renella CNP	Surgery
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III. Reappointments - Physicians/Dentists/Clinical Psychologists

Akl, Ahmed M., MD	Radiation Oncology
Neal, Colleen H., MD	Radiology

IV. Reappointments - APPs/AHPs - None

V. Additional Privilege Request– Physicians/Dentists/Clinical Psychologists/APP/AHP - None

VI. Withdrawal of Privileges – Physicians/Dentists/Clinical Psychologists/APPs/AHPs - None

VII. Change in Staff Category – Physicians/Dentists/Clinical Psychologists/APP/AHP - None

VIII. Removal from FPPE – Physicians/Dentists/Clinical Psychologists

IX. Extension of FPPE – Physicians/Dentists/Clinical Psychologists

X. Removal from FPPE – APPs/AHPs

Mowery, Sherri CNP	Psychiatry
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XI. Extension of FPPE – APPs/AHPs – None

XII. Physicians/Dentists/Clinical Psychologists Resignations

Deering, Caytlin A., DO	Medicine/Infectious Diseases
Hart, Benjamin R., MD	Medicine/Gastroenterology
Rizk, Tallat M., MD	Physical Medicine & Rehabilitation
Zahn, Carleigh S., DO	Medicine/Rheumatology

XIII. APPs/AHPs Resignation

Haack, Marcleana, CNP	Hospital and Palliative Care
Weiker, Christy J., CNP	Obstetrics & Gynecology

XIV. Proposed Revisions to Delineation of Privileges - None

**THE UNIVERSITY OF TOLEDO
BOARD OF TRUSTEES**

PROCLAMATION NO. 23-02-01

**IN RECOGNITION OF
THE 2022 ROCKETS WOMEN'S CROSS COUNTRY
STUDENT-ATHLETES AND COACHES**

- WHEREAS, the Rockets women's cross country team won the Mid-American Conference Championship at the Ohio University Golf Course on Oct. 29, 2022; and
- WHEREAS, this is the second consecutive MAC Championship for the women's cross country team and the eighth overall; and
- WHEREAS, Joy Chirchir, Faith Linga and Lou Trois were named first-team All-MAC ; and
- WHEREAS, Emily Vining, Madeline Vining and Julia Dames were named second-team All-MAC ; and
- WHEREAS, Head Coach Andrea Grove-McDonough was named MAC Women's Cross Country Coach of the Year for the second consecutive season; and
- WHEREAS, the Rockets went on to qualify for the NCAA Championship Meet for the first time since 2014; and
- WHEREAS, the Rockets achieved great success in the classroom, posting a 3.516 GPA in the fall 2022 semester with seven Rockets named to the Academic All-MAC team.

NOW, THEREFORE, BE IT PROCLAIMED,

that The University of Toledo Board of Trustees and President Gregory Postel proudly applaud and commend the 2022 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.

**THE UNIVERSITY OF TOLEDO
BOARD OF TRUSTEES**

PROCLAMATION NO. 23-02-02

**IN RECOGNITION OF
THE 2022 ROCKETS FOOTBALL
STUDENT-ATHLETES AND COACHES**

- WHEREAS, the Rockets Football team won the Mid-American Conference Championship with a 17-7 victory over Ohio University at Ford Field in Detroit, Michigan on Dec. 3, 2022, the 12th MAC Championship title in school history and the second under Head Coach Jason Candle; and
- WHEREAS, the Rockets won the MAC West Division title for the 12th time in school history; and
- WHEREAS, the Rockets finished with a 9-5 record and were bowl eligible for the 13th consecutive season; and
- WHEREAS, the Rockets went on to defeat Liberty in the Roofclaim.com Boca Raton Bowl on Dec. 20 by the score of 21-19, the 12th bowl victory in school history; and
- WHEREAS, Dallas Gant, Maxen Hook, Desjuan Johnson, Quinyon Mitchell and Nick Rosi earned first-team All-MAC honors; and
- WHEREAS, Nate Bauer, Dequan Finn, Jamal Hines, Dyontae Johnson and Jerjuan Newton earned second-team All-MAC honors; and
- WHEREAS, Quinyon Mitchell was named second-team All-America by Walter Camp and third-team All-America by the Associated Press; and
- WHEREAS, 13 Rockets were named to the Academic All-MAC team and 61 Rockets made the Dean's List in the 2022 fall semester; and.
- WHEREAS, Toledo was one of only seven schools in the nation to receive the AFCA Academic Achievement Award; and.
- WHEREAS, The Rockets appeared on national television a school-record nine times before a combined audience of over 6 million viewers.

NOW, THEREFORE, BE IT PROCLAIMED,

that The University of Toledo Board of Trustees and President Gregory Postel proudly applaud and commend the 2022 Rockets Football 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.

Recommendations for 2022-2023 Distinguished University Professors

Appointment to the rank of Distinguished University Professor is the highest permanent honor The University of Toledo can bestow on a faculty member. Those named Distinguished University Professor have earned national and/or international recognition and distinction for educational, artistic and/or scholarly contributions that have been transformative in their fields. The Academic Honors Committee sent out a call for nominations for Distinguished University Professor in October 2022. Nominations for eight exceptional candidates were submitted by the November deadline. The Academic Honors Committee met in January and endorsed three candidates to recommend to the President and Provost. The selected candidates include:

Kevin P. Czajkowski, Ph.D., College of Arts and Letters

- Dr. Czajkowski joined the faculty at The University of Toledo as an assistant professor in 1998. He was promoted to associate professor in 2003 and professor in 2010. He currently serves as the director of the Spatially Integrated Social Sciences doctoral program and of the Center for Geographic Information Sciences and Applied Geographics.
- Dr. Czajkowski received his B.S. in Meteorology from the State University of New York at Oneonta and his Ph.D. in Atmospheric Sciences from the University of Michigan.
- He is an expert in the application of geospatial and remote sensing technologies to investigate a wide range of environmental issues.
- He has received over \$33M in external funding as PI or co-PI from a myriad of sources including the EPA, NASA, National Science Foundation, and State of Ohio.
- He has received the University's Outstanding Researcher of the Year Award (2012), the President's Award for Excellence in Grantsmanship (2017) and the President's Award for Excellence in Research (2019).
- Dr. Czajkowski has also made a substantial impact in science education by engaging K-12 students and their teachers as "citizen-scientists" in geospatial and environmental impact projects.
- In 2007, he received a commendation from Ohio House of Representatives for his K-12 outreach efforts. One external reviewer noted that Dr. Czajkowski is empowering the next generation of STEM professionals through his engagement of students of all ages with geophysical remote sensing experiences.
- He has published 50 peer reviewed articles and 11 book chapters. His peer-reviewed publications are in highly ranked journals for geospatial technology, remote sensing, and geophysical research. His h-index (a measure of publication impact) is over 3x higher than the average for a full professor in his discipline.
- He is also an excellent educator and has been nominated twice for University Outstanding Teaching awards. His department chair noted that in addition to consistently having among the highest teaching evaluation scores in his department, Dr. Czajkowski has advanced teaching and learning via the use of project-based learning, interactive activities and field studies that engage the students in critical thinking.



Michael J. Heben, Ph.D., College of Natural Sciences and Mathematics

- Dr. Heben joined the faculty at The University of Toledo as a professor and Wright Center for Photovoltaics Innovation and Commercialization Endowed Chair in Photovoltaics in 2008 after serving as a principal scientist at the National Renewable Energy Laboratory (NREL) in Golden, CO. He currently serves as the Helen and Harold McMaster Endowed Professor in Photovoltaics and is the managing director of the Wright Center for Photovoltaics Innovation and Commercialization (PVIC).
- He received his B.S. in Physics from John Carroll University, M.S. in Materials Science and Engineering from Stanford University, and his Ph.D. in Chemistry from the California Institute of Technology.
- Dr. Heben is a world recognized expert on a variety of sustainable energy technologies such as photovoltaics, solar fuels, hydrogen storage, and smart grid technologies that will be required to de-carbonize our economy.
- He currently is PI or co-PI on \$28M in externally funded projects from the Department of Energy (DOE) and the Air Force Research Laboratory and is playing a leading role in the \$2B DOE effort to create a hydrogen production hub from nuclear power plants in our region.
- He has published nearly 200 peer-reviewed articles and has secured 5 patents since coming to the University of Toledo in 2008.
- His research has been cited nearly 18,000 times and his h-index (a measure of publication impact) is characterized as exceptional for a full professor in Physics.
- He has had numerous publications serve as cover articles, editor highlights, top downloads and “hot topics” in high impact journals.
- Dr. Heben is an exceptional research mentor, having mentored 2 postdoctoral fellows, 25 graduate students, 12 undergraduates, and 7 high school students. One of his external reviewers noted that his Ph.D. students and postdoctoral fellows have landed at some of the most prestigious institutions including IBM, Intel, First Solar, NREL, the National Institute of Standards, the U.S. Patent Office.
- He is a strong advocate for education, community engagement and commercialization of sustainable energy technologies, and has been nominated multiple times for the Edith Rathbun Award for Outreach and Engagement Excellence. His efforts have helped secure federal funding, provide educational experiences to K-12 students, and support efforts of industry partners in the Toledo region and across the country.



Revathy Kumar, Ph.D., Judith Herb College of Education

- Dr. Kumar joined the faculty at The University of Toledo as an assistant professor in 2001. She was promoted to associate professor in 2007 and professor in 2013. She recently served as a visiting scholar at the Nanyang Technological Institute in Singapore.
- She received a B.Sc. in Chemistry from the University of Bombay, a B.Ed. in Teacher Certification, and a M.Ed. in Education Psychology from Bangalore University. She served as a high school chemistry teacher in India and received a M.A. in Psychology from Annamalai University. She then came to the United States and completed a Ph.D. in Education and Psychology from the University of Michigan.
- Dr. Kumar is recognized internationally as a leading scholar in educational psychology on race, culture, learning and motivation. The focus of her research is the role of teachers, teacher-education programs, schools, communities, and families in facilitating the development, learning, and motivation of minority and immigrant adolescents.
- She has received over \$1.5M in external funding as PI or co-PI, published 20 peer-reviewed articles, written 16 peer-reviewed book chapters, and has over 75 international presentations. Her work has been cited over 3,500 times and has an h-index (a measure of publication impact) that is nearly twice the average for a researcher in her field.
- She has received numerous awards, including the Alice H. Skeens Outstanding Woman Award, the UToledo Outstanding Faculty Research and Scholarship Award, and election as a Fellow of the American Psychological Association.
- Dr. Kumar received two Kohler Foundation international travel grants to present her work at international meetings in Australia and Greece and was selected to serve as a Fulbright Specialist scholar at the University of Haifa and the Oranim College of Education in Israel.
- She recently served as a Provost Faculty Fellow to work with the Office of Diversity, Equity, and Inclusion to study the experiences of first year college students and faculty attitudes and beliefs toward diversity.
- She was associate editor for Developmental Psychology and is an editorial board member for the Journal of Educational Psychology and Educational Psychologist, three of the most prestigious publications in her field.
- She is an excellent instructor and mentor, particularly for graduate students who have gone on to successful careers in academia and other fields.
- A former student, now a department chair at an HBCU, noted “Dr. Kumar’s example taught me to advocate for my students and to hold them to a high standard. I was sixty years old when I began my academic career. Some people suggested that because of my age, the most I could do with my doctoral degree was to be a role model for those coming after me. Dr. Kumar countered this notion by continuing to push me and believe in me.”





RECOMMENDED APPLICANTS FOR 2023-2024 SABBATICAL LEAVE

COLLEGE OF ARTS AND LETTERS

<u>Name</u>	<u>Rank</u>	<u>Department</u>	<u>Period of Leave</u>
Broxmeyer, Jeffrey	Assoc.Professor	Political Science and Public	Academic Year 23-24
Crookston, Shara	Assoc.Professor	Women's and Gender Studies	Fall 2023
Edgington, Anthony	Assoc.Professor	English and Literature	Spring 2024
Egan, Kevin	Professor	Economics	Spring 2024
Foss, Matt	Assoc.Professor	Theatre and Film	Spring 2024
Hammel, Dan	Professor	Geography and Planning	Fall 2023
Muntersbjorn, Madeline	Assoc.Professor	Phil. and Religious Studies	Academic Year 23-24
Peralta, Karie	Assoc.Professor	Sociology and Anthropology	Spring 2024

JOHN B. AND LILLIAN E. NEFF COLLEGE OF BUSINESS AND INNOVATION

<u>Name</u>	<u>Rank</u>	<u>Department</u>	<u>Period of Leave</u>
Gilstrap, Collin	Assoc.Professor	Finance	Spring 2024
Green, Karen	Assoc.Professor	Accounting	Spring 2024
Johnson, Catherine	Assoc.Professor	Marketing and Intl. Business	Spring 2024
Jung, Euisung	Assoc.Professor	Info Ops and Tech Mgmt	Fall 2023

JUDITH HERB COLLEGE OF EDUCATION

<u>Name</u>	<u>Rank</u>	<u>Department</u>	<u>Period of Leave</u>
Slantcheva-Durst, Snejana	Professor	Educational Studies	Spring 2024

COLLEGE OF ENGINEERING

<u>Name</u>	<u>Rank</u>	<u>Department</u>	<u>Period of Leave</u>
Cioc, Carmen	Assoc.Professor	Engineering Technology	Spring 2024
Javaid, Ahmad	Assoc.Professor	EECS Department	Fall 2023
Jayatissa, Ahalapitiya	Professor	MIME Department	Spring 2024
Sojoudi, Hossein	Professor	MIME Department	Academic Year 23-24

COLLEGE OF HEALTH AND HUMAN SERVICES

<u>Name</u>	<u>Rank</u>	<u>Department</u>	<u>Period of Leave</u>
Clark, Madeline	Assoc.Professor	Human Services	Fall 2023
Glassman, Jennifer	Assoc.Professor	Exercise and Rehab. Sciences	Fall 2023
Williamson, Celia	DUP	Human Services	Spring 2024

COLLEGE OF NATURAL SCIENCES AND MATHEMATICS

<u>Name</u>	<u>Rank</u>	<u>Department</u>	<u>Period of Leave</u>
Avidor-Reiss, Tomer	Professor	Biological Sciences	Spring 2024
Eshmatov, Alimjon	Assoc.Professor	Mathematics and Statistic	Academic Year 23-24
Le, Trieu	Assoc.Professor	Mathematics and Statistics	Spring 2024
Liu, Guofa	Professor	Biological Sciences	Fall 2023
Refsnider-Streby, Jeanine	Assoc.Professor	Environmental Sciences	Academic Year 23-24
Streby, Henry	Assoc.Professor	Environmental Sciences	Academic Year 23-24

Total Sabbaticals Approved AY 2023-2024: 26



MEMORANDUM

DATE: January 4, 2023

TO: Gregory Postel, M.D. *GOP*
President

FROM: Risa E. Dickson, Ph.D. *Risa E. Dickson*
Interim Provost and Executive Vice President for Academic Affairs

RE: Support of Awarding a Posthumous Bachelor of Education Degree for Ms. Jordan Berelsman (R01433378)

After reviewing the positive recommendation letters from Raymond Witte, Dean, Judith Herb College of Education and Jenny Denyer, Chair of the Department of Teacher Education, I concur with the findings that we should award a posthumous degree for Ms. Jordan Berelsman in this very unfortunate tragic case.

The awarding of this Posthumous Degree would be based on the "extraordinary circumstances" clause outlined in UToledo's Posthumous Degree Awards policy #3364-71-19.

- Ms. Jordan did complete 65% of her degree requirements prior to her tragic death on October 26, 2022.
- Ms. Jordan was a beloved member of our UToledo community and will be greatly missed by all who knew her.
- A scholarship fund has been established in her memory.

The next step in this process, if you concur with the recommendation, is to request approval from the Board of Trustees at its next meeting.

Office of the Provost

Mail Stop 939 • 2801 W Bancroft St. • Toledo, OH 43606-3390
Phone: 419.530.2729 • Fax: 419.530.4496 • Risa.dickson@utoledo.edu

EXECUTIVE SUMMARY

PROPOSED ASSOCIATE OF ARTS IN THE LIBERAL ARTS

The College of Arts and Letters (CAL) seeks approval from the Board of Trustees to offer an Associate of Arts degree to our students along the way to their bachelor's degree, much as students enrolled in PhD programs often earn an MA on the way to their doctorate.

Students who opt into the "AA along the way" program will automatically receive the AA degree from the UToledo Registrar's office when they complete the requirements. The CAL AA is tailored to college-specific requirements, and most CAL students would qualify at the 60-hour mark. CAL would not recruit students into this degree; it would exist as an opportunity for four-year degree seeking CAL majors only.

Rationale

- CAL continues to work very hard to support UToledo's mission to retain and graduate students. But 43.5% of students at UToledo do not graduate within [six years](#).
- 37.5% of College of Arts and Letters students are [Pell eligible](#) (representing the highest percentage of Pell students of any UToledo college). These students will be the most negatively impacted of any student demographic if they leave UToledo without a degree.
- An estimated 8-20% of CAL students stop their education with 60 hours or more.
- Workers with an associate degree earn, on average, \$154 more per week than a worker with a high school diploma and \$64 more per week than a worker with some college credit but no degree, according to [2021 US Bureau of Labor Statistics data](#).
- Since 2014, the Ohio Department of Education's [Ohio's Credit When It's Due \(CWID\)](#) initiative has worked to create collaboration between public institutions to "emphasize degree attainment for students that have some college experience but no degree by offering a pathway to an associate degree." This degree aligns with the ODHE's mission.
- Financially, there is no impact to student tuition (or financial aid) and minimal expenses for the university. The AA will not generate additional program revenue or an increase in headcount/FTEs because the students are already enrolled seeking four-year degrees, and the AA degree requirements are embedded within those bachelor's degrees. The degree will not require additional faculty or advising resources or facilities, only a slight increase in Registrar Office functions. This goal of this degree is not to capture a market niche or increase revenue but to advantage students who may stop out of the institution. We hope it will also encourage them to return to complete their four-year degree.

EXECUTIVE SUMMARY

PROPOSED BACHELOR OF SCIENCE IN RADIATION THERAPY

The College of Medicine and Life Sciences is requesting Board of Trustees approval for our proposed Bachelor of Science in Radiation Therapy degree program. We have identified a need in this area from our connections in the field of radiation therapy throughout northwest Ohio and southeast Michigan. We believe this is an ideal time to start the program.

Radiation therapists are board certified front line medical workers who specialize in operating the complex equipment used to deliver radiation to patients. Currently there is shortage of radiation therapists in the region with multiple local clinics reporting unfilled positions and an expected need to replace retiring staff in the next few years. We know from our experience that the best way to hire and retain professionals and specialists is to recruit them from the local populous. The current difficulties in hiring radiation therapists will be exacerbated by the closure of the nearest training program in southeast Michigan in June 2023. Our plan to fulfill this staffing shortage is to start a new degree program that consists of 2 years of didactic classes and 2 years of professional training, including practical training in local radiation therapy clinics. The 2 preclinical years consist entirely of courses that currently exist at UToledo main campus for similar programs such as pre-med, respiratory therapy and nursing. For the specialized training offered in the professional years we have constructed new radiation therapy courses based on the guidelines of the accreditation by the Joint Review Committee on Education in Radiologic Technology (JRCERT) so that graduates are eligible for American Registry of Radiologic Technologists (ARRT) professional accreditation. We expect the program to be small with approximately 15 graduates per year.

The regional need for Radiation Therapists will allow UToledo to recruit new, competitive undergraduate students from the northwest Ohio and southeast Michigan region. The closest competing radiation therapy education programs are at Kent State near Akron and Wayne State in Detroit. According to the U.S Bureau of Labor Statistics the current number of radiation therapists in employment is 16,050 and the median salary is \$ 94,000.

EXECUTIVE SUMMARY

PROPOSED BACHELOR OF SCIENCE IN HEALTH SCIENCE AND BACHELOR OF ARTS IN HEALTH SCIENCE

The College of Health and Human Services requests Board of Trustees approval for two proposed Bachelor's degree programs: a Bachelor of Science in Health Science and a Bachelor of Arts in Health Science. These two closely related programs will serve as the college pre-healthcare majors, replacing our existing Bachelor of Science in Exercise Science degree program which faces challenges of diminished relevance and declining enrollment at a time when demand and enrollment in health sciences is growing at other universities. Both new programs will be interdisciplinary within the college, involving courses and faculty across all three of the college's departments. Initially, the programs will be offered in-person, but we are planning a 100% online option within the first few years. The programs will largely use existing courses with only seven new courses in total across all tracks of both programs. Courses will be taught by existing faculty and by converting a Visiting Assistant Professor to a regular faculty position. As such, implementation of these two programs requires minimal additional resources beyond those already allocated. The programs are projected to be self-supporting in year 3 and offer potential for significant enrollment increases (projected to be an increase of 100 students in year 4).

Strategically, the university would be wise to leverage its strengths in health and healthcare. The proposed programs intentionally and directly support this goal. The Bachelor of Science in Health Science has several specific tracks that will prepare students seeking entry into a set of identified professional healthcare programs and the Bachelor of Arts in Health Science will prepare students to impact change in the non-delivery aspects of healthcare and the health equities space.

The proposed programs replace the college's Bachelor of Science in Exercise Science which has 5-year enrollment decline of 15% and 10-year decline of 30%. Its relevance is out of alignment with the students it seeks to enroll. Currently, 91% of students in the Exercise Science degree identify as "pre-healthcare" (pre-physical therapy, pre-athletic training, pre-occupational therapy, pre-medicine, and pre-physician assistant), while the other 9% are focused on more traditional "exercise science" areas including fitness and human performance. However, the existing degree is designed for the 9% and not the 91%. We are losing market-share to universities who have offered a health sciences major. The proposed programs are purposefully designed for this 91% group using an innovative curriculum that incorporates national best-practice core competencies. Also, they intentionally serve to connect "healthcare-interested" students to UToledo's healthcare major offerings (currently a significant gap). Additionally, splitting the current BS in Exercise Science into both a BS and BA in Health Science allows for a more tailored fit for prospective students with those interested in pre-health care delivery fitting into the BS and those interested in broader areas of health, policy, equity, social determinants of health, and non-delivery aspects of healthcare fitting into the BA. The BA is also an excellent option for retaining health-interested students changing from other majors. Focus groups with prospective and 1st-year exercise science students demonstrate overwhelming interest in the new program.

THE UNIVERSITY OF TOLEDO BOARD OF TRUSTEES

RESOLUTION NO. 23-02-06

**AUTHORIZATION TO APPROVE AN AMENDMENT TO ACADEMIC AFFILIATION
AGREEMENT WITH PROMEDICA HEALTH SYSTEM**

WHEREAS, The University of Toledo College of Medicine and Life Sciences (COM&LS) entered into an academic affiliation with ProMedica Health System in August 2015 to enhance the training and education of student, residents, and fellows; retain high-quality graduating students, residents, fellows, and allied health professionals; elevate the stature of Toledo, Ohio, and its surrounding communities as a strong academic medical community for patient care, training, and research; sustain and enhance the COM&LS in missions of education and research; expand volunteer and full-time faculty; ensure that the overall care delivery model in the communities served by the Parties is high quality; develop a unique academic/clinical medical partnership focused on safety, quality, efficiency, and patient-centered, cost-effective medical care and to identify and develop unique areas of clinical and research excellence; and

WHEREAS, the Administration of the University seeks the authority of The University of Toledo Board of Trustees (Board of Trustees) to execute an amendment designed to proceed with discussions regarding a potential updated Academic Affiliation Agreement negotiated with the ProMedica Health System.

NOW, THEREFORE, BE IT RESOLVED,

that the Board of Trustees authorizes the Administration to execute an amendment designed to proceed with discussions regarding a potential updated Academic Affiliation Agreement negotiated with the ProMedica Health System, consistent with the terms discussed at the February 8, 2023 meeting of the Board of Trustees.

Summary: February 8, 2023

Sep-22

I. Initial Appointments - Physicians/Dentists/Clinical Psychologists	
Akrawi, Samir, MD	Nephrology
Bhatti, Rameez H., MD	Family Medicine
Boggs, Thomas R., 11, DO	Emergency Medicine
Chaudhri Prabhakar, Parul, DO	Family Medicine
Hanna, Sherie M., MD	Family Medicine
Schwartz, Stephanie E., DO	Medicine
Warrier, Kavita S., MD	Pediatrics (Infectious Disease)
II. Initial Appointments - Advanced Practice Providers/Allied Health Professionals (APPs/AHPs)	
Dwyer, Trisha, PA-C	Neurology ProMedica Telehealth
Haack, Marcleana, CNP	Palliative
Robbins, Sarah B., CNP	Neurology ProMedica Telehealth
Schramm, Megan E., PAC	Dermatology Temp privileges
Shawver, Julie M., PA-C	Neurology
Tucker, Shelby L., CNP	Hospital Medicine
Witherell, Shelmith DNP	Cardiology
III. Reappointments - Physicians/Dentists/Clinical Psychologists	
Ali, Imran, I., MD	Neurology
Badik, Cathi A., MD	Pediatrics
Bevington, Joyce M., MD	Pediatrics
Burgess, Richard E., MD	Neurology
Da-Silva, Shonola S., MD	Pediatrics
Elmer, Lawrence W., MD	Neurology
Jumaa, Mouhammad A.,	Neurology
Koffman, Boyd M., MD	Neurology
Kung, Vieh M., MD	Neurology
Li, Hongyan, MD	Neurology
Mahfooz, Naeem, MD	Neurology
Mann, Stephanie E., MD	Obstetrics & Gynecology
McCullough, Sophia G., MD	Pediatrics
Mukundan, Deepa, MD	Pediatrics
Nelson, Lois A., MD	Pediatrics
Pirzada, Noor A., MD	Neurology
Ramser, Meghan E., MD	Pediatrics
Ramsey-Williams, Vicki A., MD	Neurology
Rashid, Mehmood, MD	Neurology
Riaz, Anum H., MD	Neurology
Sheikh, Ajaz A., MD	Neurology
Smaili, Sleiman K., MD	Obstetrics & Gynecology
Stricklen, Valarie N., MD	Pediatrics
Suarez, William A., MD	Pediatrics
Taki, Hassan N., MD	Pediatrics
Van Hook, Catherine L., MD	Obstetrics & Gynecology
Van Hook, James W., MD	Obstetrics & Gynecology
Whiteside, Regis C., MD	Pediatrics

Wroblewski, Mary E., MD	Pediatrics
Zaidi, Syed F., MD	Neurology
IV. Reappointments - APPs/AHPs	
Bellman, Brooke R., CNM	Obstetrics &
Cole, Kimberly A., CNP	Neurology
Johnson, Stefanie, CNP	Neurology
Moore, Janet L., CNP	Pediatrics/Infectious Diseases
Scott, Mary E., CNP	Neurology
Utley, Christine A., CNP	Neurology
Weiker, Christy J., CNP	Obstetrics &
V. Additional Privilege Request– Physicians/Dentists/Clinical Psychologists/APP/AHP	
N/A	
VI. Withdrawal of Privileges – Physicians/Dentists/Clinical Psychologists/APPs/AHPs	
N/A	
VII. Change in Department – Physicians/Dentists/Clinical Psychologists/APP/AHP	
Barazi, Danny, DNP	Surgery
Waldman, Melissa, CNP	Surgery
VIII. Removal from FPPE – Physicians/Dentists/Clinical Psychologists	
Assi, Zakaria I., MD	Radiology
Begeman, Garrett A., MD	Radiology
Corpuz, Maria Luisa D., MD	Family Medicine
North, James L., MD	Family Medicine
Shafqat, Sara, MD	Internal Medicine
Singh, Tanvir, MD	Psychiatry
IX. Extension of FPPE – Physicians/Dentists/Clinical Psychologists	
Burket, Mark W., MD	Med/Cardiology
Martin, Tamara S., MD	Radiology
X. Removal of FPPE – APPs/AHPs	
Jacobson, Cori L., CNM	Ob/Gyn
Rodriguez, Kimberly A., CSA	Surgery
Schramm, Megan E., PAC	Dermatology
Sizemore, Megan J., PharmD	Family Medicine
XI. Extension of FPPE – APPs/AHPs NA	
Crowley, Justin P., PA-C	Surgery/General
XII. Physicians/Dentists/Clinical Psychologists Resignations	
Ali, Farman, MD	Medicine/ Hospital Medicine
Goyal, Nitin, MD	Anesthesiology/ Pain Medicine
Oostra, Carson E., MD	Medicine/ Hospital Medicine
XIII. APPs/AHPs Resignation	
Narouz, Elizabeth, PA-C	Medicine/ Nephrology
XIV. Proposed Revisions to Delineation of Privileges	
N/A	
XV. Old Business	
N/A	

Jan-23

Practitioners Name	Clinical Service/Division
I. Initial Appointments - Physicians/Dentists/Clinical Psychologists	
Chawla, Apoorva MD (Toledo Clinic)	Medicine/Hematology Oncology
Patel, Neha, MD	Medicine/Hospital

II. Initial Appointments - Advanced Practice Providers/Allied Health Professionals (APPs/AHPs)	
Chapman, Kayla NP	Surgery Vascular Surgery
III. Reappointments - Physicians/Dentists/Clinical Psychologists	
Abbas, Jihad T., MD	Surgery Vascular Surgery
Chaudhuri, Prabir K., MD	Surgery General Surgery
Davis, William J., DDS	Surgery Dentistry
Duckett, Timothy G., MD	Surgery General Surgery
Fahncke, Charles R., DDS	Surgery Dentistry
Hasan, Mirza S., MD	Surgery General Surgery
Johnson, Houston, Jr., MD	Surgery General Surgery
McCullough, Daniel G., MD	Surgery General Surgery
Mostafa, Gamal, MD	Surgery General Surgery
Nazzal, Munier M., MD	Surgery Vascular Surgery
Nedley, Michael P., DDS	Surgery Dentistry
Osman, Mohamed F., MD	Surgery Vascular Surgery
Pannell, Stephanie M., MD	Surgery General Surgery
Sferra, Joseph J., MD	Surgery General Surgery
Stanek, Stephen M., MD	Surgery General Surgery
Stengle, John B., MD	Surgery General Surgery
Tang, Jianlin, MD	Surgery General Surgery
Vicente, David C., MD	Surgery Vascular Surgery
White, Beth A., MD	Surgery General Surgery
Yadav, Kunal, MD	Surgery General Surgery
IV. Reappointments - APPs/AHPs	
Aldrich, Richard R., CSA	Surgery General Surgery
Bauer, Karen L., CNP	Surgery Vascular Surgery
Bretl, Jennifer E., PA-C	Family Medicine
Brown, Derick L. CSA	Surgery General Surgery
Elsayed, Khaled A., CSA	Surgery General Surgery

Horvat, Shelly E., AUD	Surgery General Surgery
Kaser, Rachel E., CNP	Surgery Vascular Surgery
Kirk, Jill C., RNFA	Surgery General Surgery
Lovett, Michele M., RD	Surgery General Surgery
Mansour-Shousher, Randa N., AUD	Surgery General Surgery
Mason, Kristi M., RD	Surgery General Surgery
Mason, Shawn P., CSA	Surgery General Surgery
Nachman, Adam W., RD	Surgery General Surgery
O'Neill, Dawn M., RD	Surgery General Surgery
Randolph, Dianna M., AUD	Surgery General Surgery
Reynolds, Rachel A., CSA	Surgery General Surgery
Steer, Jeffery A., CSA	Surgery General Surgery
Waldman, Melissa A., CNP	Surgery General Surgery
V. Additional Privilege Request– Physicians/Dentists/Clinical Psychologists/APP/AHP	
N/A	
VI. Withdrawal of Privileges – Physicians/Dentists/Clinical Psychologists/APPs/AHPs	
N/A	
VII. Change in Department – Physicians/Dentists/Clinical Psychologists/APP/AHP	
N/A	
VIII. Removal from FPPE – Physicians/Dentists/Clinical Psychologists	
El-Zawahry, Ahmed, MD	Urology
Gerken, Sarah, MD	Anesthesiology
Hoyt, Alastair, MD	Neurosurgery/Surgery
Imel, Robert, DO	Medicine/ Hospital Medicine
Maqsood, Aadil	Medicine/ Hospital Medicine
Merza, Nooraldin, MD	Medicine/ Hospital Medicine
Payne, Nicole, MD	Emergency Medicine
Petros, Firas, MD	Urology
Shafer, Karen, MD	Family Medicine
Sindhwani, Puneet, MD	Urology
IX. Extension of FPPE – Physicians/Dentists/Clinical Psychologists	
Alanzi, Jaber, MD	Urology
Bisoski, Luke, MD	Emergency Medicine
Bodi, Shirley, MD	Family Medicine
El-Zawahry, Ahmed, MD	Urology
X. Removal of FPPE – APPs/AHPs	
Barry, Robin, PhD	Family Medicine

Broadwater, Stephanie, CNP	Medicine/Hospital Medicine
Landis, Emily, PAC	Family Medicine
Ramadan, Abed, CNP	Medicine/Hospital Medicine
XI. Extension of FPPE – APPs/AHPs NA	
N/A	
XII. Physicians/Dentists/Clinical Psychologists Resignations	
Hanrahan, Jennifer A., DO	Medicine/Infectious Diseases
Kriegel, Andrew V., MD	Suregry/Plastic Surgery
Zahn, Carleigh S., DO	Medicine/Rheumatology
XIII. APPs/AHPs Resignation	
Coberley, Alex C., RNFA	Surgery/General Surgery
Jay, Joshua L., CAA	Anesthesiology
Lemerand, Dawn M., CNP	Surgery/Vascular Surgery
Ramadan, Abed A., CNP	Medicine/Hospital Medicine
XIV. Proposed Revisions to Delineation of Privileges	
N/A	
XV. Old Business	
N/A	
XVI. Changes to Medical Staff Bylaws	
Deputy Service Chief: as a designee	
Joint Commission requirement of reappointment timeframe	
Licensed Practitioner language	

THE UNIVERSITY OF TOLEDO BOARD OF TRUSTEES

RESOLUTION NO. 23-02-03

APPROVAL OF THE FISCAL YEAR 2022 EFFICIENCY REVIEW AND THE IMPLEMENTATION PLAN TO IMPROVE AFFORDABILITY

WHEREAS, on February 10, 2015, the Governor of the state of Ohio signed Executive Order 2015-01K creating the Ohio Task Force on Affordability and Efficiency to make recommendations to Ohio's institutions of higher education based on three guiding principles:

- i. to be more efficient both in expense management and revenue generation,
- ii. decrease costs to students and their families, and
- iii. continue to offer an education of equal or higher quality; and

WHEREAS, on October 1, 2015, the Task Force released its *Action Steps to Reduce College Costs* that speaks to opportunities to create a new culture of cost consciousness in higher education; and

WHEREAS, Ohio Revised Code 3333.95 requires the Chancellor of Higher Education to maintain an Efficiency Advisory Committee, composed of members of each of Ohio's public colleges and universities, and for each state institution of higher education to generate and submit annual efficiency reports to the Ohio Department of Higher Education; and

WHEREAS, on June 20, 2016, The University of Toledo Board of Trustees (UToledo Board) approved Resolution No. 16-06-13, an initial affordability and efficiency review and implementation plan based on the Task Force's recommendations; and

WHEREAS, on December 7, 2021, the UToledo Board approved Resolution No. 21-12-20, the University's FY21 Affordability and Efficiency report; and

WHEREAS The University of Toledo's administration updated the Affordability and Efficiency report to include quantifiable measures of actions taken in FY22 and to address the new points of emphasis that reflect additional priorities of the DeWine-Husted administration; and

WHEREAS, the Affordability and Efficiency report is required to be submitted to the Chancellor of the Ohio Department of Higher Education.

NOW, THEREFORE, BE IT RESOLVED,

The University of Toledo Board of Trustees approves the University's Affordability and Efficiency report for fiscal year 2022.

The University of Toledo PERSONNEL ACTION REPORT - Board of Trustees Meeting

February 8, 2023

Exceptions to 8 month position hold include those that deal with student/patient success or non-transferable work.

New Hires / Rehires								
Name - Last, First, MI	College or Administration	Department	Faculty or Staff	Description	Position	Rate/Annual Salary	Effective Date	
Batman, Mark	Athletics	Soccer-Women	Staff	New Hire	Head Women's Soccer Coach	\$83,000.00	1/3/2023	
Manger, Kaitlin	Athletics	Athletic-Market & Promotn	Staff	New Hire	Athletic Video Producer Coord	\$40,000.00	12/5/2022	
Werk, John	Athletics	Equipment Room	Staff	New Hire	Asst Equip Mgr - Scott Park	\$39,312.00	1/9/2023	
Joseph, Madison A.	AVP for Finance	Early Learning Center	Staff	Rehire	Educare Instructor	\$32,364.80	1/9/2023	
Kantz, Brian	AVP for Finance	Auxiliary Administration	Staff	New Hire	Events Manager	\$73,000.00	11/28/2022	
Bach, Julie	College of Medicine	Medicine	Staff	New Hire	RW Financial Counselor	\$38,001.60	12/5/2022	
Boggs, Thomas R.	College of Medicine	Resid Prgm-Emergency Medicine	Faculty	New Hire	Assistant Professor	\$45,000.00	12/1/2022	
Boyle, Mellisa	College of Medicine	Psychiatry	Faculty	New Hire	Assistant Professor	\$20,000.00	12/7/2022	
Cheng, Eric H.	College of Medicine	Dept. of Cell and Cancer Biology	Staff	Rehire	Lab Assistant	\$18,439.20	12/5/2022	
Katich, Madison	College of Medicine	Physician Assistant Studies	Faculty	New Hire	Assistant Professor	\$62,500.00	12/7/2022	
Moni, Ahmed	College of Medicine	Orthopedic Surgery	Faculty	New Hire	Assistant Professor	\$55,000.00	11/15/2022	
Pippens, Cicily	College of Medicine	Medicine	Staff	New Hire	Nurse Clinician	\$50,065.60	11/28/2022	
Rehman, Shahnaz U.	College of Medicine	Medicine	Faculty	New Hire	Assistant Professor	\$30,000.00	1/9/2023	
Royster, Robynn	College of Medicine	Medicine	Staff	New Hire	Clinical Assistant	\$35,214.40	11/28/2022	
Khader Meera Shamsudeen, Omar Farook	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	Rehire	Sr. Network Engineer	\$96,000.00	1/2/2023	
Mays, Barbara A.	Div of Tech & Adv Solutions-DTAS	IT Personnel - Clinical Informatics	Staff	New Hire	Seasonal Employee Hourly	\$80.00	1/2/2023	
Mitchell, George D.	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	New Hire	Unified Communication Analyst	\$70,000.00	12/5/2022	
White, Will	Div of Tech & Adv Solutions-DTAS	IT Personnel - Clinical Informatics	Staff	New Hire	Intermittent Call-In-Help Desk	\$14.30	1/9/2023	
Hall, Lisa M.	Facilities & Construc Mgmt.	Mail Services	Staff	New Hire	Mail Clerk Messenger	\$14.97	12/19/2022	
Hill, Tiana	Facilities & Construc Mgmt.	Receiving	Staff	New Hire	Delivery Worker I	\$15.30	12/19/2022	
Long, Craig	Facilities & Construc Mgmt.	Steam Management - MC	Staff	New Hire	Building Operator	\$51,979.20	12/12/2022	
Roehl, Nathan J.	Facilities & Construc Mgmt.	MC Building Services	Staff	New Hire	Custodial Worker	\$28,516.80	11/28/2022	

Galandiuk, Lindsay K.	Natural Sci & Math College	Chemistry	Staff	Rehire	Chemical Storekeeper 2	\$38,729.60	1/9/2023		
Walter, Isabella R.	Natural Sci & Math College	Chemistry	Staff	New Hire	Seasonal Employee Hourly	\$20.00	1/1/2023		
Alalawneh, Fatmeh W.	Provost-Academic Affairs	Provost Office	Staff	New Hire	Faculty Affairs Specialist	\$41,000.00	12/12/2022		
Marshall, Alexa V.	Provost-Academic Affairs	Registrar	Staff	New Hire	Curriculum Systems Analyst	\$40,000.00	1/9/2023		
Whitmore, Jon H.	Research & Sponsored Programs MC	Research & Sponsored Programs	Staff	New Hire	Interim Contract&ComplReviewSp	\$57,246.00	1/9/2023		
Wurtz, Zachary W.	Risk Management	Internal Audit	Staff	New Hire	Healthcare Compliance Educator & PM	\$58,000.00	12/5/2022		
Soekarmoem, Elizabeth C.	Student Affairs MC	Career Services	Staff	New Hire	Career Consultant	\$46,000.00	12/5/2022		
Alexander, Kelsey J.	University Medical Center	Outcome Management	Staff	New Hire	Social Worker	\$21,860.80	1/9/2023		
Anderson, Corey E.	University Medical Center	Surgical Intensive Care	Staff	New Hire	Staff Nurse	\$64,003.68	11/28/2022		
Betts, Yolanda	University Medical Center	CVU	Staff	New Hire	Patient Care Technician	\$31,824.00	12/12/2022		
Booth, Patriann	University Medical Center	CCC Multi Specialty	Staff	New Hire	Medical Assistant	\$34,153.60	1/9/2023		
Bowers, Casandra	University Medical Center	5CD Med-Surg/Telemetry	Staff	New Hire	Staff Nurse	\$48,372.48	12/12/2022		
Bratton, Nakhiya L.	University Medical Center	Food And Nutritional Svcs	Staff	New Hire	Food Service Worker	\$25,459.20	1/9/2023		
Buck, Alexis	University Medical Center	Registration	Staff	New Hire	Administrative Assistant 1	\$36,067.20	11/21/2022		
Burg, Jack	University Medical Center	Regency Rehab	Staff	New Hire	Physical Therapist	\$67,246.40	12/12/2022		
Chandler, Christopher	University Medical Center	Environmental Services	Staff	New Hire	Custodial Worker	\$31,824.00	11/21/2022		
Clark, Kristen N.	University Medical Center	Operating Room	Staff	New Hire	Surgical Technician	\$47,403.20	11/28/2022		
Clay, Azzure	University Medical Center	Environmental Services	Staff	New Hire	Custodial Worker	\$31,824.00	11/21/2022		
Colbert, Nikaija M.	University Medical Center	Kobacker-I/P Nursing Unit	Staff	New Hire	Mental Health Tech	\$36,483.20	1/9/2023		
Curry, Isaac T.	University Medical Center	Nursing Pool	Staff	New Hire	Nursing Assistant	\$17.73	1/9/2023		
Delp, Taylor E.	University Medical Center	3D Medical Intensive Care	Staff	Rehire	Staff Nurse	\$48,372.48	12/19/2022		
Desko, Sarah M.	University Medical Center	Medical Dir Office	Staff	New Hire	Provider Enrollment Specialist	\$44,096.00	12/5/2022		
Eastridge, Jeffery	University Medical Center	Environmental Services	Staff	New Hire	Custodial Worker	\$31,824.00	11/28/2022		
Edwards, Carol A.	University Medical Center	6CD Detox	Staff	Rehire	Staff Nurse	\$38.76	1/9/2023		
Ewing, Tyler L.	University Medical Center	Registration	Staff	Rehire	Patient Registration Spec	\$15.56	12/19/2022		
Foreman, Avery	University Medical Center	Environmental Services	Staff	New Hire	Custodial Worker	\$15,912.00	11/21/2022		
Green, David M.	University Medical Center	Heart and Vascular Center	Staff	New Hire	Call Center Representative	\$32,364.80	11/21/2022		
Hansen, Rachel H.	University Medical Center	Sterile Processing	Staff	New Hire	Hospital Aide	\$15,912.00	12/5/2022		

Hardeman, Rubbie S.	University Medical Center	Kobacker-I/P Nursing Unit	Staff	Rehire	Staff Nurse	\$37,277.76	12/12/2022		
Harteis, Laurenn	University Medical Center	CCC Family Medicine	Staff	New Hire	Clinic Supervisor	\$53,982.00	11/28/2022		
Hockenberger, Lydia	University Medical Center	Registration	Staff	New Hire	ED Registration Specialist	\$32,364.80	1/9/2023		
Hoover, Annette	University Medical Center	Surgical Intensive Care	Staff	New Hire	Staff Nurse	\$72,558.72	12/5/2022		
Hrynciw, Brina K.	University Medical Center	Vascular Lab	Staff	New Hire	Staff Nurse	\$66,476.80	12/19/2022		
Jackson, Takyra S.	University Medical Center	Specialty Pharmacy	Staff	Rehire	Pharmacy Intern	\$17.73	1/9/2023		
Jenkins, April	University Medical Center	Clinical Observation Unit	Staff	New Hire	Staff Nurse	\$55,916.64	12/19/2022		
Jess, Caitlin	University Medical Center	Clinical Observation Unit	Staff	New Hire	Staff Nurse	\$72,558.72	12/19/2022		
Johnson, Christina G.	University Medical Center	6AB Surgery - Orthopedics	Staff	New Hire	Nursing Assistant	\$17.73	1/9/2023		
Jones, Payton	University Medical Center	Nursing Pool	Staff	New Hire	Nursing Assistant	\$1,843.92	12/19/2022		
Juhlin, Meghan N.	University Medical Center	Nursing Pool	Staff	New Hire	Nursing Assistant	\$3,687.84	1/9/2023		
Klorer, Andrea	University Medical Center	OP-Clinic-Wound Care	Staff	New Hire	L P N Meds	\$22,308.00	12/12/2022		
Kromenacker, Tamara J.	University Medical Center	Senior Behavioral Health	Staff	New Hire	Staff Nurse	\$72,558.72	11/21/2022		
Lind, Shasta N.	University Medical Center	CCC Pulmonology Clinic	Staff	Rehire	Medical Assistant	\$19,489.60	12/12/2022		
Lipinski, Jessica C.	University Medical Center	3D Medical Intensive Care	Staff	Rehire	Staff Nurse	\$72,558.72	12/5/2022		
Mahorney, Teresa	University Medical Center	Sterile Processing	Staff	New Hire	Surgical Technician	\$45,427.20	11/21/2022		
Oller, Sarah	University Medical Center	Acute Hemodialysis	Staff	New Hire	Staff Nurse	\$72,558.72	1/9/2023		
Otting, Clara	University Medical Center	Nursing Pool	Staff	New Hire	Nursing Assistant	\$17.73	1/9/2023		
Patterson, Victoria	University Medical Center	Rehab Svcs Admin	Staff	New Hire	Basic Outpatient Presvc Spec	\$32,364.80	12/19/2022		
Perry, Nathaniel	University Medical Center	Food And Nutritional Svcs	Staff	New Hire	Cook 1	\$15.30	1/9/2023		
Pier, Morgan	University Medical Center	Emergency Dept.	Staff	New Hire	EMT Paramedic	\$25,459.20	12/5/2022		
Pierce, India D.	University Medical Center	Food And Nutritional Svcs	Staff	New Hire	Food Service Worker	\$31,824.00	12/19/2022		
Preston, Zanyah J.	University Medical Center	Food And Nutritional Svcs	Staff	New Hire	Cashier 1	\$15,912.00	1/9/2023		
Prystash, Jackson S.	University Medical Center	Transport Services	Staff	New Hire	Hospital Aide	\$31,824.00	12/19/2022		
Richie, Trina	University Medical Center	SCD Med-Surg/Telemetry	Staff	New Hire	Staff Nurse	\$72,558.72	1/9/2023		
Russell, Deveny D.	University Medical Center	Clinical Observation Unit	Staff	New Hire	Staff Nurse	\$45,664.32	12/19/2022		
Shetzer, Teresa	University Medical Center	Medical Dir Office	Staff	New Hire	Provider Enrollment Supervisor	\$70,000.00	1/9/2023		
Sims, Lakeesha R.	University Medical Center	SCD Med-Surg/Telemetry	Staff	Rehire	Staff Nurse	\$72,558.72	11/21/2022		

Stevens, Taylor L.	University Medical Center	Documentation Analysis	Staff	New Hire	Spec Documentation Improvement	\$57,179.20	12/12/2022		
Stone, Deidra D.	University Medical Center	OP-Clinic-Orthopedic	Staff	New Hire	L P N Meds	\$42,432.00	12/5/2022		
Sullivan, Margaret M.	University Medical Center	OP-Clinic-Admin	Staff	New Hire	Diabetes Program Manager	\$81,870.00	12/19/2022		
Swick-Snyder, Roger	University Medical Center	Psychiatry Float Pool	Staff	New Hire	Staff Nurse	\$72,558.72	12/12/2022		
Tingley, Renee	University Medical Center	Outpatient Pharmacy	Staff	New Hire	Certified Pharmacy Tech II	\$42,868.80	12/19/2022		
Waddle, Joshua	University Medical Center	Cardiac Rehab	Staff	New Hire	Exercise Physiologist	\$49,004.80	11/21/2022		
Wallace, Rachael L.	University Medical Center	Pharmacy	Staff	New Hire	Certified Pharmacy Technician	\$20,508.80	12/19/2022		
Wilson, Sadie M.	University Medical Center	Environmental Services	Staff	Rehire	Custodial Worker	\$15,912.00	12/12/2022		
Xie, Tina	University Medical Center	Nursing Pool	Staff	New Hire	Nursing Assistant	\$17.73	12/19/2022		
Young, Kenzie A.	University Medical Center	Food And Nutritional Svcs	Staff	New Hire	Cashier 1	\$15,912.00	11/21/2022		
Foster, Ashley	VP Enrollment Mgmt	Rocket Solution Central	Staff	New Hire	Dir, Rocket Solution Central	\$82,000.00	12/5/2022		
Reichert, Abigail R.	VP Enrollment Mgmt	Financial Aid	Staff	New Hire	Records Mgmt Officer 1	\$36,857.60	1/3/2023		

Title & Salary Changes

<u>Name - Last, First, MI</u>	<u>College or Administration</u>	<u>Department</u>	<u>Faculty or Staff</u>	<u>Description</u>	<u>Previous Position</u>	<u>New Position</u>	<u>Old Rate/Annual Salary</u>	<u>New Rate/Annual Salary</u>	<u>Effective Date</u>
Jones, Brian J.	Athletics	Training Room	Staff	Promotion	Sr. Assoc AD for Health and Wellness	Sr Assoc AD, Integrated Health & Sport Performance	\$91,800.00	\$94,300.00	12/17/2022
Lugo, Rebecca	Athletics	Athletics Admin	Staff	Salary or Rate	Executive Assistant 2	Executive Assistant 2	\$62,926.86	\$67,927.00	12/17/2022
Nehls, Jennifer L.	Athletics	Athletics Admin	Staff	Promotion	Assoc Ath Dir Fin & Bus Oper	Sr Assoc AD, Finance & Business Operations	\$85,099.62	\$91,669.00	12/17/2022
Vieira, Jason	AVP for Finance	Controller	Staff	Salary or Rate	Sr Payroll Financial Analyst	Sr Payroll Financial Analyst	\$61,100.00	\$69,000.00	11/19/2022
Jiang, Yitong	College of Arts & Letters	Geography	Staff	Salary or Rate	Seasonal Employee Hourly	Seasonal Employee Hourly	\$26.53	\$27.06	1/1/2023
Bosch, Bryan T.	College of Engineering	Dean-Engineering	Staff	Promotion	Mgr. Eng, Diversity, Inclusion, Community Engagement	Program Manager	\$50,938.80	\$59,954.00	11/19/2022
Kirby, Cindy M.	College of Law	Dean-Law School	Staff	Promotion	Part Time Instructor	Asst Dean, Law Student Services	\$17.30	\$75,000.00	12/5/2022
Lowry, Christina L.	College of Law	Law Library	Staff	Promotion	Legal Reference Librarian	Assistant Director, LawLibrary	\$55,199.34	\$64,386.00	12/17/2022
Schuyler, Kate E.	College of Law	Law - Placement	Staff	Promotion	Asst Dir, Law Career Svcs	Dir - Office of Prof Develop	\$55,141.20	\$64,386.00	11/19/2022
Aldhafeeri, Abdulaziz	College of Medicine	Resid Prgm-Medicine	Staff	Salary or Rate	Resident	Resident	\$60,212.00	\$61,973.00	12/1/2022
Alsughayer, Anas	College of Medicine	Resid Prgm-Medicine	Staff	Salary or Rate	Resident	Resident	\$58,302.00	\$60,212.00	1/15/2023
Alvarado, Cristina	College of Medicine	Advanced Clinical Simulation	Staff	Salary or Rate	Dir Immersive & Sim Learning	Dir Immersive & Sim Learning	\$97,942.44	\$115,000.00	12/18/2022
Bailey, Destiny Y.	College of Medicine	Neurology	Staff	Promotion	Secretary 1	Lab Assistant	\$16.07	\$20.49	12/1/2022
Blumenthal, Robert	College of Medicine	Medical Microbiology & Imm.	Faculty	Salary or Rate	Professor & BIPG Track Director	Professor	\$50,153.00	\$46,140.00	7/4/2022

Cress, James A.	College of Medicine	Life Support Education	Staff	Demotion	Dir - Life Support Training	Training Coordinator	\$88,066.80	\$60,000.00	11/19/2022
Osborne, Geoffrey D.	College of Medicine	Resid Prgm-Family Practice	Staff	Salary or Rate	Resident	Resident	\$60,212.00	\$61,973.00	1/1/2023
Wang, Hall	College of Medicine	Resid Prgm-Psychiatry	Staff	Salary or Rate	Resident	Resident	\$60,212.00	\$61,973.00	12/1/2022
Zheng, Xunzhen	College of Medicine	Dept. of Cell and Cancer Biology	Staff	FTE	Post Doc FT HSC	Post Doc PT HSC	\$37,007.64	\$17.79	1/3/2023
Maktabi, Loulwa	College of Pharmacy	Pharmacy Practice	Faculty	Change Period of Appointment	Visiting Assistant Professor	Visiting Assistant Professor	\$110,000.00	\$112,000.00	12/14/2022
Derby, Thomas P.	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	Promotion	Sr Database Administrator	Manager, Enterprise & Database Operations	\$100,961.64	\$109,038.57	12/3/2022
Kulkarni, Keyur M.	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	Promotion	Research Systems Analyst	Data Analyst	\$55,543.08	\$66,483.00	1/2/2023
Doss, Tyler L.	Facilities & Construc Mgmt.	Distribution Services	Staff	FTE	Delivery Worker I	Delivery Worker I	\$16.30	\$33,904.00	12/18/2022
Holland, Jessica S.	Facilities & Construc Mgmt.	Receiving	Staff	FTE	Delivery Worker I	Delivery Worker I	\$16.16	\$33,612.80	12/18/2022
Ridener, Paul	Facilities & Construc Mgmt.	Receiving	Staff	Promotion	Delivery Worker I	Delivery Worker 2	\$37,460.80	\$37,731.20	12/24/2022
Beechler, Payton B.	Human Resources	Human Resources	Staff	Promotion	Seasonal Employee Hourly	Retirement & Compensation Specialist	\$3,328.00	\$53,000.00	12/19/2022
Brown, Ryan	Natural Sci & Math College	Environmental Sciences	Staff	Reclassification	Field Research Crew Leader	Field Research Leader - Data Management	\$47,667.00	\$50,050.35	12/12/2022
Mapes, Robert L.	Natural Sci & Math College	Environmental Sciences	Staff	Reclassification	Field Research Crew Leader	Field Research Leader - Crew Management	\$50,078.94	\$52,582.89	12/12/2022
Belt, Antone M.	Provost-Academic Affairs	Academic Athletic Advising	Staff	Promotion	Assoc Ath Dir & Dir Student At	Sr Assoc AD, Student Athlete Experience	\$83,232.00	\$91,232.00	12/17/2022
Khan, Md Ayubur Rahman	Provost-Academic Affairs	Institutional Research	Staff	Promotion	Sr Inst Resrch Analyst/Statist	Sr Inst Resrch Analyst/Statistician & Inst	\$65,123.00	\$68,244.00	11/19/2022
Shipman-Stolar, Michelle R.	Research & Sponsored Programs MC	Research & Sponsored Programs	Staff	Promotion	Grants Coordinator 2	Grants Coordinator 3	\$41,579.20	\$43,908.80	12/10/2022
Wilkinson, Jacquelyn M.	Research & Sponsored Programs MC	Technology Transfer	Staff	FTE	IP Administrator	IP Administrator	\$48,144.00	\$60,174.00	11/19/2022
Lutz, Brian W.	Risk Management	Internal Audit	Staff	Salary and Title	Sr Assoc Athletics Dir for Compliance	Sr Assoc AD, Athletics Compliance & Admin	\$83,688.96	\$90,689.00	12/17/2022
Schank, Kenneth A.	Risk Management	Internal Audit	Staff	Promotion	Asst Athletics Dir for Compliance	Assoc AD for Compliance	\$63,672.48	\$68,672.00	12/17/2022
Soltman, Kurtis	Risk Management	Accessibility/Disability Resources	Staff	Promotion	Assistant Dir, ADA Resources	Dir Accessibility&Disability Resources&ADA/504	\$66,000.00	\$83,100.00	12/31/2022
Alexander, Denise A.	University Medical Center	CVU	Staff	Promotion	Operations Supervisor RN	Nurse Assistant Director	\$87,500.00	\$102,000.00	12/5/2022
Aliyeh, Eman K.	University Medical Center	Registration	Staff	Promotion	Patient Registration Spec	Patient Access Operations Supv	\$33,425.60	\$51,000.00	1/15/2023
Ancel, Alicia R.	University Medical Center	Radiology-Diagnostic	Staff	FTE	Staff Technologist-Diagnostic	Staff Technologist-Diagnostic	\$29,307.20	\$58,614.40	1/1/2023
Anderson, Mary B.	University Medical Center	Vascular Lab	Staff	Demotion	Lead Nurse	Cardiac Electrophysgy Nurse	\$72,558.72	\$80,620.80	12/4/2022
Bahnsen, Misty G.	University Medical Center	Renal Transplant Admin	Staff	Promotion	Staff Nurse	Renal Transplant Coordinator	\$72,558.72	\$73,000.00	12/4/2022
Beardsley, Jennifer K.	University Medical Center	Pharmacy	Staff	Promotion	Safety Control Technician	Certified Pharmacy Tech II	\$41,017.60	\$42,868.80	1/1/2023
Boes, Victoria A.	University Medical Center	SCD Med-Surg/Telemetry	Staff	Promotion	Custodial Worker	Clerical Specialist	\$31,824.00	\$34,008.00	12/4/2022
Brown, Katherine L.	University Medical Center	Vascular Lab	Staff	Lateral Transfer	Hospital Aide	Patient Care Technician	\$32,302.40	\$32,302.40	12/18/2022

Cepek, Tana	University Medical Center	Acute Hemodialysis	Staff	PEN/PAIR Program Decrease	Lead Nurse	Lead Nurse	\$76,190.40	\$72,558.72	1/1/2023
Cline, Diane K.	University Medical Center	Outcome Management	Staff	PEN/PAIR Program Decrease	Lead Resource Utilization Coor	Lead Resource Utilization Coor	\$84,656.00	\$80,620.80	1/1/2023
Connors, Kimberly S.	University Medical Center	3D Medical Intensive Care	Staff	Promotion	Staff Nurse	Lead Nurse	\$72,558.72	\$72,558.72	1/1/2023
Crow, Kelsey M.	University Medical Center	Operating Room	Staff	Lateral Transfer	Surgical Technician	Perioperative Specialist	\$51,729.60	\$51,729.60	12/4/2022
Dimasso, Nancy	University Medical Center	4AB GU/Nephrology/Med-Surg	Staff	PEN/PAIR Program Decrease	Lead Nurse	Lead Nurse	\$76,190.40	\$72,558.72	1/1/2023
Drew, Amanda M.	University Medical Center	Hematology/CLM/Micro	Staff	Demotion	Lead Lab Sr Tech	Lab Sr Tech	\$69,160.00	\$69,160.00	12/5/2022
Dunbar, Kenneth E.	University Medical Center	Food And Nutritional Svcs	Staff	Lateral Transfer	Staff Nurse	Cardiac Electrophysgy Nurse	\$80,620.80	\$80,620.80	1/1/2023
Flanigan, Raquel A.	University Medical Center	6AB Surgery - Orthopedics	Staff	FTE	Staff Nurse	Staff Nurse	\$55,916.64	\$37,277.76	12/18/2022
Ford, Dylan P.	University Medical Center	CCC Nephrology Clinic	Staff	FTE	Medical Assistant	Medical Assistant	\$37,440.00	\$18,720.00	12/4/2022
Glanz, Mandy J.	University Medical Center	Vascular Lab	Staff	Lateral Transfer	Staff Nurse	Cardiac Electrophysgy Nurse	\$72,558.72	\$80,620.80	12/4/2022
Glenn, Mariah	University Medical Center	Senior Behavioral Health	Staff	FTE	Mental Health Aide	Mental Health Aide	\$16,151.20	\$32,302.40	1/1/2023
Holmes, Patrice R.	University Medical Center	Registration	Staff	FTE	Telephone Operator 2	Telephone Operator 2	\$3,390.40	\$35,880.00	12/4/2022
Humphrey, Emily R.	University Medical Center	Pharmacy	Staff	Salary or Rate	Pharmacist	Pharmacist	\$114,670.40	\$120,411.20	1/1/2023
Jimenez, Maygin	University Medical Center	Registration	Staff	Lateral Transfer	ED Registration Specialist	Basic Outpatient Presvc Spec	\$33,425.60	\$33,425.60	1/1/2023
Jones, Ashley N.	University Medical Center	Lab-Evening and Overnight	Staff	Promotion	Lab Sr Tech	Lead Lab Sr Tech	\$63,252.80	\$63,252.80	12/18/2022
Kohring, Kristin A.	University Medical Center	OP-Clinic-Multi Specialty	Staff	Demotion	Clinical Appeals Coordinator	Staff Nurse	\$71,252.10	\$62,608.00	11/21/2022
Kopfman, Lindsay M.	University Medical Center	Registration	Staff	Promotion	Advanced Outpatient Presvc Spe	Lead Advanced O/P Presvc Spec	\$48,214.40	\$48,214.40	12/18/2022
Littleton, Dominique	University Medical Center	Registration	Staff	Promotion	Patient Registration Spec	Lead Patient Registration Spec	\$34,548.80	\$34,548.80	11/20/2022
Lloyd, Danielle	University Medical Center	Outcome Management	Staff	FTE	Resource Utilization Coor	Resource Utilization Coor	\$48,372.48	\$40,310.40	12/4/2022
Marvin, Sydnee M.	University Medical Center	CVU	Staff	FTE	Staff Nurse	Staff Nurse	\$59,829.12	\$39,886.08	12/18/2022
McKinney, Jonell L.	University Medical Center	CT Scanner	Staff	Promotion	Staff Technologist-CT	Lead Technologist-CT	\$65,790.40	\$65,790.40	12/18/2022
Metcalf, Christopher M.	University Medical Center	Emergency Dept.	Staff	FTE	Lead Nurse	Staff Nurse	\$72,558.72	\$38.76	12/4/2022
Moore, Kisha	University Medical Center	Environmental Services	Staff	FTE	Custodial Worker	Custodial Worker	\$18,231.20	\$27,346.80	11/20/2022
Pencheff, Baylie N.	University Medical Center	Emergency Dept.	Staff	Promotion	Technical Typist	Staff Nurse	\$16,182.40	\$55,916.64	12/18/2022
Prentiss, Sarah L.	University Medical Center	Senior Behavioral Health	Staff	Promotion	Staff Nurse	Lead Nurse	\$41.67	\$72,558.72	1/1/2023
Robinson, Stacie	University Medical Center	Psychiatry Float Pool	Staff	FTE	Staff Nurse	Staff Nurse	\$72,558.72	\$48,372.48	12/18/2022
Rome, Paris Y.	University Medical Center	Renal Transplant Admin	Staff	Promotion	Medical Assistant	Data Systems Coordinator 1	\$38,979.20	\$43,638.40	11/20/2022
Sandridge, Jason L.	University Medical Center	Transport Services	Staff	Promotion	Hospital Aide	Services Supervisor	\$35,547.20	\$47,000.00	1/15/2023

Stec, Todd	University Medical Center	Senior Behavioral Health	Staff	Promotion	Operations Supervisor	Nurse Assistant Director	\$105,447.60	\$113,000.00	12/18/2022
Twardos, Alyssa M.	University Medical Center	Environmental Services	Staff	Promotion	Custodial Worker	Housekeeping Mgr	\$32,302.40	\$39,519.00	12/4/2022
Vess, Alexandra C.	University Medical Center	Kobacker-I/P Nursing Unit	Staff	Back to Prior	Mental Health Tech	Mental Health Tech	\$18,241.60	\$36,483.20	12/18/2022
Whitaker, Angelica	University Medical Center	Renal Transplant Admin	Staff	Promotion	Staff Nurse	Renal Transplant Coordinator	\$72,558.72	\$73,000.00	11/20/2022
Conner, Maura L.	VP Enrollment Mgmt	Financial Aid	Staff	Promotion	Manager,Eligibility Processing	Program Mgr of Fin Aid, Grad&Prof Programs	\$49,643.73	\$54,100.00	1/9/2023
Gonzalez Beltran, Juan M.	VP Enrollment Mgmt	Financial Aid	Staff	Promotion	Student Loan Manager	Associate Director, RSC	\$51,469.20	\$59,500.00	1/9/2023
Horn, Jahnee C.	VP Enrollment Mgmt	Undergraduate Admission	Staff	Salary or Rate	Assistant Director, Admission, Diversity and Access	Assist Director, Admission, Diversity and Access	\$53,040.00	\$57,000.00	12/3/2022

Separations of Employment

<u>Name - Last, First, MI</u>	<u>College or Administration</u>	<u>Department</u>	<u>Faculty or Staff</u>	<u>Description</u>	<u>Previous Position</u>	<u>Rate/Annual Salary</u>	<u>Effective Date</u>		
Buchholz-Clarke, Thomas	Athletics	Soccer-Women	Staff	Contract Not Renewed	Head Women's Soccer Coach	\$81,862.14	12/31/2022		
Cunningham, Jaelyn	Athletics	Soccer-Women	Staff	Resigned Other Employment	Assistant Soccer Coach	\$36,033.54	12/31/2022		
Loeffler, Kurstyn	College of Business	Dean-Business College	Staff	Resigned Other Employment	Assistant Director	\$66,810.00	12/9/2022		
Pawlecki, Jon	College of Engineering	Dean-Engineering	Staff	Resigned Other Employment	Dir of Stud Svc & Trans Part	\$85,454.58	12/9/2022		
Overdorf, Ryan	College of Law	Law Library	Staff	Resigned Other Employment	Sr Electronic/Media Srv Lib	\$63,347.10	1/6/2023		
Da-Silva, Shonola	College of Medicine	Pediatrics	Faculty	Resignation	Professor	\$358,122.00	12/31/2022		
Deering, Caytlin	College of Medicine	Medicine	Faculty	Resignation	Assistant Professor	\$42,084.18	11/20/2022		
Eland, Jennifer	College of Medicine	Medicine	Staff	Resigned Other Employment	Clinical Research Coordinator	\$71,400.00	11/28/2022		
Greer, Katelynn	College of Medicine	Resid Prgm-Dentistry	Staff	Resigned Other Employment	Residency & Curriculum Coord.	\$44,657.60	12/9/2022		
Hanrahan, Jennifer	College of Medicine	Medicine	Faculty	Resignation	Professor	\$89,400.45	11/28/2022		
Hart, Benjamin	College of Medicine	Medicine	Faculty	Resignation	Assistant Professor	\$31,212.00	12/30/2022		
Jacobs, Elizabeth	College of Medicine	Emergency Medicine	Faculty	Resignation	Assistant Professor	\$40,800.00	12/1/2022		
Liu, Xiaochen	College of Medicine	Resid Prgm-Radiology	Staff	Completed Program	Resident	\$66,500.00	12/31/2022		
O'Leary, Erin	College of Medicine	Psychiatry	Staff	Resigned Other Employment	Specialist Computer Systems	\$69,870.00	1/6/2023		
Pippens, Cicily	College of Medicine	Medicine	Staff	Resigned Personal Reasons	Nurse Clinician	\$50,065.60	12/7/2022		
Turner, John	College of Medicine	Physiology/ Pharmacology	Faculty	Resignation	Professor	\$89,422.38	12/31/2022		
Young, Alex	College of Medicine	Dept. of Cell and Cancer Biology	Staff	Resigned to Attend School	Research Associate	\$40,902.00	11/23/2022		
Zahn, Carleigh	College of Medicine	Medicine	Faculty	Resignation	Assistant Professor	\$32,500.00	12/31/2022		
Zhang, Shungang	College of Medicine	Medicine	Staff	Resigned Other Employment	Post Doc FT HSC	\$48,960.00	1/3/2023		

Andy, Divya	College of Pharmacy	Pharm-Med/Bio Chem	Staff	Did Not Return from LOA	Post Doc FT Fellow	\$44,982.00	12/16/2022		
Cappelletty, Diane	College of Pharmacy	Pharmacy Practice	Faculty	Retirement w 10+yrs UT service	Professor	\$151,633.66	12/31/2022		
Kumari, Shikha	College of Pharmacy	Pharmacology	Staff	Resigned Other Employment	Res Assistant Professor	\$60,180.00	11/30/2022		
Brown, Gail	Div of Tech & Adv Solutions-DTAS	IT Personnel - Clinical Informatics	Staff	Resignation	Clin Informatics Sysys Analyst	\$32.29	12/22/2022		
Druckenmiller, Daniel	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	Never Began Employment	Enterprise Desktop Admin	\$75,000.00	1/9/2023		
Kosier, Stephen	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	Resigned Other Employment	Sr. IT Business Analyst	\$80,252.66	1/6/2023		
Rahe, Jason	Div of Tech & Adv Solutions-DTAS	IT Personnel	Staff	Resignation	Lead Systems Engineer	\$92,160.06	12/2/2022		
McComb, Kate	Division of Marketing	University Marketing	Staff	Resigned Other Employment	Web Content Specialist	\$52,194.42	11/23/2022		
Burns, Marcia	Facilities & Construc Mgmt.	MC Building Services	Staff	Retirement w 10+yrs UT service	Custodial Worker	\$42,390.40	12/22/2022		
Hill, Tiana	Facilities & Construc Mgmt.	Receiving	Staff	Resignation	Delivery Worker I	\$15.30	1/3/2023		
James, Edward	Facilities & Construc Mgmt.	HVAC-Campus Env & Phy Plnt	Staff	Retirement w 10+yrs UT service	Refrigeration Mech Journeyman	\$62,649.60	12/30/2022		
Leskow, Joshua	Facilities & Construc Mgmt.	HVAC-Campus Env & Phy Plnt	Staff	Resignation	Air Quality Tech Apprentice	\$36,150.40	12/20/2022		
Mickle, Deborah	Facilities & Construc Mgmt.	MC Building Services	Staff	Retirement w 10+yrs UT service	Custodial Worker	\$42,390.40	12/21/2022		
Sorensen, Mark	Facilities & Construc Mgmt.	Maintenance/Structur	Staff	Retirement w 10+yrs UT service	Maint Repair Journeyman	\$62,400.00	12/30/2022		
Sumner, Thomas	Facilities & Construc Mgmt.	Mainten- Campus Env & Phy Plnt	Staff	Probationary Removal	Maint Repair Worker Apprentice	\$34,424.00	1/4/2023		
Mann, Barbara	Honors College	Honors	Faculty	Retirement w 10+yrs UT service	Professor	\$94,472.75	12/31/2022		
Soekarmoen, Reagan	Natural Sci & Math College	Physics	Staff	Resigned Other Employment	Fiscal Specialist 1	\$40,144.00	1/5/2023		
Mohan Raj, Lokeswar Raj	Research & Sponsored Programs MC	Technology Transfer	Staff	Resigned Other Employment	Licensing Assoc	\$72,307.80	1/6/2023		
Thompson, Benjamin	Research & Sponsored Programs MC	Research & Sponsored Programs	Staff	Resigned Other Employment	Interim Contract&ComplReviewSp	\$57,246.00	11/23/2022		
Perez, Mitchell	University College 3	Dean - Univ College	Staff	Resigned Other Employment	Dir Acad Recovery/Online Opns	\$72,420.00	1/5/2023		
Altshuler, Alexa	University Medical Center	Nursing Pool	Staff	Resigned to Attend School	Nursing Assistant	\$3,687.84	11/29/2022		
Bannister, Janay	University Medical Center	Sterile Processing	Staff	Resigned Personal Reasons	Hospital Aide	\$16,473.60	12/8/2022		
Betts, Yolanda	University Medical Center	CVU	Staff	Job Abandonment	Patient Care Technician	\$31,824.00	12/13/2022		
Bhusal, Yashoda	University Medical Center	Lab-Evening and Overnight	Staff	Resigned Moved to New Location	Lab Sr Tech	\$60,132.80	11/26/2022		
Blust, Patricia	University Medical Center	Lab-Central Office	Staff	Retirement w 10+yrs UT service	Lab Clinical Tech	\$20.61	12/30/2022		
Buck, Alexis	University Medical Center	Registration	Staff	Resigned Job Dissatisfaction	Administrative Assistant 1	\$36,067.20	12/19/2022		
Carter, Ebony	University Medical Center	Lab-Central Office	Staff	Job Abandonment	Lab Tech I	\$19,125.60	12/9/2022		
Davis, Tiarra	University Medical Center	Heart and Vascular Center	Staff	Resigned Other Employment	Clinic Manager 2	\$66,810.00	1/6/2023		

Dobrosky, Mallory	University Medical Center	Senior Behavioral Health	Staff	Resigned Job Dissatisfaction	Staff Nurse	\$71,136.00	12/8/2022		
Downs, Marlene	University Medical Center	Respiratory Care	Staff	Retirement w 10+yrs UT service	Resp Care Practitioner Adv	\$59,211.36	12/19/2022		
Draper, Craig	University Medical Center	Environmental Services	Staff	Never Began Employment	Custodial Worker	\$31,824.00	11/21/2022		
EIMokdad, Diana	University Medical Center	Registration	Staff	Never Began Employment	Patient Registration Spec	\$32,364.80	12/6/2022		
Finlay-Kochanowski, Jeannie	University Medical Center	CVU	Staff	Resignation	Staff Nurse	\$72,558.72	12/30/2022		
Fligor, Alexis	University Medical Center	Nursing Svcs Admin	Staff	Resigned Other Employment	Professional Practice Manager	\$125,000.00	11/28/2022		
Foreman, Avery	University Medical Center	Environmental Services	Staff	Resignation	Custodial Worker	\$15,912.00	11/22/2022		
Fry, Jaclyn	University Medical Center	5AB Med/Surgery	Staff	Resigned Other Employment	Patient Care Technician	\$3,361.28	12/3/2022		
Garcia, Erica	University Medical Center	6AB Surgery - Orthopedics	Staff	Resigned to Attend School	Patient Care Technician	\$17,139.20	12/2/2022		
Gardner-Mitchell, Terri	University Medical Center	OP-Clinic-Pain	Staff	Resignation	Medical Assistant	\$29,234.40	12/16/2022		
Gaston, Lynell	University Medical Center	Registration	Staff	Probationary Removal	Patient Registration Spec	\$33,425.60	11/30/2022		
Grey, Darlene	University Medical Center	4CD Oncology/ Hemoc/Med-Surg	Staff	Resignation	Staff Nurse	\$72,558.72	11/26/2022		
Hayward, Whitney	University Medical Center	4AB GU/ Nephrology/Med- Surg	Staff	Resignation	Patient Care Technician	\$31,824.00	12/14/2022		
Hernandez, Crystal	University Medical Center	CCC Family Medicine	Staff	Job Abandonment	Medical Assistant	\$38,979.20	12/2/2022		
Hunter, Danielle	University Medical Center	4AB GU/ Nephrology/Med- Surg	Staff	Probationary Removal	Patient Care Technician	\$31,824.00	12/21/2022		
Jenkins, April	University Medical Center	Clinical Observation Unit	Staff	Never Began Employment	Staff Nurse	\$55,916.64	12/18/2022		
Jennings, Gabrielle	University Medical Center	Surgical Intensive Care	Staff	Resignation	Staff Nurse	\$55,916.64	12/15/2022		
Kramer, Trinity	University Medical Center	OP-Clinic-Dermatology	Staff	Resignation	Medical Assistant	\$37,440.00	11/28/2022		
LaChapelle, Micaela	University Medical Center	Acute Physical Therapy	Staff	Resigned Other Employment	Phys Ther Asst Lic I	\$42,827.20	1/6/2023		
Lee, Maranda	University Medical Center	Pre-Admission Testing	Staff	New Hire/Probationary Removal	Medical Assistant	\$34,153.60	12/20/2022		
Lennard, Dawn	University Medical Center	CCC Multi Specialty	Staff	Resigned Moved to New Location	Medical Assistant	\$19,489.60	12/2/2022		
Livingston, Dayshauna	University Medical Center	Nursing Pool	Staff	Resigned Personal Reasons	Staff Nurse	\$64,003.68	12/12/2022		
Maldonado, Priscilla	University Medical Center	4CD Oncology/ Hemoc/Med-Surg	Staff	Resignation	Clerical Specialist	\$31,699.20	11/20/2022		
Mcclain, Treasure	University Medical Center	Lab-Central Office	Staff	Probationary Removal	Lab Tech I	\$38,251.20	12/13/2022		
McMillan, Katherine	University Medical Center	Kobacker-I/P Nursing Unit	Staff	Resigned Other Employment	Nursing Assistant	\$3,800.16	12/23/2022		
Meyers, Taylor	University Medical Center	Operating Room	Staff	Resigned Other Employment	Surgical Technician	\$44,684.64	12/2/2022		
Milashus, Natalia	University Medical Center	Emergency Dept.	Staff	Resigned Other Employment	Staff Nurse	\$59,829.12	12/14/2022		
Morphis, Susan	University Medical Center	Fallen Timbers-Family Medicine	Staff	Resignation	Medical Assistant	\$37,440.00	1/1/2023		

Patterson, Gladys	University Medical Center	Environmental Services	Staff	Resignation	Custodial Worker	\$18,948.80	12/16/2022		
Peacock, Kimiko	University Medical Center	OP-Clinic-Orthopedic	Staff	Resigned Moved to New Location	Medical Assistant	\$38,979.20	12/10/2022		
Rahman, Doris	University Medical Center	Dana Infusion Center	Staff	Retirement w 10+yrs UT service	Staff Nurse	\$88,899.20	12/30/2022		
Ream, Kaela	University Medical Center	Emergency Dept.	Staff	Resigned Moved to New Location	Staff Nurse	\$59,829.12	12/1/2022		
Rosendale, Reyghan	University Medical Center	3D Medical Intensive Care	Staff	Resigned Other Employment	Staff Nurse	\$48,372.48	11/19/2022		
Scilzo, Joel	University Medical Center	Emergency Dept.	Staff	Resigned Other Employment	Staff Nurse	\$72,558.72	11/23/2022		
Sharp, Desiree	University Medical Center	Specialty Pharmacy	Staff	Resigned Salary Reasons	Certified Pharmacy Tech II	\$39,852.80	11/25/2022		
Shetzer, Teresa	University Medical Center	Medical Dir Office	Staff	Never Began Employment	Provider Enrollment Supervisor	\$70,000.00	1/9/2023		
Snyder, Kimberly	University Medical Center	Respiratory Care	Staff	Resignation	Resp Care Practitioner Adv	\$31.01	12/24/2022		
Sobecki, Colleen	University Medical Center	SAB Med/Surgery	Staff	Resignation	Staff Nurse	\$8,062.08	11/27/2022		
Stegman, Diana	University Medical Center	Nursing Svcs Admin	Staff	Retirement w 10+yrs UT service	Staffing Coordinator	\$45,094.40	12/29/2022		
Stone, Deidra	University Medical Center	OP-Clinic-Orthopedic	Staff	Job Abandonment	L P N Meds	\$42,432.00	12/9/2022		
Storer, Lisa	University Medical Center	CT Scanner	Staff	Retirement w 10+yrs UT service	Lead Technologist-CT	\$65,790.40	11/30/2022		
Sybert, Loretta	University Medical Center	OPS-PACU	Staff	Retirement w 10+yrs UT service	Attendant, Surg Waiting Room	\$18,335.20	12/28/2022		
Wagner, Joshua	University Medical Center	Service Excellence	Staff	Resigned Other Employment	Manager, Customer Services	\$75,480.00	11/22/2022		
Walls, Owen	University Medical Center	Lab-Central Office	Staff	Resigned Personal Reasons	Lab Tech I	\$19,125.60	1/11/2023		
Waltjen, Jordan	University Medical Center	6AB Surgery - Orthopedics	Staff	Invol Term-Attend/Punc	Patient Care Technician	\$32,947.20	12/22/2022		
Warneck, Aydan	University Medical Center	Pharmacy	Staff	Never Began Employment	Pharm Oncology/Inv Control Tec	\$36,067.20	12/12/2022		
Washington, Deevine	University Medical Center	Environmental Services	Staff	Resignation	Custodial Worker	\$33,612.80	12/15/2022		
Winlock, John	University Medical Center	Registration	Staff	Probationary Removal	Patient Registration Spec	\$15.53	11/30/2022		
Yates, Ashley	University Medical Center	SCD Med-Surg/Telemetry	Staff	Resigned Other Employment	Patient Care Technician	\$33,612.80	12/1/2022		
Yeager, Jessica	University Medical Center	Registration	Staff	Resigned Other Employment	Lead Advanced O/P Presvc Spec	\$46,779.20	12/2/2022		
Jackson, Scott	VP Enrollment Mgmt	Undergraduate Admission	Staff	Resigned Other Employment	Regional Enrollment Mgr 2	\$56,701.80	1/4/2023		

Community-Based & ProMedica Practitioners Appointment

Name - Last, First	College or Administration	Department		Description	Position		Effective Date		
Asif, Muhamid	College of Medicine	Family Medicine		Clinical Assistant Professor	ProMedica Practitioner Track		12/1/2022		
Sheehan, Nicole	College of Medicine	Family Medicine		Clinical Assistant Professor	ProMedica Practitioner Track		1/1/2023		
Chaudhry, Saad	College of Medicine	Medicine		Clinical Assistant Professor	Community-Based Track		7/1/2022		

Das, Avijit	College of Medicine	Medicine		Clinical Assistant Professor	ProMedica Practitioner Track		12/1/2022		
Elamin, Mohamed	College of Medicine	Medicine		Clinical Assistant Professor	ProMedica Practitioner Track		1/3/2023		
Kunte, Siddharth	College of Medicine	Medicine		Clinical Assistant Professor	Community-Based Track		1/3/2023		
Yuhas Jr., John	College of Medicine	Medicine		Clinical Assistant Professor	ProMedica Practitioner Track		12/1/2022		
Younes, Ahmad	College of Medicine	Medicine		Clinical Assistant Professor	ProMedica Practitioner Track		1/3/2023		
Machanda, Katie	College of Medicine	Medicine & Pediatrics		Clinical Assistant Professor	ProMedica Practitioner Track		7/1/2022		
Craig, Madeleine	College of Medicine	OB/GYN		Clinical Assistant Professor	ProMedica Practitioner Track		1/1/2023		
Gandhi, Anjalika	College of Medicine	OB/GYN		Clinical Assistant Professor	ProMedica Practitioner Track		1/1/2023		
Wolf, Dwayne	College of Medicine	Pathology		Clinical Assistant Professor	Community-Based Track		1/3/2023		
Derrow, Avram	College of Medicine	Pediatrics		Clinical Assistant Professor	ProMedica Practitioner Track		9/1/2022		
Turner, John	College of Medicine	Physiology/ Pharmacology		Research Professor	Community-Based Track		1/1/2023		
Atweh, Lamy	College of Medicine	Radiology		Clinical Assistant Professor	Community-Based Track		7/1/2022		
Fagan, Nathan	College of Medicine	Radiology		Clinical Assistant Professor	Community-Based Track		11/28/2022		
Knabe, Peter	College of Medicine	Radiology		Clinical Assistant Professor	Community-Based Track		1/1/2023		
Bauer, Karen	College of Medicine	Surgery		Clinical Assistant Professor	Community-Based Track		12/1/2022		
Dusseau, Brian	College of Medicine	Surgery		Clinical Assistant Professor	Community-Based Track		11/22/2022		
Kesler, Carl Jefferson	College of Medicine	Surgery		Clinical Assistant Professor	Community-Based Track		1/1/2023		
Omar, Mennatallah	College of Medicine	Surgery		Clinical Assistant Professor	ProMedica Practitioner Track		2/1/2023		

THE UNIVERSITY OF TOLEDO BOARD OF TRUSTEES

RESOLUTION NO. 23-02-04

**AUTHORIZING THE CREATION OF UTOLEDO HEALTH, ADOPTING BYLAWS,
AND APPROVING CHANGES TO GOVERNING DOCUMENTS OF AFFILIATED
ENTITIES OF THE UNIVERSITY OF TOLEDO FOR WHICH THE UNIVERSITY OF
TOLEDO IS THE MEMBER OR OTHERWISE HAS SOME GOVERNANCE
AUTHORITY**

Synopsis: The proposed bylaws for the governance of University of Toledo’s academic medical center and corresponding governance modifications to the faculty group practice are recommended for approval.

WHEREAS, the academic medical center of the University of Toledo (the “University”) is comprised of a hospital, a College of Medicine, and physician and dental faculty group practices; and

WHEREAS, the University Board of Trustees desires to effectuate more targeted governance of the academic medical center by creating a separate business unit of the University to be known as UToledo Health with the goals of creating greater efficiencies, alignment of strategic goals and objectives, and mutual growth; and

WHEREAS, the University seeks to optimize the academic medical center's ability to operate with the business acumen that is required to adapt and grow in the changing health care environment; and

WHEREAS, the Board of Trustees, through its Clinical Affairs Committee, is responsible for the oversight of University of Toledo Medical Center and related health care entities and programs, including budget and capital planning, strategic planning, clinical activities, faculty and staff matters; and

WHEREAS, the new model will allow the University to draw upon a broad base of governance talent with health care and sophisticated board and business expertise to support the University Board of Trustees in fulfilling their ultimate oversight and fiduciary responsibilities for UToledo Health;

WHEREAS, the proposed Bylaws provide for the creation of a new board for UToledo Health authorized to act, subject to the oversight of the University Board of Trustees, pursuant to a limited delegation of authority from the University Board of Trustees as set forth in the Bylaws; and

WHEREAS, in order to proceed with the contemplated governance model, the Board of Trustees desires to adopt the Bylaws in their entirety as set forth on the attached Exhibit A along with corresponding amendments to existing provisions of the University of Toledo Board of Trustees Bylaws in Chapter 3364-1 of the Ohio Administrative Code as set forth on the attached Exhibit B; and

WHEREAS, The University of Toledo (the “University”) desires to establish a new business unit of the University to be known as UToledo Health, which shall be led by a new UToledo Health Board accountable to the University Board of Trustees; and

WHEREAS, the University acts as member to the University of Toledo Physicians Clinical Faculty, Inc. (“UTPCF”) and has certain governance rights related to UTPCF by virtue of being the sole member of UTPCF; and

WHEREAS, as part of the health care restructuring process, the Board of Trustees desires to approve the form of the restated Code of Regulations of UTPCF and amended Articles of Incorporation of UTPCF together attached as Exhibit C contingent on the approval of the UT Member Representatives (as such are defined in the UTPCF Code of Regulations) in accordance with the UTPCF Code of Regulations; and

WHEREAS, the Board of Trustees desires to approve the form of the restated Operating Agreement and Articles of Organization for University of Toledo Physicians, LLC (“UTP”) attached as Exhibit D contingent upon the approval in accordance with the UTPCF Code of Regulations; and

WHEREAS, the Board of Trustees desires to approve the form of the restated Operating Agreement and Articles of Organization for University of Toledo Dentists, LLC (“UTD”) attached as Exhibit E contingent upon the approval in accordance with the UTPCF Code of Regulations; and

WHEREAS, the Board of Trustees desires to appoint the Corporation Trust Company as the registered agent for each of UTPCF, UTP, and UTD, subject to approval in accordance with the UTPCF Code of Regulations.

NOW THEREFORE, BE IT RESOLVED:

Section 1. That the Board of Trustees hereby approves that the document included herewith as Exhibit A and captioned "The UToledo Health Bylaws" is adopted as the organizational bylaws for governance and management of the academic medical center and its constituent parts, together to be known going forward as “UToledo Health”; and

Section 2. That the Board of Trustees hereby approves that the effective date of adoption of the UToledo Health Bylaws shall be February 28, 2023; and

Section 3. That the Board of Trustees, in furtherance of the Bylaws, hereby authorizes and directs the appropriate University offices and officers to proceed with development of the new governance structure under the direction of the Chair of the University Board of Trustees, in consultation with the University President, including the amendment to existing University rules, bylaws, policies and other governing documents for the new UToledo Health board all on terms consistent with the UToledo Health Bylaws; and

Section 4. The Board of Trustees adopts and approves the form of changes to the Ohio Administrative Code provisions pertaining to the University in the form attached hereto as Exhibit B and further authorize the filing of such sections with the UToledo Health Bylaws for implementation.

Section 5. The Board of Trustees hereby approves the restated Articles of Incorporation and Code of Regulations of UTPCF in the form attached hereto as Exhibit C contingent upon approval of the UT Member Representatives (as such are defined in the UTPCF Code of Regulations) in accordance with the UTPCF Code of Regulations.

Section 6. The Board of Trustees hereby approves the restated Articles of Organization and Operating Agreement for UTP in the form attached hereto as Exhibit D contingent upon approval in accordance with the UTPCF Code of Regulations.

Section 7. The Board of Trustees hereby approves the restated Articles of Organization and Operating Agreement for UTD in the form attached hereto as Exhibit E contingent upon approval in accordance with the UTPCF Code of Regulations.

Section 8. The Board of Trustees hereby names the Corporation Trust Company as registered agent of UTPCF, UTP, and UTD contingent upon approval in accordance with the UTPCF Code of Regulations.

The UToledo Health Bylaws

O.A.C. 3364-1-12

3364-1-12 The UToledo Health Board.

- (A) The UToledo Health Board (“UTH Board”) shall be the governing body responsible to the University of Toledo Board of Trustees (“University Board of Trustees”) for the operation, oversight, and coordination of UToledo Health (“UTH”) including, without limitation: (1) the University of Toledo Medical Center and its hospital facilities and clinics, which include inpatient and ambulatory services, regional clinics and sites, as a part of the University of Toledo (collectively “UTMC”); and (2) clinical health care enterprises, and primary and specialty clinics and practices as may exist or may be developed as a part of the University of Toledo separate from UTMC. The UTH Board shall also exercise certain member rights of the University Board of Trustees with respect to the faculty group practice and other university-affiliated clinical practice entities as set forth in such affiliated entity’s respective governing documents. The UTH Board shall be responsible for the development and strategic allocation of resources, planning, and delivery of medical services, and such other powers and duties as detailed in rule 3364-1-12.1 of the Administrative Code. In all cases, the actions of the UTH Board shall be subject to the ultimate authority of the University Board of Trustees. For the avoidance of doubt, except for clinical decision-making which remains in the purview of licensed independent medical practitioners, unless expressly delegated to the UTH Board, all authority shall be reserved to and exercised by the University Board of Trustees.
- (B) The UTH Board shall be composed of up to fifteen voting members:
- (1) Two members of the University Board of Trustees;
 - (2) Two department chairs or faculty members of the University of Toledo who are employed by University of Toledo Physicians LLC;
 - (3) One dean of a Health Sciences College (as defined below), other than University of Toledo College of Medicine and Life Sciences (“UTCOM&LS”);
 - (4) Up to seven public members; and
 - (5) Three ex-officio voting members consisting of:
 - (i) The University President;
 - (ii) The Dean of UTCOM&LS; and
 - (iii) The University Executive Vice President/Chief Financial Officer.
- (C) The UTH Board shall also include the following ex-officio nonvoting member:
- (1) The University Executive Vice President of Health Affairs.

- (D) Appointed members will be appointed by the Chair of the University Board of Trustees, in consultation with the University President, the Chair of the UTH Board, and the University Board of Trustees Trusteeship and Governance Committee, and ratified by the University Board of Trustees.
- (E) The selection criteria for appointed members shall ensure that the UTH Board membership will include persons with a broad array of skill sets, perspectives, and backgrounds, including knowledge in health care delivery, sophisticated business expertise, prior board service, and/or persons who can assist the health system in its outreach to and relationships with the public, communities, and patients served, and governmental entities to ensure optimal operations and advancement of the UTH's strategic mission, vision, and goals. The selection processes shall incorporate the diversity, equity, and inclusion policies of the University.
- (F) Selection of public members will be national in scope. People who are currently employees of the University, the faculty group practice, or any subsidiary or affiliate are not eligible to serve as public members. In addition no person who is currently an employee, board member, or would otherwise present a conflict of interest by being affiliated with any competing hospital or health system shall serve as a public member of the UTH Board.
- (G) The term of office for appointed members shall be three years, except that the terms of the initial members shall be staggered, with three year, two year, and one year terms to ensure that no more than one-third of the public members' terms will expire within a given year. No appointed member shall serve more than two full consecutive terms. If an appointed member is appointed to a one year or two year term for such member's initial term, such one year or two year term shall not count toward such member's consecutive term limit. An appointed member who has served two full consecutive terms may be eligible to serve additional terms in accordance with this Section provided such public member has cycled off the UTH Board for at least a year. For the avoidance of doubt, any ex officio member's term shall be coterminous with such ex officio member's term in the role appointing such ex officio member to the UTH Board.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.1 Powers and Duties.

The University Board of Trustees retains ultimate authority and fiduciary responsibility for UTH, including determination of the mission, vision, and strategic objectives for UTH, as well as the establishment of fiscal, personnel, and patient care policies.

Under the ultimate authority of the University Board of Trustees and consistent with Ohio law, the University Board of Trustees authorizes and designates the UTH Board to act as the governing body on behalf of the University for quality and patient care matters, including, but not limited to, licensing, accreditation, compliance, quality of medical services, and related purposes for any and all of the hospitals and clinics of the University. This shall include, but is not limited to, approval of clinical privileging forms; medical and dental staff appointments; clinical privileges; medical staff operations, including the approval, adoption, and amendment of medical staff bylaws and rules and regulations; and the conducting of peer review and professional review actions for medical staff and credentialed providers within University Board of Trustees–defined parameters. Except as provided below, a committee of the UTH Board will review medical staff membership, credentialing, privileges, and renewal of privileges, and recommend action on such matters to the UTH Board for approval. In the months where no regularly scheduled UTH Board meeting is held, such committee of the UTH Board is delegated the responsibility to act on behalf of the UTH Board in regard to medical staff membership, credentialing, privileging and renewal of privileges of medical staff of UTMC. Medical staff membership, credentialing, privileging, and renewal of privileges will be done in accordance with the policies and procedures of the UTH Board, the UTMC medical staff bylaws, the standards of the Joint Commission or other accrediting body, as applicable, the Centers for Medicare and Medicaid Services Conditions of Participation, and state of Ohio or other regulatory obligations on these matters. The committee will make a full report of its activities at the next regularly scheduled UTH Board meeting. For the avoidance of doubt, in the absence of a seated committee of the UTH Board, the University Board of Trustees or a committee of the University Board of Trustees will review and recommend action on medical staff membership, credentialing, privileges, and renewal of privileges of medical staff of UTMC.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.2 Relationship of the UTH Board to Academic Programs of Health Sciences Colleges.

UTCOM&LS, the College of Nursing, the College of Pharmacy and Pharmaceutical Sciences, and the College of Health and Human Services (collectively, the “Health Sciences Colleges”) of the University carry out a significant portion of their educational and research activity in facilities of UTH. The University Board of Trustees shall have exclusive governing authority over the academic and research programs of the Health Sciences Colleges, including the planning, administration, and operations of the Health Sciences Colleges and all other educational and research institutes, centers, and programs. The UTH Board shall lend its best efforts to assure that the programs of the Health Sciences Colleges are effectively supported in collaboration with the health system's patient care programs.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.3 Accountability and Reporting.

To ensure that the University Board of Trustees meets its governance obligations under all applicable laws and regulations, the UTH Board shall be accountable to the University Board of Trustees. The UTH Board shall submit periodic reports, not less than annually, including but not limited to the Quality and Patient Safety Plan, to the University Board of Trustees describing the execution of its responsibilities, as well as any special reports the University Board of Trustees may request from time to time. In addition and not limitation of the foregoing, the Chair of the UTH Board shall report to the University Board of Trustees at each of the regular meetings of the University Board of Trustees regarding UTH progress on the implementation of strategic objectives enacted by the University Board of Trustees, operating and financial performance, patient safety and quality, and compliance.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.4 Meetings and Notice.

- (A) The UTH Board year, including UTH Board member appointments and UTH Board officer terms, unless held by virtue of being an ex officio member or officer, shall be from the second day of July to the first day of July of each year to coincide with the terms of membership of the University Board of Trustees as articulated in section 3364.01 of the Ohio Revised Code.
- (B) Regular meetings of the UTH Board shall be held at least four (4) times per year on a schedule established by the UTH Board. The regular meetings shall be set and publicly announced.
- (C) Special meetings may be called at the discretion of the Chair of the UTH Board, the University President, or the Chair of the University Board of Trustees, and shall be called by the Chair of the UTH Board at the request of three members of the UTH Board, provided that notice of any special meeting shall be given in accordance with Ohio law.
- (D) Voting members of the UTH Board are expected to attend at least three-fifths of the regular and special meetings held by the UTH Board, up to half of which may be attended electronically. Failure to meet such attendance requirement risks forfeiture of board member status.
- (E) Meetings of the UTH Board shall be conducted in accordance with the state laws of Ohio and open meetings laws, including, but not limited to, the production and maintenance of minutes for all proceedings of the UTH Board.
- (E) Except as otherwise specified in these bylaws, all meetings of the UTH Board and its committees shall be conducted in accordance with the latest revision of "Robert's Rules of Order."

Replaces: None

Date approved by Board of Trustees: February __, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.5 Quorum.

A majority of voting members then in office will constitute a quorum for the conducting of business at any meeting of the UTH Board, either in person or electronically, provided, however that this includes at least a majority of the combination of the ex officio voting members and University Board of Trustees members. If a quorum is present, a majority vote of those members present and voting will be required for approval of actions by the UTH Board.

Replaces: None

Date approved by Board of Trustees: February __, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.6 Vacancies.

Whenever a vacancy occurs on the UTH Board, the Chair of the UTH Board shall immediately notify the Chair of the University Board of Trustees and the University President so that the University Board of Trustees or the appropriate appointing authority identified in Section 3364-1-12 of the Administrative Code may appoint a new member as soon as possible to fill the unexpired term.

Replaces: None

Date approved by Board of Trustees: February __, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364.1-12.7 Removal.

The University Board of Trustees has the sole authority to remove or suspend University of Trustees Board members. The University Board of Trustees Chair, in consultation with the University President, may recommend that the University Board of Trustees remove or suspend a University Board of Trustees member.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.8 Compensation of UTH Board and ~~board~~ UTH Board committee members.

No UTH Board member shall receive compensation for services rendered in the capacity as a UTH Board member. However, nothing herein shall be construed to preclude any UTH Board member or committee member from receiving reimbursement for actual expenses incurred in the course of such service.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.9 Confidentiality and conflicts of interest.

Members of the UTH Board and its committees must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety, including compliance with the provisions of Ohio Administrative Code Section 3364-1-06.

All members of the UTH Board and its committees shall keep confidential all sensitive information of every kind including the strategic goals of groups, entities or subdivisions within UTH to the extent permitted by law. Members of the UTH Board and its committees also shall abide by all confidentiality and conflict of interest policies and programs adopted by the University Board of Trustees from time to time.

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.10 Officers of the Board.

The officers of the UTH Board shall consist of a chair and such other officers as the UTH Board may deem advisable.

Replaces: None

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.11 Chair.

The Chair will be selected among the voting members of the UTH Board and will be appointed by the Chair of the University Board of Trustees, in consultation with the University President, and ratified by the University Board of Trustees. The Chair will preside at all meetings of the UTH Board and perform such other duties as the UTH Board may delegate from time to time.

Replaces: None

Date approved by Board of Trustees: February __, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.12 UTH Board Committees.

The UTH Board may establish standing or special committees as it deems necessary and with the approval of the University Board of Trustees. The UTH Board will define the powers and responsibilities of such committees. The Chair of the UTH Board will appoint the members of the UTH Board Committees. The Chair of each UTH Board Committee will be selected from the voting members of the UTH Board. The UTH Board or the Chair of the UTH Board may designate guidelines for the selection and participation of UTH Board members of committees.

Replaces: None

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule

amplifies: RC section 3364

Prior effective dates: None

3364-1-12.13 UTH Board Special or Ad-Hoc Committees.

The UTH Board may establish special or ad-hoc committees as needed upon the approval of the University Board of Trustees.

Replaces: None

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-12.14 UTH Authorization to Create Other Nonprofit Organizations.

- (A) **Nonprofit Organizations.** The UTH Board may authorize from time to time the establishment of nonprofit organizations for such purposes as it deems appropriate, including with, but not limited to, the intention to enter into joint ventures with other organizations and as auxiliaries. Any such nonprofit organization may be established by separate incorporation or organization, subject to approval of the University Board of Trustees to the extent required by the University Bylaws or other action of the University Board of Trustees. No nonprofit organization will be established without the approval of the UTH Board and the UTH Board may, in its discretion, revoke any approval previously granted.
- (B) **Organization Governance.** Each such organization will initially, and as proposed for amendment thereafter, recommend to the UTH Board articles, bylaws, policies, procedures and descriptions of permissible activities for the organization that will be subject to the approval of the UTH Board. Each such organization will provide the UTH Board with an annual report of its activities and will be subject to such direction, control, supervision and reporting requirements as the University Board of Trustees and UTH Board may deem appropriate, including those required by the University or any subordinate or affiliate to preserve its tax exemptions.

Replaces: None

Date approved by Board of Trustees: February _____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

The University of Toledo Board Bylaws

O.A.C. Chapter 3364-1

3364-1-01 Appointment, powers and authority.

(A) The estate, property and funds, and the government, conduct and control of the University of Toledo (sometimes referred to herein as the “University”, the “University of Toledo”, or the “university”) are, by the laws of Ohio, vested in and exercised by a board of trustees (referred to herein as the “University Board of Trustees”). They are appointed by the governor of Ohio and serve without compensation. Two of the trustees will be students at the University of Toledo, and their authority, terms, and selection will be in accordance with rule 3364-1-04 of the Administrative Code and applicable procedures. Rules 3364-1-01 through 3364-1-11 of the Administrative Code and other specific governing rules of the ~~board of trustees~~ University Board of Trustees are referred to in these rules as the “Bylaws” unless the rule is specifically referenced.

(B) No trustee, ~~board~~ or committee has the authority to commit the ~~board of the university~~ University Board of Trustees to any policy or action unless specifically granted this authority by the ~~board~~ University Board of Trustees.

(C) The ~~board~~ University Board of Trustees retains the ultimate authority to approve and/or initiate:

- (1) The administrative structure of the university;
- (2) The educational programs and academic requirements of the university;
- (3) The appointment, compensation and removal of all university personnel;
- (4) The fiscal policies of the university; and
- (5) University policies.

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 8/1/2012

3364-1-02 Meetings of the ~~board~~ University Board of Trustees

(A) Regular meetings.

Regular meetings of the ~~board~~ University Board of Trustees and the ~~board's~~ standing committees will be held according to a schedule provided before the first day of the beginning of the fiscal year, for the following twelve months.

(B) Special meetings ~~of the board~~.

Special meetings of the ~~board~~ University Board of Trustees may be called by the chairperson or any three members of the board. Notice of special meetings must be given to each member of the ~~board~~ University Board of Trustees, and to all media outlets or other individuals who have requested notice, from the secretary of the University Board of Trustees ~~board of trustees~~ not less than twenty-four hours in advance, stating the time, place and purpose of the meeting.

(C) Emergency meetings ~~of the board~~.

In the event of an emergency requiring immediate official action, the chairperson may call an emergency meeting. Notice of the emergency meeting shall be given immediately to all media outlets or other individuals who have requested notice of the time, place and purpose of emergency meetings from the secretary of the University Board of Trustees ~~board of trustees~~.

(D) Business to be considered at meetings.

Matters may be placed on the agenda of the University Board of Trustees ~~board~~ by the chairperson, president or other officers or employees of the university at the president's discretion. Two of the board's members may cause any matter to be placed on the agenda. The secretary or designee will submit a written agenda before each regular meeting of the board, which indicates the time and place. Those items included on the agenda will be considered unless otherwise changed by the chairperson and ratified by a majority vote of those members present and voting. No other items may be presented unless approved by the chairperson and upon a majority vote of the members present.

(E) Place of meetings.

The meetings are to be held in the places prescribed by the chairperson.

Trustees may attend up to half of the regular meetings or, other meeting as allowed by law, each year electronically.

- (a) At least one-third of the trustees attending the meeting shall be present in person at the place where the meeting is conducted;
- (b) All votes taken at the meeting are taken by roll call vote; and
- (c) A trustee who intends to attend a meeting via means of electronic communication notified the chairperson of that intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.

(F) Quorum and manner of acting. A majority of the members of the University Board of Trustees ~~board~~, when duly convened either in person or electronically, constitutes a quorum to transact business, and a majority vote of those present is sufficient to adopt any motion or resolution, except that:

(1) The vote of a majority of all the then existing members of the University Board of Trustees ~~board~~ is required to:

- (a) Amend, repeal or create a new bylaw of the University Board of Trustees~~board~~,
or
- (b) Make or ratify the making of any contract involving the expenditure of money not provided by the budget or involving the acquisition or disposal of real estate of the university, or
- (c) Adopt or to revise the annual budget.

In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.

Upon a motion for the University Board of Trustees~~board~~ or any standing committee thereof to go into executive session, a roll call vote will be necessary. On all other matters, unless a roll call vote is requested by a trustee present at the meeting, a voice vote will be sufficient.

(G) Board member attendance at regular and special meetings.

Members of the University Board of Trustees are expected to attend at least three-fifths of the regular and special meetings held by the University Board of Trustees. Any member who fails to attend at least three-fifths of the regular and special meetings held by the University Board of Trustees during any two-year period forfeits the member's position on the University Board of Trustees unless such individual meets the limited exceptions set forth in R.C. 3.17.

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 8/1/2012, 10/6/2016, 7/27/2018, 9/22/2021

3364-01-03 Committees of the ~~board~~ University Board of Trustees.

(A) Standing ~~committees~~ Committees.

The members of all committees of the ~~board~~ University Board of Trustees are to be appointed by the ~~board~~ University Board of Trustees chairperson, unless otherwise ordered by the ~~board~~ University Board of Trustees or as provided for below. The chairperson is responsible for appointing the chairperson of each committee. The secretary of the ~~board of trustees~~ University Board of Trustees will be the secretary of each committee when requested to do so by the committee chairperson. Each committee will contain no less than three members plus the ~~board~~ University Board of Trustees chairperson as the ~~board~~ University Board of Trustees chairperson is an ex-officio member of all standing committees but shall be counted only for purposes of determining a quorum and shall have the right to make motions and vote when there is a lack of such quorum.

In the event there is not a quorum for a ~~board~~ University Board of Trustees committee to transact business based upon current trustees assigned to a committee, the ~~board~~ University Board of Trustees chairperson, or in the absence of the ~~board~~ University Board of Trustees chairperson, the vice chairperson or the ~~board~~ University Board of Trustees committee chairperson, is authorized to appoint another trustee(s) who is in attendance as an alternate ~~board~~ University Board of Trustees committee member(s) for purposes of transacting business for that meeting. Should the appointment(s) be made by the vice chairperson, then the vice chairperson may appoint him/herself or another trustee(s) in attendance.

The ~~board~~ University Board of Trustees is responsible for setting the duties of each committee. The standing committees are as follows:

(1) Academic and student affairs committee

The academic and student affairs committee will oversee and ensure continuous improvement of university academic activities and student programs with an emphasis on student centeredness. The scope of the committee includes any other matter assigned to the committee by the ~~board~~ University Board of Trustees or the chairperson of the ~~board~~ University Board of Trustees.

~~(2) Clinical affairs committee~~

~~The clinical affairs committee is charged with oversight and strategic direction of the clinical enterprise of the university. The committee shall be regularly informed of and hold the university president and the executive vice president for clinical affairs responsible for the continuous improvement of quality of care, patient centeredness, and medical staff membership. The committee shall receive reports and recommendations from the university president and the executive vice president for clinical affairs regarding relevant clinical, financial and compliance matters as necessary.~~

~~Further, the committee is charged with oversight and review of all clinical enterprise accreditation issues. Except as provided below, the committee will review~~

~~medical staff membership, credentialing, privileges and renewal of privileges, and recommend action on such matters to the board of trustees for board approval. In the months where no regularly scheduled board meeting is held, a subcommittee of the clinical affairs committee consisting of three board members is delegated the responsibility to act on behalf of the board in regard to medical staff membership, credentialing, privileging and renewal of privileges of medical staff of the university. This delegation is in the best interest of the university as it provides for timely membership, credentialing, privileging and renewal of privileges of practitioners. Medical staff membership, credentialing, privileging and renewal of privileges will be done in accordance with the policies and procedures of the board, the medical staff bylaws, the standards of the Joint Commission, and state of Ohio or other regulatory obligations on these matters. Through the clinical affairs committee, the subcommittee will make a full report of its activities at the next regularly scheduled board meeting.~~

(3)(2) Finance and audit committee

The finance and audit committee is charged with oversight and continuous improvement of the financial soundness of the university including oversight of revenue from all sources, and oversight of all expenses, as well as the margin for both the academic and the clinical enterprises. It will receive and recommend action upon budget proposals from the administration. It will review relevant parameters such as senate bill six ratios, bond ratings, and the cash flow margin for the entire university. It will receive and review reports relative to fund raising and investment performance from the University of Toledo foundation.

The committee is responsible for the overall audit function of the university, including:

- (a) Reviewing the quality of financial reporting with the external auditors and management including financial statement assumptions, disclosures, and accounting policies.
- (b) Overseeing the university's system of internal controls and the adequacy of financial, accounting and operational practices on financial reporting.
- (c) Reviewing the annual internal audit plan, discussing the extent to which it addresses high-risk areas with the university auditor and management, and approving the final audit plan.
- (d) Assuring the effectiveness of the internal audit function including access required and authorization of the appointment or dismissal of the university auditor.
- (e) Ensuring the independence of the university auditor through the auditor's direct-unrestricted reporting to the committee chair and functional reporting to the university administration.

- (f) Determining the impact to the university of audits of entities outside the scope of this committee (University of Toledo “UT” physicians, UT insurance captive, etc.).
- (g) Overseeing the implementation of the institution's policy on fraud and irregularity including notification to the committee of any action taken under that policy.
- (h) Reviewing the university's compliance with government regulations including legal or regulatory matters materially impacting university operations.
- (i) Helping to achieve increased revenue and to advance areas of the strategic plan.

In addition, this committee will function as the facilities committee, receiving and recommending action upon all proposed facilities recommendations. It will receive and review reports from the Department of Intercollegiate Athletics regarding its finances, operations and processes. It will provide oversight of university external affairs, inclusive of global outreach, engagement and university partnerships and relations with campus neighborhoods, business entities, and other relevant community resources.

The scope of this charge to the committee includes all business operations within the legal bounds of the University of Toledo, including academic and clinical enterprises and UT rocket innovations.

The scope of the committee includes any other matter assigned to the committee by the ~~board~~ University Board of Trustees or the chairperson of the ~~board~~-University Board of Trustees.

~~(4)~~(3) Trusteeship and governance committee

The trusteeship and governance committee ensures the integrity of ~~board~~ University Board of Trustees governance and the avoidance of conflicts of interest. It fosters a culture of excellence, service, and high ethical standards, among university trustees. The committee will also develop and conduct ~~board~~-University Board of Trustees assessment and oversee ~~board~~ University Board of Trustees development, including orientation of new members. This committee coordinates the ~~board's~~ University Board of Trustees' annual assessment of the president. The committee will ensure that the highest ethical and legal standards are met. The committee will ensure the implementation of the strategic plan and continuous improvement in appropriate areas are defined and set forth in quantifiable objectives and measures.

In addition, the committee functions as the ~~board~~ University Board of Trustees personnel committee, receiving and recommending action upon all personnel actions, with the exception of medical staff membership, credentialing, privileging and renewal of privileges, and providing oversight, direction, and

recommendations on human resources, compensation strategy, collective bargaining, succession planning and organizational changes to the university. The Office of Governmental Relations will provide updates on federal, state and local activities, initiatives, and legislation that may affect the university. The scope of the committee includes any other matter assigned to the committee by the ~~board~~ University Board of Trustees or the chairperson of the ~~board~~ University Board of Trustees.

(5)(4) All other standing committees established by the ~~board~~ University Board of Trustees.

(B) Special committees.

Nominating committee

The chairperson of the ~~board~~ University Board of Trustees appoints the nominating committee for officers of the ~~board of trustees~~ University Board of Trustees. Membership on the nominating committee consists of three ~~board~~ University Board of Trustees members. Members of the nominating committee are not eligible to hold office for the next fiscal year. The nominating committee's recommendations for a candidate for each office must be presented to the full ~~board~~ University Board of Trustees so that the officers for the following year are elected no later than the last regular meeting of each fiscal year (June 30). Nominations from the floor are also accepted prior to the election. New officers take office beginning the first of July.

Other special committees may be appointed by the chairperson of the ~~board~~ University Board of Trustees for the purposes as the ~~board~~ University Board of Trustees may from time to time authorize and direct.

(C) Non-trustee committee members.

The chairperson of the ~~board~~ University Board of Trustees may designate non-trustee committee members to advise the committee. The non-trustee members shall serve in an advisory capacity without voting privileges, shall not be counted for purposes of determining a quorum, and their right to attend executive sessions shall be at the discretion of the committee chair.

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 10/6/2006, 7/10/2007, 2/11/2011, 8/1/2012, 10/6/2016, 8/6/2018

3364-1-06 Avoidance of conflict of interest for members of the board of trustees.

(A) Policy statement.

It is policy of the ~~board of trustees of the university~~ University Board of Trustees of Toledo to carry out its mission in accordance with the strictest ethical guidelines and to ensure that trustees and employees conduct themselves in a manner that fosters public confidence in the integrity of the ~~board of trustees~~ University Board of Trustees, its processes, and its accomplishments.

(B) General standards of ethical conduct.

Trustees and employees of the University of Toledo, and members of advisory boards to the university, including, but not limited to members of the UTH Board, as provided in section 3364-1-12 of the Administrative Code, must, at all times, abide by protections to the public embodied in Ohio's ethics laws, as found in Chapters 102, and 2921, of the Ohio Revised Code, and as interpreted by the Ohio ethics commission and Ohio courts. (A copy of these laws is provided by the ~~board of trustees~~ University Board of Trustees, and receipt acknowledged, as required in division (D) of section 102.09 of the Revised Code.) Trustees and employees must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety. While restrictions or obligations set forth in Chapter 102, of the Ohio Revised Code, section 2921.42. of the Ohio Revised Code and section 2921.43. of the Ohio Revised Code may only apply to the university trustees and ex-officio members of the UTH Board who are employees of the university, all members of the UTH Board, including public members and the appointed members of any and all UTH Board committees, have a duty of loyalty and fidelity to the university, and they must govern their affairs honestly, exercising their best care, skill and judgment for the benefit of the university so as to avoid conflicts of interest and the appearance of impropriety.

While the terms of the statutes and interpretations of the Ohio ethics commission are the binding standard, a general summary of the restraints upon the conduct of all trustees and employees of the University includes, but is not limited to, those listed below. No university trustee or employee, nor any member of an advisory board to the university, including, but not limited to, the UTH Board, will:

- (1) Solicit or accept anything of value from anyone doing business with the university;
- (2) Solicit or accept employment from anyone doing business with the university, unless the official or employee completely withdraws from university activity regarding the party offering employment, and the university approves the withdrawal;
- (3) Use his or her public position to obtain benefits for the official or employee, a family member, or anyone with whom the official or employee has a business or employment relationship;
- (4) Unless a statutory exception applies, be paid or accept any form of compensation for personal services rendered on a matter before, or sells goods or services to, the university;

- (5) Be paid or accept any form of compensation for personal services rendered on a matter before, or sell (except by competitive bid) goods or services to, any state agency other than the university, unless the trustee or employee first discloses the services or sales and withdraws from matters before the university that directly affect officials and employees of the other state agency, as directed in ~~section 102.04~~ section 102.04 of the Revised Code;
 - (6) Hold or benefit from a contract with, authorized by, or approved by, the university, (the ethics law does except some limited stockholdings, and some contracts objectively shown as the lowest cost services, where all criteria under section 2921.42 of the Revised Code are met);
 - (7) Vote, authorize, recommend, or in any other way use his or her position to secure approval of a university contract (including employment or personal services) in which the official or employee, a family member, or anyone with whom the official or employee has a business or employment relationship, has an interest;
 - (8) Solicit or accept honoraria (see division (H) of section 102.01 and division (H) of section 102.03 of the Revised Code);
 - (9) During public service, and for one year after leaving public service, represent any person, in any fashion, before any public agency, with respect to a matter in which the official or employee personally participated while serving with the university;
 - (10) Use or disclose confidential information protected by law, unless appropriately authorized; or
 - (11) Use, or authorize the use of, his or her title, the name “The University of Toledo,” “University of Toledo Medical Center”, or “UToledo Health”, or the ~~board of trustees’~~ University Board of Trustees’ or the university’s logo in a manner that suggests impropriety, favoritism, or bias by the ~~board of trustees~~ University Board of Trustees or the official, ~~or employee, or advisory board member.~~
- (C) For purposes of this rule:
- (1) “Anything of value” includes anything of monetary value, including, but not limited to, money, gifts, food or beverages, social event tickets and expenses, travel expenses, golf outings, consulting fees, compensation, or employment. “Value” means worth greater than de minimis or nominal.
 - (2) “Anyone doing business with the ~~board of trustees~~ University Board of Trustees” includes, but is not limited to, any person, corporation, or other party that is doing or seeking to do business with, regulated by, or has interests before ~~board of trustees~~ the University Board of Trustees.
- (D) Compensation and financial disclosure

Members of the ~~board of trustees~~ University Board of Trustees are to receive no compensation for their services but will be paid their reasonable necessary expenses while engaged in the discharge of their official duties.

Every ~~board of trustees'~~ University Board of Trustees' member or employee required to file a financial disclosure statement must file a complete and accurate statement with the ethics commission by April fifteenth of each year, which is then in turn provided in summary to the university. Any trustees or employee appointed, or employed to a filing position after February fifteenth and required to file a financial disclosure statement must file a statement within ninety days of appointment or employment.

(E) Assistance

The ethics commission is available to provide advice and assistance regarding the application of the ethics law and related statutes. The commission may be contacted by phone or via the internet.

(F) Penalties

Failure of any trustee or employee to abide by this ethics bylaw, or to comply with the ethics law and related statutes, may result in reporting as well as any resulting potential civil or criminal sanctions under the law, or for employees sanctioning or discipline, which may include dismissal.

(G) University policies.

Employees, where applicable, are also subject to other university conflict of interest policies, as well as other university policies with conflict of interest provisions contained therein.

(H) Changes

This bylaw may be amended per rule 3364-1-02 of the Administrative Code.

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 8/1/2012

TO BE RESCINDED AND REPLACED**3364-01-11 The University of Toledo Medical Center and clinical operations.**~~(A) — Scope and mission~~

~~The University of Toledo medical center and its hospital facilities and clinics, which include inpatient and ambulatory services, Kobaacker and other regional clinics and sites, are an integral part of the University of Toledo. The board names the clinical affairs committee from its membership and, with the assistance of the president, oversees the operation of the University of Toledo medical center.~~

~~The mission of the University of Toledo medical center is to improve the human condition by providing patient centered, university quality care. In partnership with the University of Toledo, the University of Toledo medical center continuously strives to develop and incorporate advancements in health care knowledge to improve the safety and quality of patient care. The shared vision of the University of Toledo and the University of Toledo medical center is to redefine the standards of excellence in health care through teamwork, improve the human condition, advance knowledge through excellence in learning, discovery, and engagement, and serve as a diverse, student-centered public research university.~~

~~(B) — The University of Toledo medical center administration~~

- ~~(1) — The executive vice president for clinical affairs provides the oversight for the University of Toledo medical center operations.~~
- ~~(2) — The chief executive officer of the University of Toledo medical center directs the administration and is responsible for the operation of the University of Toledo medical center according to the authority delegated by the governing body to the president of the University of Toledo. The chief executive officer provides the leadership, responsibility and accountability for the overall University of Toledo medical center strategy and operations, and advances the mission, vision and goals for the University of Toledo medical center and the University of Toledo. The chief executive officer establishes systems ensuring safe, high quality, patient-centered care through collaboration with the accreditation bodies, board of trustees, administration, medical staff and management staff. The chief executive officer is also responsible for establishing sound fiscal operations and ensuring compliance with applicable laws, regulations and standards of or related to regulatory and accrediting bodies.~~
- ~~(3) — The chief medical officer of the University of Toledo medical center is responsible for promoting and supporting the mission, vision and goals for the University of Toledo medical center and the University of Toledo in partnership with senior leadership in the administration, management and operations of the University of Toledo medical center. The chief medical officer will share responsibility and accountability for strategic and operational planning for all clinical services within the University of Toledo medical center. The chief medical officer will ensure that~~

~~safe, high quality care is provided to patients through collaboration with hospital leadership, medical staff and management staff. The chief medical officer is also responsible for sound fiscal operations and compliance with applicable laws, regulations and standards of or related to regulatory and accrediting bodies.~~

- ~~(4) — The chief nursing officer is responsible for nursing care at the University of Toledo medical center. The chief nursing officer is responsible for implementing, overseeing and coordinating various program related activities and/or projects on an ongoing basis; identifying and advising the chief executive officer and other members of the senior leadership team on opportunities and issues related to the nursing and clinical operations; recommending and implementing changes in policy, practice and service to achieve hospital goals; planning, promoting, directing and leading assigned departments in a manner consistent with the University of Toledo medical center's mission and values; and providing coordination and integration of nursing services for patient care within the context of medical and ancillary services.~~

~~(C) — Medical staff bylaws of the University of Toledo medical center~~

~~The medical staff of the University of Toledo medical center is governed by the medical staff bylaws of the University of Toledo medical center in performing their professional activities and duties. The chief of staff of the medical staff, after approval of the executive committee of the medical staff, will submit recommended changes of the bylaws to the medical staff and the board for action and final approval as set forth in the medical staff bylaws.~~

~~(D) — The medical staff~~

- ~~(1) — All members of the medical staff of the University of Toledo medical center, with the exception of honorary members, will be faculty members of the University of Toledo, college of medicine and life sciences. Membership on the medical staff will be extended to professionally competent persons who continuously meet the qualifications, standards and requirements set forth by the board and as required by the medical staff bylaws. The method for appointment to the medical staff will follow procedures for staff appointments outlined in the medical staff bylaws. Members of the medical staff will perform their duties under the supervision of the clinical service chiefs to which they may be assigned. Only members of the active medical staff and administrative medical staff, as defined by the medical staff bylaws will be eligible to vote or hold office.~~
- ~~(2) — The chief of staff of the medical staff will serve as a representative of the medical staff and will be elected by members of the active medical staff and administrative medical staff. The duties of the chief of staff of the medical staff are more fully set forth in the medical staff bylaws.~~

~~(E) — The University of Toledo medical center clinical services~~

- ~~(1) — Clinical services are organized to coordinate clinical and administrative activities within a clinical service area consistent with the medical staff bylaws. New clinical~~

~~services will be established by action of the board upon a recommendation of the medical staff as required by the medical staff bylaws.~~

- ~~(2) — Service chiefs for each clinical services will be appointed and approved as set forth in the medical staff bylaws. The duties of the clinical service chiefs are set forth in the medical staff bylaws.~~

3364-1-11 The University of Toledo Medical Center and Clinical Operations.

- (A) **Scope and Mission.** The University of Toledo Medical Center and its hospital facilities and clinics, which include inpatient and ambulatory services, regional clinics and sites, are an integral part of the University of Toledo. The UTH Board, as defined in section 3364-1-12 of the Administrative Code, oversees the operation of the University of Toledo Medical Center, subject to the ultimate authority of the University Board of Trustees.

The mission of the University of Toledo Medical Center is to improve the human condition by providing patient-centered, university-quality care. In partnership with the University of Toledo and UToledo Health, the University of Toledo Medical Center continuously strives to develop and incorporate advancements in health care knowledge to improve the safety and quality of patient care. The shared vision of the University of Toledo and the University of Toledo Medical Center is to redefine the standards of excellence in health care through teamwork, improve the human condition, advance knowledge through excellence in learning, discovery, and engagement, and serve as a diverse, student-centered public research university.

- (B) **Medical Staff Bylaws of the University of Toledo Medical Center.** The medical staff of the University of Toledo Medical Center is governed by the medical staff bylaws of the University of Toledo Medical Center in performing their professional activities and duties. The chief of staff of the medical staff, after approval of the executive committee of the medical staff, will submit recommended changes of the bylaws to the medical staff and the UTH Board for action and final approval as set forth in the medical staff bylaws.

(C) **The Medical Staff.**

- (1) Membership on the medical staff will be extended to professionally competent persons who continuously meet the qualifications, standards and requirements set forth by the UTH Board and as required by the medical staff bylaws. The method for appointment to the medical staff will follow procedures for staff appointments outlined in the medical staff bylaws. Members of the medical staff will perform their duties under the supervision of the clinical service chiefs to which they may be assigned. Only members of the active medical staff and administrative medical staff, as defined by the medical staff bylaws will be eligible to vote or hold office.
- (2) The chief of staff of the medical staff will serve as a representative of the medical staff and will be elected by members of the active medical staff and administrative medical staff. The duties of the chief of staff of the medical staff are more fully set forth in the medical staff bylaws.

(D) **The University of Toledo Medical Center - Clinical Services.**

- (1) Clinical services are organized to coordinate clinical and administrative activities within a clinical service area consistent with the medical staff bylaws. New clinical

services will be established by action of the UTH Board upon a recommendation of the medical staff as required by the medical staff bylaws.

- (2) Service chiefs for each clinical service will be appointed and approved as set forth in the medical staff bylaws. The duties of the clinical service chiefs are set forth in the medical staff bylaws.

Date approved by Board of Trustees: February ____, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 8/1/2012, 7/7/2014, 7/25/2021

**SECOND AMENDED AND RESTATED CODE OF REGULATIONS
OF
UNIVERSITY OF TOLEDO PHYSICIANS
CLINICAL FACULTY, INC.**

ARTICLE I

CORPORATION

Section 1.1. Corporate Name. The name of the Corporation shall be “University of Toledo Physicians Clinical Faculty, Inc.”

Section 1.2. Principal Office. The place in the State of Ohio where the principal office of the Corporation is to be located is the city of Toledo, Lucas County, Ohio.

Section 1.3. Nonprofit Corporation. The Corporation has been organized as a public benefit corporation under Chapter 1702 of the Ohio Revised Code (the “**Ohio Nonprofit Corporation Law**”). The Corporation shall carry on only such activities as are consonant with the purposes set forth in Section 1.4 and the Articles of Incorporation. The Corporation currently has the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions) (the “**Code**”) and which is other than a private foundation. It is intended that such status continue for as long as the Corporation is in existence. All authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of the Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.

Section 1.4. Corporate Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code and for the benefit of, to perform the functions of, and to carry out the purposes of the University of Toledo (the “**University of Toledo**” or “**UT**”) and its medical school (“**UTCOM&LS**”) established pursuant to Chapter 3364 of the Ohio Revised Code, including all successor organizations and University of Toledo Health (“**UTH**”), the University of Toledo’s academic health system (“**UTH Health System**”) in accordance with the Corporation’s Articles of Incorporation, as may be amended.

Section 1.5. Limited Liability Company Organization. The Corporation shall provide professional medical services utilizing clinical faculty of UTCOM&LS through University of Toledo Physicians, LLC, an Ohio nonprofit limited liability company whose sole member is the Corporation and which is organized for all clinical departments of UTCOM&LS (“**UTP**”). The Corporation shall provide professional dental services through University of Toledo Dentists, LLC, an Ohio nonprofit limited liability company whose sole member is the Corporation (“**UT Dentists**”). At all times, each of UTP, UT Dentists, and any other limited liability company for which the Corporation is the sole member (each a “**Member Managed Subsidiary**”) shall operate

as a unified component of the Corporation and shall be subject to the authority of the Member as outlined in the operating agreement of each respective limited liability company.

ARTICLE II

THE MEMBER

Section 2.1. Designation of University of Toledo as Sole Member. The Member of the Corporation shall be the University of Toledo. The University of Toledo shall have and exercise all of the rights and privileges of members and directors conferred under the Ohio Nonprofit Corporation Law, except for those rights and privileges that are expressly delegated hereunder, which shall be exercised as provided herein with the oversight of the University of Toledo Board of Trustees (the “**UT Trustees**”). For the avoidance of doubt, any power reserved to the Member or to the directors under the Ohio Nonprofit Corporation Law that is not expressly delegated within these Regulations shall be reserved to the UT Trustees.

Section 2.2. Authority of the UTH Board. The Member has designated that, for purposes of approval of the following actions, all of which require the prior approval of the Member, the University of Toledo Health Board as established by O.A.C. § 3364-1-12 (the “**UTH Board**”) may exercise the Member’s powers without the prior approval of the UT Trustees. In furtherance and not limitation of the foregoing, the UTH Board has the following responsibilities:

- (a) The appointment and removal of the Chief Physician Executive, who shall serve as the President of the Corporation as more fully described in Section 5.3 of these Regulations;
- (b) The establishment of any standing or ad hoc committee of the Corporation, as further described in Article IV below;
- (c) The reorganization of the department or service line structure of the Corporation;
- (d) The adoption of any master compensation plan for clinical faculty of UTCOM&LS who are employed by the Corporation;
- (e) Employment of physicians who are not faculty of UTCOM&LS;
- (f) Entering into, amending, or terminating any of the following types of agreements by the Corporation or any Member Managed Subsidiary:
 - (i) In furtherance and not limitation of the foregoing, any agreement related to the delivery of professional patient care, clinical, administrative, or supervisory services at any clinical practice site including, but not limited to, UTMC and any other hospital or provider practice that is part of UT on an annual basis;
 - (ii) Engagement of any consultants, accountants, or other vendors (other than legal counsel or an auditor) with an expected cost of more than \$250,000 on an annual basis; and

(iii) Establishment of any banking relationship provided that the bank used has a preexisting relationship with the Member and is used by the Member for banking purposes.

(g) Selection of practice management and electronic medical record systems;

(h) Establishment of group purchasing and supply chain policies; and

(i) Approve benefit plan structure and design for physician and non-physician employees of the Corporation.

For the avoidance of doubt, any power that may be exercised by the UTH Board under this Section 2.2 may also be exercised by the UT Trustees at the initiation of the UT Trustees in their sole and absolute discretion. The UTH Board, together with the UT Trustees, are referred to hereafter collectively as the “**UT Representatives.**”

Section 2.3. Annual Meeting. The UTH Board shall act as the Member for purposes of holding the annual meeting of the Member, provided that the UT Trustees shall receive notice of the annual meeting of the Member and shall be permitted to attend in a non-voting capacity. The annual meeting of the Member shall take place on such date and at such time as the Member shall determine. The purpose of the annual meeting shall be to elect the Corporation’s Board of Directors, presentation of the audited financial statements of the Corporation and to transact such other business as may properly come before the meeting. Failure to hold an annual meeting shall in no way affect the validity of actions of the Corporation or the Member.

Section 2.4. Special Meetings. Any UT Representative may call a special meeting of the Member. Upon delivery of a written request stating the time and purpose or purposes of the meeting to the Secretary of the Corporation, the Secretary shall cause notice to be given to the applicable UT Representatives pursuant to Section 2.5.

Section 2.5. Notice of Meetings. Notice of the time and place, if any, of each meeting of the Member for which notice is required by law, the Articles of Incorporation, or these Regulations, shall be given by a written notification addressed to the applicable UT Representatives at the address as appears on the records of the Corporation, sent not later than five (5) days before such a meeting, or as otherwise consistent with applicable law, the Articles of Incorporation, and these Regulations. Except for notice of the annual meeting pursuant to Section 2.3 above, there is no requirement to give notice to the members of the UTH Board for meetings regarding actions to be considered or taken by the UT Trustees, nor any requirement to give notice to the UT Trustees for meetings regarding actions to be considered or taken under Section 2.2.

Section 2.6. Quorum. The following provisions shall govern quorum for purposes of this Code of Regulations except where the Articles of Incorporation, the Ohio Administrative Code, or the laws of the State of Ohio provide for a greater proportion of representation. For the avoidance of doubt, for any meeting by the UT Trustees or the UTH Board, or for any action taken under Section 2.1 or Section 2.2, a quorum shall be constituted in accordance with the applicable provisions of the Ohio Administrative Code for either the UT Trustees under O.A.C. § 3364-1-02(F) or the UTH Board under O.A.C. § 3364-1-12.5, as applicable.

Section 2.7. Location of Meetings. All meetings of the Member shall be held at such place, within or without the State of Ohio, as the applicable UT Representatives shall determine.

Section 2.8. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Member may be waived in writing by any UT Representative entitled to notice of such a meeting either before or after the holding of such meeting. The attendance of any UT Representative entitled to notice of such a meeting at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver of notice of such meeting.

Section 2.9. Voting. Each UT Representative entitled to vote on a matter shall be entitled to exercise one (1) vote upon any matter properly submitted to the Member for vote. Any applicable UT Representative may be represented and considered present at any meeting of the Member or vote and exercise any other rights by proxy or proxies appointed by a writing signed by such UT Representative. At any meeting at which a quorum is present all matters which come to a vote of the applicable UT Representatives shall be determined by a majority of the votes cast except where a greater proportion is required by law, the Articles of Incorporation, or this Code of Regulations.

Section 2.10. Organization of Meetings:

(a) **Presiding Officer.**

(i) At a meeting of the Member where the UTH Board is authorized to exercise the powers of the Member, the President of UT, or in such person's absence the Chairperson of the UTH Board, shall call the meeting to order and shall act as Chairperson. If all of the aforementioned individuals are absent, then the Executive Vice President of Health Affairs of the University of Toledo shall call the meeting to order and shall act as Chairperson, and if such individual also is absent, then those persons present with the authority of the members of the UTH Board shall elect a Chairperson for purposes of the meeting.

(ii) At a meeting of the Member where the UT Trustees are exercising the powers of the Member, the chairperson of the UT Trustees shall call the meeting to order and shall act as Chairperson. If such person is absent, those persons present with the authority of the UT Trustees shall elect a Chairperson.

(b) **Minutes.** The Secretary of the Corporation, or in such person's absence, a person appointed by the applicable Chairperson of the meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings.

(c) **Procedure.** Roberts Rules of Order Revised (latest edition) shall govern procedures at all meetings of the Member except as otherwise expressly provided in this Code of Regulations.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Delegation of Management Authority to the Board of Directors. For the avoidance of doubt, unless expressly delegated to the Board of Directors under this Article III or

officers of the Corporation under Article V, any action, right, or power with respect to the Corporation shall be exercised by the Member. The Board of Directors and officers of the Corporation shall be responsible for the management and conduct of the Corporation's clinical services. The Board of Directors of the Corporation shall elect the officers of the Corporation other than the Chief Physician Executive and the Treasurer, who shall be appointed in accordance with the provisions of Article V. For the avoidance of doubt, when the Board of Directors is charged with the responsibility to make a recommendation to the Member under this Article III, the Member has approval authority. In furtherance and not limitation of the foregoing, subject to the rights and powers of the Member, the delegated authorities and responsibilities of the Board of Directors include the following:

(a) Governance and Corporate

(i) Recommend to the Member any proposed change in the name, mission, purpose, values, or corporate structure of the Corporation, or amendments to the Articles of Incorporation or Code of Regulations of the Corporation, or other governing documents, policies, or procedures.

(ii) Recommend to the Member the acquisition by the Corporation of any entity, including but not limited to an entity providing healthcare services. Such acquisition may not occur without UTH Board approval.

(iii) Enter into a contract for the sale, lease, transfer, or other disposition of the Corporation's asset that individually or in the aggregate (considered during the current budgetary period) have a fair market value less than \$250,000; notwithstanding the foregoing, in all instances, the Corporation shall comply with all contracting requirements applicable to it through policies and procedures of the Member.

(iv) Recommend to the Member the appointment of any Board member for which the Member has appointment authority under Section 3.3 of these Regulations.

(b) Budget and Finance

(i) Recommend to the Member approval of annual operating and capital budget for the Corporation and any Member Managed Subsidiary and seek approval from Member for material variances other than to balance clinical department budgets consistent with Section 3.1(g)(ii) below.

(ii) Expend or financially commit individually or in the aggregate less than \$250,000 (considered during the current budgetary period) when such expenditure or financial commitment was not included in a previously approved budget.

(iii) Recommend to the Member approval of the incurrence of debt or debt obligations including any loan, guarantee, grant, borrowing of funds, or line of credit entered into by the Corporation or any Member Managed Subsidiary (excluding trade payables or other indebtedness incurred in the ordinary course of operations of the Corporation or Member Managed Subsidiary included in the budget).

(iv) Recommend to the Member approval of any unbudgeted disposition of assets of a material amount. Such unbudgeted disposition of assets shall not be made without approval of the Member.

(c) Strategic, Workforce, and Organizational Planning

(i) Seek approval from the Member regarding strategic plans and the faculty/provider workforce plan.

(ii) Seek approval from the Member prior to the termination by the Corporation of the clinical employment of more than the lesser of: (a) 33%, or (b) three (3) of the faculty within the same specialty, which approval must be obtained prior to the termination.

(iii) Seek approval from the Member for the Corporation to establish new clinical locations, which approval must be obtained prior to establishing same.

(iv) Authority to establish new service lines as included in the annual operating and capital budget of the Corporation.

(v) Recommend to UTH Board the reorganization of department or service line structure of the Corporation.

(d) Faculty, Physician, and Employee Matters

(i) Recommend to the UTH Board the adoption of any master clinical compensation plan for faculty.

(ii) Recommend to the UTH Board employment of physicians who are not faculty of UTHCOM&LS.

(iii) Recommend to the UTH Board the structure and design of any benefit plan for employees of the Corporation.

(e) External Contracts and Other Agreements

(i) Authorize officers of the Corporation to enter into contracts, including, but not limited to, managed care contracts, or execute and deliver any instrument in the name of and on behalf of the Corporation, except as prohibited or limited by the Articles of Incorporation, the Regulations of the Corporation, or by the Member.

(ii) Engagement of any consultants, accountants, consultants, or other vendors (other than legal counsel or an auditor) with an expected cost of less than \$250,000 on an annual basis for the Corporation or any of its Member Managed Subsidiaries.

(iii) Seek approval from the UTH Board or from the Member, as applicable, for the Corporation to enter into a contract for the provision of clinical services with UTMC or any health system other than the UTH Health System or with a health care service provider, which approval must be obtained prior to entering same.

(f) Regulatory Compliance and Audit

(i) Review and recommend to the Member an effective regulatory compliance program to be developed and operated by the Board of Directors with the oversight of the UTH Board.

(ii) Review and recommend to the Member acceptance of an annual audit.

(g) Practice Operations

(i) Provide governance, oversight, and management of the Corporation's clinical program services, clinical program development, and clinical practice management services. Such governance, oversight, and management shall be subject to the requirements and limitations in this Article III of the Regulations, including but not limiting to reporting to the Member.

(ii) Monitor budgets of clinical departments within Corporation and balance budgets of departments consistent with the overall annual operating and capital budget of the Corporation as established by the Member.

(iii) Establish overhead assessment policies applicable to clinical departments.

(iv) Establish principles to ensure equitable distribution of income from non-fee for service contracts.

(v) Approval of annual budgets of individual departments within the overall annual budget approved by the Member.

(vi) Establish personnel and management policies including those for credentialing, employment, and termination of Corporation employees.

(vii) Recommend to the UTH Board selection of practice management and electronic medical record systems.

(viii) Exercise oversight over administrative and revenue cycle services provided in support of clinical practice.

(ix) Provide for periodic evaluation through established Board Committees of the Corporation, its programs, operations, and resources.

The Board of Directors shall cause a full report concerning the affairs of the Corporation to be rendered to the Member at any annual meeting of the Member by the Chief Physician Executive. For the avoidance of doubt, any authority granted to the Board of Directors to recommend or seek approval of the Member or the UTH Board may be exercised by the Member and/or the UTH Board as provided in Article II.

Section 3.2. Number of Directors. The authorized number of Directors of the Corporation shall not be less than twelve (12) and not more than seventeen (17). Subject to the provisions of applicable law and the Corporation's Articles of Incorporation, the authorized number of Directors

may be fixed or changed from time to time and at any time by resolution of the Member, but no reduction in the number of Directors shall, of itself, have the effect of shortening the term of any incumbent Director nor shall it modify the selection process provided for in Section 3.3.

Section 3.3. Board Composition. The Board of Directors shall consist of the following persons:

(a) The Executive Vice President of Health Affairs of the University of Toledo (the “**EVPHA**”);

(b) The Chief Physician Executive;

(c) The Chief Administrative and Financial Officer of University of Toledo Physicians, LLC (the “**UTP CAFO**”);

(d) The Dean of UTCOM&LS;

(e) The Chief Executive Officer of UTMC (together with all the persons listed in (a) through (d), the “**Ex Officio Directors**” and any Director who is not an Ex Officio Director shall be an “**Appointed Director**”);

(f) No fewer than six (6) and no more than eight (8) Department Chairs, which shall be appointed by the Member, after review of proposals from the Nominating Committee, composed of no fewer than two (2) but no more than three (3) Department Chairs from each of the following categories of UTCOM&LS:

(i) Surgical – OB/GYN, Orthopaedics, Surgery, Urology, Dentistry;

(ii) Medical – Family Medicine, Internal Medicine, Neurology, Pediatrics, Psychiatry; and

(iii) Hospital-Based – Anesthesiology, Pathology, Radiology, Emergency Medicine;

(g) Up to two (2) faculty members of UTCOM&LS, which shall be appointed by the Member from a slate of no fewer than eight (8) nominees prepared by the Nominating Committee; and

(h) Up to two (2) at-large members, which shall be appointed by the Member (the “**UT Directors**”).

In all cases, a member of the Board of Directors shall be in good standing with the Member or any Member Managed Subsidiary, which shall mean that such Director shall have full privileges to the extent applicable and shall not be under investigation by any governmental agency (other than the Member or any related or affiliated entity), on administrative leave, or suspended from duties with the Corporation, the Member, or any Member Managed Subsidiary.

Section 3.4. Term. Each Ex Officio Director shall serve for as long as such person holds such office. Any Ex Officio Director serving in such capacity in accordance with their official position

with the University of Toledo, shall have been so designated based upon their official position and shall be expressly authorized, instructed and directed to, and shall be entitled to, represent the University of Toledo and its interest in their capacity as Directors of the Corporation. Each Appointed Director shall serve for a period of three years, beginning at the annual meeting at which such Director is elected to the Board. Appointed Directors may be elected to up to two consecutive terms, and may return to the Board after not serving on the Board for a period of at least one (1) year.

Section 3.5. Classes of Directors. The Appointed Directors may be divided into three groups or classes, each consisting of approximately one-third of the then current total number of Appointed Directors. The Directors in each group shall be elected for a term of three years such that the term of office of one such group shall terminate each year. To maintain three classes of directors consisting of approximately the same number of persons, certain Directors may be assigned to and shall serve one-year and two-year terms so as to establish or maintain staggered terms whereby approximately one-third of the Directors' terms expire each year.

Section 3.6. Removal and Resignation of Directors. An Appointed Director may be removed by the Member at any time in the Member's sole and absolute discretion. An Appointed Director shall also be removed automatically if the Appointed Director is a Department Chair or other faculty member of UTCOM&LS and ceases to be employed by UTP, the University, or other Manager Managed Subsidiary. An Ex Officio Director shall be removed automatically without further action when such person is no longer serves in such office giving rise to ex officio status. Any Appointed Director may resign at any time by giving notice to the Chief Physician Executive, who shall notify the UTH Board and the UT Trustees. Such resignation shall be effective upon transmission to the Chief Physician Executive.

Section 3.7. Vacancies. Vacancies in the Board of Directors resulting from the death, resignation, or removal of an Appointed Director shall be filled by Member to serve the balance of the vacant Director's term.

Section 3.8. Annual Meetings. The annual meeting of the Board of Directors shall take place before September 30 each year as directed by the Chief Physician Executive. The purpose of the annual meeting shall be to elect the officers of the Corporation, receive the report of officers and committees of the Board of Directors, and transact such other business as may properly come before the meeting. In the event of a vacancy with respect to an Ex Officio Director, the acting or interim replacement for such office shall serve as the replacement on the Board of Directors for the vacant Ex Officio Director until the permanent replacement for such office is determined.

Section 3.9. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings during each quarter of each fiscal year of the Corporation on such dates and at such times as the Board of Directors shall determine. The Board of Directors shall provide notice regarding regular meetings in accordance with Section 3.12. The purpose of regular meetings of the Board of Directors shall be to receive reports from officers and committees of the Corporation, approve or disapprove actions by the Corporation requiring action by the Board of Directors, if any, and to consider and act upon any other matter which is necessary or appropriate for action by the Board of Directors.

Section 3.10. Place of Meeting. All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Ohio, as the Board of Directors shall determine.

Section 3.11. Special Meetings. The Chief Physician Executive, the EVPHA, the UT Directors, acting individually or together, or a majority of the Directors entitled to vote may call a special meeting of the Board of Directors.

Section 3.12. Notice of Meetings. At least twenty-four (24) hours prior to a special meeting and not less than seven (7) days and not more than thirty (30) days prior to an annual meeting and a regular meeting, notice stating the date, time, place, and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given to the Directors by or at the direction of the Secretary of the Corporation or of the person or persons calling the same. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, electronic mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if facsimile or electronic mail notice is utilized, receipt must be confirmed.

Section 3.13. Quorum. Except as otherwise provided in this Code of Regulations, fifty-one percent (51%) of the Directors of the Corporation serving as Directors who are entitled to vote shall constitute a quorum for the transaction of business. Notwithstanding the foregoing, a quorum shall exist only when the previous provisions of this Section are satisfied and at least forty percent (40%) of the following Directors are present: the EVPHA, the Chief Physician Executive, the UTP CAFO, and the UT Directors. Each Director shall be entitled to one (1) vote on each matter before the Board of Directors. No Director may vote by proxy. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise expressly provided by the Articles of Incorporation or this Code of Regulations. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meetings of the Board of Directors to another time and place.

Section 3.14. Organization of Meetings:

(a) **Presiding Officer.** The Chief Physician Executive of the Corporation shall call the meetings of the Board of Directors to order and shall act as Chairperson thereof. If the Chief Physician Executive is absent, the Directors shall select a Chairperson for purposes of the meeting.

(b) **Minutes.** The Secretary of the Corporation, or in such person's absence, a person appointed by the Chairperson of the meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings.

(c) **Procedure.** Roberts Rules of Order Revised (latest edition) shall govern procedures at all meetings of the Board of Directors except as otherwise expressly provided in this Code of Regulations.

Section 3.15. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of such meeting. The attendance of any Director at any such meeting without protesting, prior to at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Director of notice of such meeting.

Section 3.16. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Directors, which writing or writing shall be filed with or entered upon the records of the Corporation.

Section 3.17. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board of Directors may be held through authorized communications equipment (whether conference telephone, video conference or similar communications equipment) if all persons participating can hear each other simultaneously. Participation by such means shall constitute attendance and presence at such a meeting.

Section 3.18. Compensation of Directors. The Directors shall not receive compensation for any services rendered in such capacity. However, nothing contained herein shall be construed to preclude any Director or person serving on a committee from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation in any other capacity.

ARTICLE IV

COMMITTEES

Section 4.1. Committees of Board of Directors. In addition to the committees set forth in this Article, the Board of Directors may recommend the creation of committees which shall have such powers and perform such duties the Board of Directors prescribes with the input and approval of the UTH Board. The UTH Board may fill vacancies in, change the membership of, or dissolve any such committee, including those set forth in this Article. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors. Each committee is prohibited from establishing a subcommittee of such committee without UTH Board approval, and further shall not delegate any powers to an approved subcommittee, unless delegation of such committee acts have been approved by the UTH Board.

Section 4.2. Nominating Committee. The Board of Directors shall annually appoint a Nominating Committee of at least three (3) members. The Nominating Committee shall establish a process to identify, evaluate, and then propose nominees for the Appointed Director (other than the two at-large Directors) positions based on competencies specified by the Board of Directors.

Section 4.3. Finance and Audit Committee. The Board of Directors shall annually appoint a Finance and Audit Committee of at least three (3) members, at least one of whom shall be the Treasurer, who shall serve as chair of the Finance and Audit Committee. The Finance and Audit Committee shall regularly review the fiscal affairs of the Corporation and the Member Managed Subsidiaries, including: development of the annual operating and capital budgets (for approval by the UT Trustees); monitoring the financial position of individual departments and ensuring department-level financial consistency; reviewing and recommending expense allocations; monitoring performance of the Corporation’s cost centers and developing recommendations or remedial actions as warranted; monitoring revenue cycle performance; reviewing and making recommendations for professional fee schedules; and reviewing the financial impact of proposed programs and services. Additionally, the Finance and Audit Committee will meet with management and the external auditor of the Corporation to discuss the results of the audit of the Corporation’s financial statements and supporting accounts, review reports related to the annual independent audit, and report to the Board regarding recommending to the Member approval of the audit.

Section 4.4. Compensation Committee. The Board of Directors shall annually appoint a Compensation Committee of at least three (3) members. The Compensation Committee shall review and make recommendations with respect to the compensation and benefits plans, as well as all compensation for the Corporation’s senior executives and any physician employees. In making such recommendations, the Compensation Committee shall follow the procedures established by UTH, which shall include requirements that recommendations (i) be made by persons acting without conflict of interest, (ii) rely on appropriate data as to comparability, (iii) ensure that total compensation is consistent with fair market value (FMV) and commercial reasonableness (CR) guidelines; and (iv) be adequately documented on a timely basis. Notwithstanding the foregoing, any compensation recommendations for any member of the Compensation Committee shall be considered by the other members of the Compensation Committee, and the member whose compensation is being recommended shall not take part in the consideration or recommendation of such compensation.

Section 4.5. Retirement Plan Committee. The Board of Directors shall annually appoint a Retirement Committee of at least three (3) members. The Retirement Committee shall review and make recommendation on a continual basis related to the Corporation’s retirement plans and shall ensure that the Corporation’s pension plan shall be administered in accordance with the requirements of state and federal law, including, but not limited to the Code.

ARTICLE V

OFFICERS

Section 5.1. Delegation of Authority to Officers. The management and conduct of the Corporation’s clinical services and the day-to-day operations of the Corporation outside of the scope of the powers specifically exercised by the Board in Article III are delegated by the Board to the officers of the Corporation (each an “**Officer**” and collectively, the “**Officers**”). No Officer may take or authorize an action that is a reserved power of the Member. One individual may hold more than one office, and a Director may also serve as an Officer of the Corporation. The Corporation shall have a Chief Physician Executive, Treasurer, and Secretary. The Chief Physician Executive shall have the powers and authority set forth in Section 5.3 below and the other Officers will have such authority as the Chief Physician Executive may from time to time designate and as

described in this Article. The Board of Directors shall elect, by a majority vote of the Board at a meeting at which a quorum is present, a Secretary and such other officers and assistant officers as the Board of Directors may elect from time to time. Officers need not be Directors of the Corporation unless otherwise specified in these Regulations. The Treasurer shall be an ex officio officer as set forth in Section 5.4. In all cases, each officer of the Corporation shall be in good standing with the Member or any Member Managed Subsidiary, which shall mean that such officer shall have full privileges to the extent applicable and shall not be under investigation by any governmental agency (other than the Member or any related or affiliated entity), on administrative leave, or suspended from duties with the Corporation, the Member, or any Member Managed Subsidiary.

Section 5.2. Tenure of Office. All officers other than the Chief Physician Executive and Treasurer shall serve two-year terms. There shall be no limit on the number of terms for which a person may be elected to hold the same office. Except as provided above, the Officers of the Corporation shall hold office at the pleasure of the Board of Directors until their successors are elected except in case of resignation, removal from office, or death. Any Officer of the Corporation, other than the Chief Physician Executive and Treasurer may be removed, with or without cause, at any time, by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board where a quorum is present. Such removal, however, shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy in any office, other than that of the Chief Physician Executive and Treasurer may be filled by the Board of Directors for the balance of the term of the resigned, removed, or deceased Officer.

Section 5.3. Chief Physician Executive. The Chief Physician Executive shall have active management of the clinical services of the Corporation, such duties shall include, but not be limited to, executing the strategic and provider work force plans approved by the Member; managing the finances of the Corporation within the approved budget in consultation with the Treasurer; and recruit, retain, and manage clinic and administrative staff of the Corporation. The Chief Physician Executive shall monitor the performance of clinical faculty Department Chairs and evaluate the clinical faculty Department Chairs annually, reporting on same to the Corporation's Board of Directors, for the Board of Directors to report to the Member. The Chief Physician Executive shall execute on behalf of the Corporation all instruments requiring such execution except in cases where the signing and execution thereof shall be expressly reserved by these Regulations to some other authorized representative, or shall be required by law to be otherwise signed or executed. The Chief Physician Executive shall, in general, perform all duties incident to the office of Chief Physician Executive and such other duties as may be prescribed by the Member or Board from time to time. The Chief Physician Executive shall preside over all meetings of the Board, and, for purposes of the Ohio Nonprofit Corporation Act, shall be considered the President of the Corporation. The Chief Physician Executive shall report to the University President or other UTH Officer as designated by the Member from time to time and shall serve at the pleasure of the Member for such term as the Member shall direct.

Section 5.4. Treasurer. The Treasurer shall be the UTP CAFO. The Treasurer shall receive and safely keep or cause to be kept all monies, bills, notes, deeds, leases, mortgages, securities, and similar property belonging to the Corporation. The Treasurer shall disburse or otherwise distribute the same as directed by the President or the Board of Directors, shall keep or cause to be kept an accurate account of the finances and business of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains or losses, together with such other accounts as may be

required. The Treasurer shall hold the same open for inspection and examination by the Directors; shall prepare or cause to be prepared a financial statement and present such statement, after presentation to the Board of Directors and approval by a certified public accounting firm, to the Member of the Corporation. The Treasurer shall keep or cause to be kept such other books as may be required by the Board of Directors; shall file or cause to be filed all reports with local, state, and federal governments; shall have the power and authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments requiring such officer's signature on behalf of the Corporation. Upon the expiration of the Treasurer's term of office, the Treasurer shall deliver all books, papers, and other property of the Corporation in their possession or custody to the Chief Physician Executive.

Section 5.5. Secretary. The Secretary shall keep or cause to be kept minutes of all proceedings of the Board of Directors and shall make a proper record of the same, which shall be attested to by the Secretary. The Secretary shall have such other authorities and duties as are delegated by the President or as may be created from time to time by the Board.

Section 5.6. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the actions of the officers and to require the performance of duties in addition to those mentioned herein.

ARTICLE VI

INDEMNIFICATION

Section 6.1. Rights of Indemnification. The Corporation shall indemnify the Member and the UT Representatives to the fullest extent provided by, or permissible under Section 1702.12 of the Ohio Revised Code; and the Corporation is hereby specifically authorized to take any and all further action to effectuate any indemnification of any person which any Ohio corporation may have power to take, by any vote of the disinterested Directors, by any agreement, or otherwise. The Corporation may, but shall not be obligated to maintain insurance, at its expense, to protect itself and any such entity or person against any such liability, cost or expense.

Section 6.2. Additional Insurance. The Corporation may maintain insurance indemnifying it against any claim, suit or proceeding based upon or arising from any alleged error, omission, negligence, misconduct, or wrongful act of any Member, UT Representative, Director, Officer, agent, employee, or volunteer.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.1. Gifts. No Director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a

contractual, donative, employment, financial or other beneficial relationship with the Corporation without first making a disclosure of such conflict of interest to the Board of Directors.

Section 7.2. Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflict of Interest Policy adopted by the Board of Directors shall be followed. In addition, any Director covered by the Conflict of Interest provisions of the Ohio Administrative Code applicable to the University of Toledo more generally shall adhere to such provisions.

Section 7.3. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at the minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining;

(b) Whether acquisitions of physician practices and other provider services result in inurement or impermissible private benefit;

(c) Whether partnership and joint venture arrangements and arrangements with management service organizations and physician hospital organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit; and

(d) Whether agreements to provide health care and agreements with other health care providers, employees, and third party payors further the corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Section 7.4. Use of Outside Experts. In conducting the periodic review provided for in Section 7.3, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that period review are conducted.

ARTICLE VIII

FISCAL MATTERS

Section 8.1. Fiscal Year End. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year or any other period as deemed appropriate by the Board of Directors.

Section 8.2. Contracts. The Chief Physician Executive or other duly authorized officers shall be authorized to execute contracts on behalf of the Corporation provided that any required Member or Board approvals are obtained in advance. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

Section 8.3. Loans and Indebtedness. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Member in writing, pursuant to Section 3.1(b)(iii) above or as otherwise permitted under this Code of Regulations.

Section 8.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the Corporation and approved to the extent required under this Code of Regulations, shall be signed or endorsed by officers who shall be authorized as signatories on the accounts of the Corporation by resolution of the Board.

Section 8.5. Maintenance of Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Member, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any UT Representative for any proper purpose at any reasonable time with reasonable prior notice.

Section 8.6. Investment Policies. Notwithstanding the foregoing, any Investment Policy Statement or other investment policy or procedures applicable to the Corporation shall be determined by the Member.

ARTICLE IX

AMENDMENTS

This Code of Regulations of the Corporation may be amended, or a new Code of Regulations may be adopted, only by the Member acting through the UT Trustees. This Second Amended and Restated Code of Regulations supersedes and replaces all prior codes of regulations of the Corporation and is effective [_____], 2023.

ARTICLE X

SECTION HEADINGS

The headings contained in this Code of Regulations are for reference purposes only and shall not be construed to be part of and shall not affect in any way the meaning or interpretation of this Code of Regulations.

ARTICLE XI

DISSOLUTION OF CORPORATION

The Corporation may be dissolved by the Member acting through the UT Trustees in accordance with the Corporation's Articles of Incorporation.

As approved and adopted by the Member on [_____], 2023.

UNIVERSITY OF TOLEDO PHYSICIANS, LLC

An Ohio Limited Liability Company

**RESTATED AND AMENDED
OPERATING AGREEMENT**

This **RESTATED AND AMENDED OPERATING AGREEMENT** (this "**Agreement**") is made by the University of Toledo Physicians Clinical Faculty, Inc. as the sole member (the "**Member**" or "**UTPCF**"), of the University of Toledo Physicians, LLC, an Ohio limited liability company (the "**Company**"), effective as of the ____ day of _____, 2023. The Member hereby declares this Agreement (and any amendments thereto) to be the "Operating Agreement" of the Company as used in the Act (as defined below).

RECITALS

The Member is an Ohio nonprofit corporation with its principal place of business at 3345 Glendale Road, Toledo, Ohio 43614.

The Member has formed and become the sole member of the Company under and pursuant to the Ohio Revised Limited Liability Company Act; codified at Chapter 1706 of the Ohio Revised Code (the "**Act**"), for the purpose of engaging in business activities authorized under the Act.

The Member entered into the original Operating Agreement effective as of the 29th day of June, 2004, which was amended and restated in its entirety by a certain Restated and Amended Operating Agreement dated July 1, 2011 (the "**Prior Agreement**").

The Member now wishes to restate and amend the Prior Agreement in its entirety as set forth herein, and this Agreement shall amend and supersede the Prior Agreement in all respects.

The management, operations and activities of the Company will be governed by this Agreement. In furtherance of the foregoing recitals, the Member declares as follows:

ARTICLE I

DEFINITIONS

Any capitalized term used in this Agreement will have the meaning ascribed to such term in Schedule I hereto, unless otherwise expressly provided herein or unless the context otherwise clearly requires.

ARTICLE II

ORGANIZATION OF THE COMPANY

Section 2.1 Formation; Articles of Organization; Foreign Qualification. On March 11, 2004, the authorized representatives of UTPCF and the Company formed the Company by executing and delivering Articles of Organization to the Secretary of State of the State of Ohio in accordance with and pursuant to the Act (as the same may be amended or restated, the “**Articles of Organization**”). Prior to the Company's conducting business in any jurisdiction other than the State of Ohio, the Member will cause the Company to comply with all requirements necessary to qualify the Company as a foreign limited liability company in that jurisdiction. At the request of the Member, the Member will execute, acknowledge, swear to, and deliver all certificates and other instruments conforming with this Agreement that are necessary or appropriate to qualify, continue and terminate the Company as a foreign limited liability company in all such jurisdictions in which the Company may conduct business.

Section 2.2 Name. The name of the Company will be "University of Toledo Physicians, LLC." The Member may cause the Company to operate and conduct its business and activities under such other name or names as the Member will determine to be necessary or advisable, subject to all applicable laws.

Section 2.3 No State Law Partnership. The Member has formed the Company under the Act, and expressly does not intend hereby to form a partnership under either the Ohio Uniform Partnership Act nor the Ohio Revised Uniform Limited Partnership Act and does not intend that the Company be a partnership or joint venture, and this Agreement will not be construed to suggest otherwise. The Company has been established as and is intended to operate as an entity separate from its Member.

Section 2.4 Principal Place of Business. The principal place of business of the Company will be located at such address as will be designated from time to time by the Member.

Section 2.5 Statutory Agent. The statutory agent for service of process on the Company in the State of Ohio shall be such Person listed in the records of the Secretary of State of the State of Ohio. The Member may, from time to time, change the statutory agent without the necessity of amending this Agreement.

Section 2.6 Term. The Company as herein constituted will continue in perpetuity unless earlier dissolved and liquidated in accordance with the Act or pursuant to the provisions of this Agreement.

Section 2.7 Member. As described in the recitals to this Agreement, the sole Member of the Company is the University of Toledo Physicians Clinical Faculty, Inc. All rights reserved to the Member regarding the governance of the Company in this Agreement and under the Act shall at all times be exercised in accordance with the internal governance of the sole Member as then in effect.

ARTICLE III

PURPOSES AND POWERS

Section 3.1 **Purposes.** Subject to Section 3.2 below, the purposes of the Company shall be those set forth in the Articles of Organization.

Section 3.2 **Permitted Activities.** The Company is organized and will be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions) (the "**Code**"). The Company will carry on only such activities as are consonant with the purposes set forth in this Article III. To the extent the Company is regarded as a separate entity for tax purposes, it is intended that the Company will have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code and which is other than a private foundation. This Agreement will be construed, and all authority and activities of the Company will be limited, accordingly. Notwithstanding any other provision of this Agreement, the Company will not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 **Limitations.** No part of the net earnings of the Company will inure to the benefit of, or be distributable to, any incorporator, director, trustee, officer or employee of the Company, or any private individual, except that the Company is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Company will consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Ohio), and the Company will not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, or any issue, whether or not partisan.

Section 3.4 **Powers.** The purposes described above are in furtherance of and not in limitation of the general powers conferred upon limited liability companies by the laws of the State of Ohio. The Company will have the power and authority, subject to Member approval, to incur indebtedness, to invest Company funds and to enter into joint ventures, partnerships and other business arrangements to achieve the purposes of the Company, and will have all of the powers granted to a limited liability company under the laws of the State of Ohio, including (but not limited to) the powers specifically enumerated in Section 1706.05 of the Revised Code. Provided, however, that in all cases the Company will not carry on any activities which are inconsistent with the specific provisions of Sections 3.2 and 3.3 hereof nor will the Member act in a way that is inconsistent with its internal governance as then in effect.

ARTICLE IV

CAPITAL CONTRIBUTIONS

Section 4.1 Member's Contributions. The Member may make Capital Contributions to the Company from time to time in such amounts as determined by the Member in its sole discretion; provided, however, that the Member is not obligated or otherwise required to make any such additional contributions to the Company.

Section 4.2 Return of Contributions. The Member will be entitled to the return of its Capital Contributions upon the terms and conditions contained in this Agreement. No interest will be due or payable on either the Member's Capital Account or its Capital Contribution: An unreturned Capital Contribution will not be a liability of the Company.

ARTICLE V

PROFITS AND LOSSES; DISTRIBUTIONS; ACCOUNTING MATTERS

Section 5.1 Allocation of Profits and Losses. All of the profits and losses of the Company and all items of income, gain, loss, deduction or credit will be allocated to and borne by the Member.

Section 5.2 Distributions. Excess Cash Flow will be calculated and distributed to the Member on an annual basis, although the Member may make more frequent distributions in its sole discretion.

Section 5.3 Withdrawals. The Member will be entitled to make withdrawals from its Capital Account by Notice to the Chief Executive Officer of the Company at any time.

Section 5.4 Books. The books of the Company will be kept in the manner determined by the Member and in accordance with generally accepted accounting principles consistently applied. The Member will keep accurate and detailed accounts of all investments, receipts, disbursements and other transactions and proceedings under this Agreement, and all such accounts and other records relating thereto will be open to inspection and audit at all reasonable times by the Member.

Section 5.5 Fiscal Year. The fiscal year of the Company shall be the same as the Member's fiscal year.

Section 5.6 Tax Status. The Member hereby declares that the Company will be treated as a disregarded entity for Federal and Ohio state tax purposes and that appropriate elections or actions will be made with the Internal Revenue Service.

Section 5.7 Tax Returns. The Member will cause to be prepared and filed all necessary federal and state tax returns for the Company.

ARTICLE VI

MANAGEMENT

Section 6.1 Management by Member. The business and affairs of the Company will be managed under the direction of, the Member; and the Member may make all decisions and take all actions for the Company. Notwithstanding the foregoing, an action of the Member means an action by the person or persons authorized to direct the Member to take such action pursuant to the Member's governing documents, including, but not limited to, the Member's Articles of Incorporation, as amended, and the Code of Regulations of the Member, as amended.

Section 6.2 Officers. Unless otherwise determined by the Member, the sole officer of the Company shall be the Chief Executive Officer of the Company, and such position shall be held by the Chief Physician Executive of the Member.

Section 6.3 Clinical Operations. Neither the Member nor the Company will control the professional clinical judgment exercised within accepted and prevailing standards of practice of licensed professionals (of the type described in such provision) employed by it in rendering care, treatment, or professional advice to an individual patient.

ARTICLE VII

LIMITATION OF LIABILITY

Section 7.1 Limited Liability. The debts, obligations and liabilities of the Company are solely the debts, obligations and liabilities of the Company and the Member will not be personally liable solely by reason of being the Member of the Company. The failure of the Company to observe formalities or requirements relating to the exercise of its powers or management of its business or affairs under this Agreement will not be grounds for imposing liability on the Member for liabilities of the Company to any third party. The Member will be entitled to rely on the provisions of this Agreement, and the Member will not be liable to the Company for any action or refusal to act taken in good faith reliance on the terms of this Agreement. The Member and the Company hereby agree that the duties and obligations imposed on the Member as such will be those set forth in this Agreement, which is intended to govern the relationship between the Company and the Member, notwithstanding any provision of the Act or common law to the contrary.

Section 7.2 Limitation of Liability. The Member's liability for the debts and obligations of the Company shall be limited as set forth in the Act and Section 7.1 above.

Section 7.3 Survival. The provisions of this Article VII will survive the termination of this Agreement.

ARTICLE VIII

TRANSFERS OF INTERESTS

Section 8.1 Right to Transfer. To the extent the Member is legally permitted and authorized, the Member will be entitled, in its sole and absolute discretion, at any time and from time to time, to sell, mortgage, hypothecate, transfer, pledge, assign, donate, create a security interest in or lien on, encumber, give, place in trust (voting or other) or otherwise dispose of all or any portion of its membership interest in the Company, including the Member's (A) interest in the profits, losses, allocations of other items and distributions from the Company, (B) rights with respect to the management and administration of the Company, (C) access to or rights to demand or require any information or account of the Company or its affairs, and (D) rights to inspect the books and records of the Company (collectively, the "**Member's Interest**").

Section 8.2 Status of Third Party Transferee. No transferee, including any transferee by operation of law or court order, of all or any portion of the Member's Interest will, without the prior written consent of the Member, which consent may be withheld by the Member in its sole and absolute discretion, acquire the status of a substituted or additional member of the Company under the Act or under this Agreement, but will have solely the status, rights and privileges of an assignee. In the event a substitute or additional member is admitted to the Company in accordance with this Section 8.2, such substitute or additional member will be responsible for the payment of all fees and expenses associated with the transfer and such substitution or admission as the Member may require.

ARTICLE IX

DISSOLUTION, LIQUIDATION AND TERMINATION OF THE COMPANY

Section 9.1 Dissolution. The Company will be dissolved and its affairs wound up on the first to occur of the following:

- (a) the written election of the Member to dissolve; or
- (b) an entry of a decree of judicial dissolution of the Company.

Section 9.2 Liquidation and Termination. On dissolution of the Company, the Member will act as liquidator. The liquidator will proceed diligently to wind up the affairs of the Company and make final distributions as provided herein and in the Act. The costs of liquidation will be borne as a Company expense. Until final distribution, the liquidator will continue to manage the Company assets with all of the power and authority of the Member. A reasonable time will be allowed for the orderly liquidation of the assets of the Company and the discharge of liabilities to creditors so as to enable the liquidator to minimize any losses resulting from liquidation. The liquidator, as promptly as possible after dissolution, will apply the proceeds of liquidation as set forth in the remaining sections of this Article IX.

Section 9.3 Payment of Debts. The assets will first be applied to the payment of the liabilities of the Company and the expenses of liquidation.

Section 9.4 Reserve. Notwithstanding the foregoing provisions, the liquidator may retain such amount as it deems necessary as a reserve for any contingent liabilities or obligations of the Company, which reserve, after the passage of a reasonable period of time, will be distributed pursuant to the provisions of this Article IX.

Section 9.5 Final Accounting. The Member will be furnished with a statement prepared by the Company's certified public accountants, which will set forth the assets and liabilities of the Company as of the date of the complete liquidation. Upon the compliance by the liquidator with the foregoing distribution plan, the liquidator will execute and cause to be filed a Certificate of Cancellation and any and all other documents necessary with respect to termination and cancellation of the Company under the Act.

ARTICLE X

AMENDMENTS

This Agreement may be amended or modified from time to time only by written agreement adopted by the Member.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Applicable Law. The validity, nature, obligations, effect and interpretation of this Agreement or any of the terms and conditions hereof, and any and all questions arising hereunder or in connection herewith, will be governed by the laws of the State of Ohio, without regard to conflict of law principles.

Section 11.2 Notices. All notices, consents, approvals, reports, designations, requests, waivers, elections and other communications (collectively "Notices") authorized or required to be given pursuant to this Agreement will be given in writing and will be deemed to have been duly given when (a) delivered by hand (with written confirmation of receipt), (b) sent by email (with written confirmation of receipt), provided that a copy is mailed by registered mail, return receipt requested, (c) sent by registered or certified mail, return receipt requested, or (d) when received by the addressee, if sent by a nationally recognized overnight delivery service (receipt requested). The Member may change its address for the receipt of Notices at any time by giving Notice thereof to the Chief Executive Officer of the Company.

Section 11.3 Section Titles. Section titles are for descriptive purposes only, do not form a substantive part of this Agreement and will not control or alter the meaning of this Agreement.

Section 11.4 Entire Agreement. This Agreement constitutes the entire operating agreement for the Company pursuant to the Act, and supersedes all prior operating agreements of the Company.

Section 11.5 Waivers. No waiver of any breach of any of the terms of this Agreement will be effective unless such waiver is in writing and signed by the Member, provided that in all cases the Member shall have complied with its governing documents in making such waiver.. No waiver by the Member will thereafter be construed as a waiver of any subsequent breach or default of a similar nature, or as a waiver of any such provisions, rights, remedies or privileges hereunder. No failure or delay on the part of the Member or the Company in exercising any right, power or privilege hereunder and no course of dealing by the Member or between the Member and the Company will operate as a waiver thereof, nor will any single or partial exercise of any right, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein expressly provided are cumulative and not exclusive of any other rights or remedies which the Member or the Company would otherwise have at law or in equity or otherwise. No waiver of any breach will be deemed to be a waiver of any other or subsequent breach.

Section 11.6 Severability. If any provision of this Agreement or the application thereof to any circumstance will be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this Agreement or of the application of such provision to circumstances other than those as to which it is held invalid, illegal or unenforceable will not in any way be affected or impaired thereby.

Section 11.7 Further Assurances. The Member will execute such deeds, assignments, endorsements, evidences of transfer and other instruments and documents and will give such further assurances as will be necessary to perform its obligations hereunder.

Section 11.8 Number and Gender. As used in this Agreement, all pronouns and any variation thereof will be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the Person or Persons may require.

Section 11.9 Successors and Assigns. Except as otherwise provided in this Agreement, every covenant, term and provision of this Agreement will be binding upon and inure to the benefit of the Member and its respective successors and permitted assigns.

Section 11.10 Survival. It is the express intention and agreement of the Member that all covenants, agreements, statements, representations, warranties and indemnities made in this Agreement will survive the execution and delivery of this Agreement.

Section 11.11 Rights of Creditors and Third Parties under Agreement. This Agreement is made and entered into by the Member for the exclusive benefit of the Company, its Member, and its successors and assigns. This Agreement is expressly not intended for the benefit of any creditor of the Company or any other Person. Except and only to the extent provided by applicable statute, no such creditor or third party will have any rights under this

Agreement or any agreement between the Company and the Member with respect to any Capital Contribution or otherwise.

[Remainder of page intentionally blank – signature page follows]

IN WITNESS WHEREOF, the Member has caused this Agreement to be executed and delivered by its duly-authorized representative as of the day and year first above written.

MEMBER:

UNIVERSITY OF TOLEDO PHYSICIANS
CLINICAL FACULTY, INC.

By: _____

Name: _____

Title: _____

SCHEDULE I

DEFINITIONS

“Affiliate” means, when used with reference to a specified Person, (i) any Person who directly or indirectly, controls or is controlled by, or is under common control with the specified Person; and (ii) any Person who is an officer, director, employee, trustee of, or serves in a similar capacity with respect to the specified Person, or of which the specified Person is an officer, director, employee, trustee, or with respect to which the specified Person serves in a similar capacity. For purposes of this definition, control means possessing, directly or indirectly, the power for any reason whatsoever to direct or cause the direction of the management and policies of the Person.

“Capital Account” means an individual account maintained by the Company for each Member, which shall be established and maintained by the Company in accordance with the Regulations under Code Section 704(b). No interest shall be paid on or charged against the balance in such account. The Member’s Capital Account shall initially be equal to the amount of such Member’s Capital Contribution.

“Capital Contribution” means the total amount of cash and the net fair market value of property actually contributed to the Company by the Member (and the predecessor holders of such membership interests in the Company). For purposes of this Agreement, the phrase “net fair market value of property” means the gross fair market value of property, reduced by liabilities assumed by the Company or to which such property is subject.

“Excess Cash Flow” of the Company with respect to any period means all cash receipts of the Company from any source (including but not limited to cash from operations, compensation, or fees and cash from reserves that UTPCF as the Member determines are no longer needed to be reserved or otherwise used) less the portion thereof: (i) used to pay cash disbursements in connection with the Company’s activities (including, but not limited to, debt service, operating expenses, compensation, fees and reimbursements paid to the Member or their Affiliates in accordance with Articles IV and V and the repayment of loans made by the Member to the Company, plus accrued interest); and (ii) used to establish such reserves for capital improvements, working capital, or otherwise, as UTPCF shall deem to be reasonably necessary or appropriate in their absolute discretion in the efficient conduct of the business of the Company.

“Person” means any individual, partnership, limited liability company, corporation, trust, estate, or other entity, as the context may require.

“Regulations” means the Income Tax Regulations issued by The United States Treasury Department, as the same may be amended from time to time.



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Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

[For screen readers, follow instructions located at this path.](#)

Domestic Limited Liability Company Certificate of Amendment or Restatement

Filing Fee: \$50
Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) Domestic Limited Liability Company
 Amendment (129-LAM)

(2) Domestic Limited Liability Company
 Restatement (142-LRA)

Name of Limited Liability Company

Registration Number

Optional: Effective Date (MM/DD/YYYY) Effective Time

Pursuant to Ohio Revised Code Section 1706.172(D), a certificate of amendment delivered to the Ohio Secretary of State for filing under this chapter may specify an effective time and a delayed effective date of not more than ninety days following the date of receipt by the Secretary of State. A certificate of amendment is effective as provided in Ohio Revised Code Section 1706.172(D).

If box (1) Amendment is checked, only complete sections that apply. If box (2) Restatement is checked, all sections below must be completed.

Name of Limited Liability Company
(Name must include one of the following words or abbreviations:
"limited liability company", "limited", "LLC", "L.L.C.", "ltd.", or "ltd".)

Purpose

If applicable, attach a statement as provided in division (B)(3) of section 1706.761 of the Ohio Revised Code to state that the LLC may have one or more series of assets subject to limitations.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

This filing must be signed by at least one person authorized by the limited liability company.

If the person is an individual, then he or she must sign on the "signature" line and print his or her name in the "Print Name" Box.

If the person is a business entity, please print the name of the entity in the "Signature" box and an authorized representative of the business must sign in the "By" box and print his or her name and title or authority in the "Print Name Box."

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**Attachment to Amended and Restated Articles of Organization
University of Toledo Physicians, LLC**

Article I - Purposes: University of Toledo Physicians, LLC (the "Company") is organized exclusively for charitable, scientific, and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The Company is organized and will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the University of Toledo established pursuant to Chapter 3364 of the Ohio Revised Code (the "University"), and University of Toledo Physicians Clinical Faculty, Inc., an Ohio nonprofit corporation ("UTPCF").

In furtherance thereof, the Company will:

1. Promote, enhance, supplement, and assist in the performance of the medical and health education programs and services of the University and UTPCF.
2. Promote, foster, enhance and support the research and clinical service programs of the University, UTPCF and the physicians and other health care providers who render clinical and consulting services in connection with their teaching duties.
3. Provide medical care for persons who may seek care at the University of Toledo Medical Center, or other University facilities, or UTPCF, or be seen by University of Toledo College of Medicine and Life Sciences faculty for diagnosis, treatment, and care, without regard to race, color, creed, sex, age, or ability to pay.
4. Promote community health through participation in an integrated delivery system for the provision of health care services, facilities, and programs to improve the access, quality, and costs of such services for the community served by the University or UTPCF.
5. Assist, through affiliated organizations, the employment and recruitment of physicians to serve in an integrated physician group practice developed by the Company in conjunction with the health care delivery system operated by the University and UTPCF.
6. Promote the advancement and further the aims and purposes of the University and UTPCF through the pursuit of various activities, including, without limitation, the

development and operation of programs and services on behalf of or in conjunction with the University and UTPCF.

7. Function, in collaboration with UTPCF, as the "Faculty Practice Plan" for the University to provide high quality, cost effective, patient-centered oriented health care as an integral component of the academic and research mission of the University and to coordinate and provide for the clinical care aspect of such activities.

Notwithstanding the purposes set forth above:

8. No part of the net earnings of the Company shall inure to the benefit of any director or officer of the Company or other private person, except that the Company is authorized and empowered to pay any reasonable compensation for services rendered and to make payments in furtherance of its stated purposes:

9. No substantial part of the activities of the Company shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and no activity of the Company shall consist of participating or intervening in any political campaign on behalf of, or in opposition to, any candidate for public office (including, without limitation, the publishing or distributing of statements); and

10. The Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the code.

Article II - Member: The sole member of the Company shall be UTPCF ("Member").

Article III - Management of the Company: The powers of the Company shall be exercised, its business and affairs conducted, and its property managed, by the Member. The Company's exercise of any reserve powers over any affiliates and subsidiaries shall be limited by and subject to the Member's power and authority over the Company (the "Member's Powers"), such that the Company shall obtain the consent of the Member before taking any action or allowing any action to be taken which relates directly or indirectly to the Member's Powers, and shall execute the Member's directives with respect to such matters.

Article IV - Dissolution: Upon the dissolution of the Company, the Member of the Company shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company to the Member, provided such Member is then qualified as an exempt organization under Code Section 501(c)(3), or if the Member is not then qualified, to the University of Toledo, provided the University of Toledo is then an instrumentality of the State of Ohio, or if neither the Member is then qualified as an exempt organization nor is the University of Toledo an instrumentality of the State of Ohio, to such organization or organizations that are organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Member shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article V - Amendments: These Amended and Restated Articles of Organization of the Company may only be amended, supplemented, or repealed by a written amendment executed and duly adopted by the Member.

UNIVERSITY OF TOLEDO DENTISTS, LLC

An Ohio Limited Liability Company

OPERATING AGREEMENT

This **OPERATING AGREEMENT** (this "**Agreement**") is made by the University of Toledo Physicians Clinical Faculty, Inc. as the sole member (the "**Member**" or "**UTPCF**"), of the University of Toledo Dentists, LLC, an Ohio limited liability company (the "**Company**"), effective as of the ____ day of _____, 2023 (the "**Effective Date**"). The Member hereby declares this Agreement (and any amendments thereto) to be the "Operating Agreement" of the Company as used in the Act (as defined below).

RECITALS

On June 29, 2022 and pursuant to that certain Certificate of Conversion filed by University of Toledo, Dentists, Inc., the converted entity, and that certain Declaration of Conversion by and between University of Toledo Dentists, Inc. and University of Toledo Dentists, LLC, the Company was converted from a for-profit corporation (i.e., University of Toledo Dentists, Inc.) to a single member non-profit limited liability company ("**LLC**") under Ohio law, in particular, Sections 1701.792 and 1706.83 of the Ohio Revised Code (the "**Conversion**") and will be governed and operated accordingly. As such, all the profits, losses, gains and other interests in the Company are vested solely in the Member, absent a contemporaneous or subsequent written declaration of the Member to the contrary. The Company has elected to keep the federal identification number of the converting entity.

The original Articles of Incorporation of Davis Dental Associates of the Medical College of Ohio, Inc., the converting entity, were filed on December 1, 1978 (and such entity was subsequently re-named the University of Toledo Dentists, Inc. with the filing of amended and restated articles of incorporation on August 10, 2020). The University of Toledo Foundation assigned to the University of Toledo Physicians, LLC all outstanding shares of Davis Dental Associates of the Medical College of Ohio, Inc. pursuant to that certain Charitable Contribution Agreement dated December 31, 2019.

The University of Toledo Physicians, LLC assigned its entire membership interest in the Company to its parent, UTPCF, which is a non-profit corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulation issued under those sections and provisions) (the "**Code**"). The Member previously executed a certain Declaration of Sole Member of the Company dated June 29, 2022 (the "**Declaration**"), which served as the operating agreement of the Company and governed the organization and operation of the Company's business. The Member now wishes to replace the Declaration in its entirety with this Agreement, which shall be effective as of the Effective Date.

The management, operations and activities of the Company will be governed by this Agreement. In furtherance of the foregoing recitals, the Member declares as follows:

ARTICLE I

DEFINITIONS

Any capitalized term used in this Agreement will have the meaning ascribed to such term in Schedule I hereto, unless otherwise expressly provided herein or unless the context otherwise clearly requires.

ARTICLE II

ORGANIZATION OF THE COMPANY

Section 2.1 Formation; Articles of Organization; Foreign Qualification. The Company was formed as described in the Recitals of this Agreement, as set forth above, which are incorporated into this Section 2.1. Prior to the Company's conducting business in any jurisdiction other than the State of Ohio, the Member will cause the Company to comply with all requirements necessary to qualify the Company as a foreign limited liability company in that jurisdiction. At the request of the Member, the Member will execute, acknowledge, swear to, and deliver all certificates and other instruments conforming with this Agreement that are necessary or appropriate to qualify, continue and terminate the Company as a foreign limited liability company in all such jurisdictions in which the Company may conduct business.

Section 2.2 Name. The name of the Company will be "University of Toledo Dentists, LLC." The Member may cause the Company to operate and conduct its business and activities under such other name or names as the Member will determine to be necessary or advisable, subject to all applicable laws.

Section 2.3 No State Law Partnership. Pursuant to the transactions set forth in the Recitals, the Company is a limited liability company subject to the Ohio Revised Limited Liability Company Act, codified at Chapter 1706 of the Ohio Revised Code (the "**Act**"), and the Member expressly does not intend hereby to form a partnership under either the Ohio Uniform Partnership Act nor the Ohio Revised Uniform Limited Partnership Act and does not intend that the Company be a partnership or joint venture, and this Agreement will not be construed to suggest otherwise. The Company has been established as and is intended to operate as an entity separate from its Member.

Section 2.4 Principal Place of Business. The principal place of business of the Company will be located at such address as will be designated from time to time by the Member.

Section 2.5 Statutory Agent. The statutory agent for service of process on the Company in the State of Ohio shall be such Person listed in the records of the Secretary of State of the State of Ohio. The Member may, from time to time, change the statutory agent without the necessity of amending this Agreement.

Section 2.6 Term. The Company as herein constituted will continue in perpetuity unless earlier dissolved and liquidated in accordance with the Act or pursuant to the provisions of this Agreement.

Section 2.7 Member. As described in the recitals to this Agreement, the sole Member of the Company is the University of Toledo Physicians Clinical Faculty, Inc. All rights reserved to the Member regarding the governance of the Company in this Agreement and under the Act shall at all times be exercised in accordance with the internal governance of the sole Member as then in effect.

ARTICLE III

PURPOSES AND POWERS

Section 3.1 Purposes. Subject to Section 3.2 below, the purposes of the Company shall be those set forth in the Articles of Organization.

Section 3.2 Permitted Activities. The Company is organized and will be operated exclusively for charitable, educational and scientific purposes within the meaning of Code Section 501(c)(3). The Company will carry on only such activities as are consonant with the purposes set forth in this Article III. To the extent the Company is regarded as a separate entity for tax purposes, it is intended that the Company will have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code and which is other than a private foundation. This Agreement will be construed, and all authority and activities of the Company will be limited, accordingly. Notwithstanding any other provision of this Agreement, the Company will not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Limitations. No part of the net earnings of the Company will inure to the benefit of, or be distributable to, any incorporator, director, trustee, officer or employee of the Company, or any private individual, except that the Company is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Company will consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Ohio), and the Company will not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, or any issue, whether or not partisan.

Section 3.4 Powers. The purposes described above are in furtherance of and not in limitation of the general powers conferred upon limited liability companies by the laws of the State of Ohio. The Company will have the power and authority, subject to Member approval, to

incur indebtedness, to invest Company funds and to enter into joint ventures, partnerships and other business arrangements to achieve the purposes of the Company, and will have all of the powers granted to a limited liability company under the laws of the State of Ohio, including (but not limited to) the powers specifically enumerated in Section 1706.05 of the Revised Code. Provided, however, that in all cases the Company will not carry on any activities which are inconsistent with the specific provisions of Sections 3.2 and 3.3 hereof nor will the Member act in a way that is inconsistent with its internal governance as then in effect.

ARTICLE IV

CAPITAL CONTRIBUTIONS

Section 4.1 Member's Contributions. The Member may make Capital Contributions to the Company from time to time in such amounts as determined by the Member in its sole discretion; provided, however, that the Member is not obligated or otherwise required to make any such additional contributions to the Company.

Section 4.2 Return of Contributions. The Member will be entitled to the return of its Capital Contributions upon the terms and conditions contained in this Agreement. No interest will be due or payable on either the Member's Capital Account or its Capital Contribution: An unreturned Capital Contribution will not be a liability of the Company.

ARTICLE V

PROFITS AND LOSSES; DISTRIBUTIONS; ACCOUNTING MATTERS

Section 5.1 Allocation of Profits and Losses. All of the profits and losses of the Company and all items of income, gain, loss, deduction or credit will be allocated to and borne by the Member.

Section 5.2 Distributions. Excess Cash Flow will be calculated and distributed to the Member on an annual basis, although the Member may make more frequent distributions in its sole discretion.

Section 5.3 Withdrawals. The Member will be entitled to make withdrawals from its Capital Account by Notice to the Chief Executive Officer of the Company at any time.

Section 5.4 Books. The books of the Company will be kept in the manner determined by the Member and in accordance with generally accepted accounting principles consistently applied. The Member will keep accurate and detailed accounts of all investments, receipts, disbursements and other transactions and proceedings under this Agreement, and all such accounts and other records relating thereto will be open to inspection and audit at all reasonable times by the Member.

Section 5.5 Fiscal Year. The fiscal year of the Company shall be the same as the Member's fiscal year.

Section 5.6 Tax Status. The Member hereby declares that the Company will be treated as a disregarded entity for Federal and Ohio state tax purposes and that appropriate elections or actions will be made with the Internal Revenue Service.

Section 5.7 Tax Returns. The Member will cause to be prepared and filed all necessary federal and state tax returns for the Company.

ARTICLE VI

MANAGEMENT

Section 6.1 Management by Member. The business and affairs of the Company will be managed under the direction of, the Member; and the Member may make all decisions and take all actions for the Company. Notwithstanding the foregoing, an action of the Member means an action by the person or persons authorized to direct the Member to take such action pursuant to the Member's governing documents, including, but not limited to, the Member's Articles of Incorporation, as amended, and the Code of Regulations of the Member, as amended.

Section 6.2 Officers. Unless otherwise determined by the Member, the sole officer of the Company shall be the Chief Executive Officer of the Company, and such position shall be held by the Chief Physician Executive of the Member.

Section 6.3 Clinical Operations. Neither the Member nor the Company will control the professional clinical judgment exercised within accepted and prevailing standards of practice of licensed professionals (of the type described in such provision) employed by it in rendering care, treatment, or professional advice to an individual patient.

ARTICLE VII

LIMITATION OF LIABILITY

Section 7.1 Limited Liability. The debts, obligations and liabilities of the Company are solely the debts, obligations and liabilities of the Company and the Member will not be personally liable solely by reason of being the Member of the Company. The failure of the Company to observe formalities or requirements relating to the exercise of its powers or management of its business or affairs under this Agreement will not be grounds for imposing liability on the Member for liabilities of the Company to any third party. The Member will be entitled to rely on the provisions of this Agreement, and the Member will not be liable to the Company for any action or refusal to act taken in good faith reliance on the terms of this Agreement. The Member and the Company hereby agree that the duties and obligations imposed on the Member as such will be those set forth in this Agreement, which is intended to govern the relationship between the Company and the Member, notwithstanding any provision of the Act or common law to the contrary.

Section 7.2 Limitation of Liability. The Member's liability for the debts and obligations of the Company shall be limited as set forth in the Act and Section 7.1 above.

Section 7.3 Survival. The provisions of this Article VII will survive the termination of this Agreement.

ARTICLE VIII

TRANSFERS OF INTERESTS

Section 8.1 Right to Transfer. To the extent the Member is legally permitted and authorized, the Member will be entitled, in its sole and absolute discretion, at any time and from time to time, to sell, mortgage, hypothecate, transfer, pledge, assign, donate, create a security interest in or lien on, encumber, give, place in trust (voting or other) or otherwise dispose of all or any portion of its membership interest in the Company, including the Member's (A) interest in the profits, losses, allocations of other items and distributions from the Company, (B) rights with respect to the management and administration of the Company, (C) access to or rights to demand or require any information or account of the Company or its affairs, and (D) rights to inspect the books and records of the Company (collectively, the "**Member's Interest**").

Section 8.2 Status of Third Party Transferee. No transferee, including any transferee by operation of law or court order, of all or any portion of the Member's Interest will, without the prior written consent of the Member, which consent may be withheld by the Member in its sole and absolute discretion, acquire the status of a substituted or additional member of the Company under the Act or under this Agreement, but will have solely the status, rights and privileges of an assignee. In the event a substitute or additional member is admitted to the Company in accordance with this Section 8.2, such substitute or additional member will be responsible for the payment of all fees and expenses associated with the transfer and such substitution or admission as the Member may require.

ARTICLE IX

DISSOLUTION, LIQUIDATION AND TERMINATION OF THE COMPANY

Section 9.1 Dissolution. The Company will be dissolved and its affairs wound up on the first to occur of the following:

- (a) the written election of the Member to dissolve; or
- (b) an entry of a decree of judicial dissolution of the Company.

Section 9.2 Liquidation and Termination. On dissolution of the Company, the Member will act as liquidator. The liquidator will proceed diligently to wind up the affairs of the Company and make final distributions as provided herein and in the Act. The costs of liquidation will be borne as a Company expense. Until final distribution, the liquidator will continue to manage the Company assets with all of the power and authority of the Member. A reasonable

time will be allowed for the orderly liquidation of the assets of the Company and the discharge of liabilities to creditors so as to enable the liquidator to minimize any losses resulting from liquidation. The liquidator, as promptly as possible after dissolution, will apply the proceeds of liquidation as set forth in the remaining sections of this Article IX.

Section 9.3 Payment of Debts. The assets will first be applied to the payment of the liabilities of the Company and the expenses of liquidation.

Section 9.4 Reserve. Notwithstanding the foregoing provisions, the liquidator may retain such amount as it deems necessary as a reserve for any contingent liabilities or obligations of the Company, which reserve, after the passage of a reasonable period of time, will be distributed pursuant to the provisions of this Article IX.

Section 9.5 Final Accounting. The Member will be furnished with a statement prepared by the Company's certified public accountants, which will set forth the assets and liabilities of the Company as of the date of the complete liquidation. Upon the compliance by the liquidator with the foregoing distribution plan, the liquidator will execute and cause to be filed a Certificate of Cancellation and any and all other documents necessary with respect to termination and cancellation of the Company under the Act.

ARTICLE X

AMENDMENTS

This Agreement may be amended or modified from time to time only by written agreement adopted by the Member.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Applicable Law. The validity, nature, obligations, effect and interpretation of this Agreement or any of the terms and conditions hereof, and any and all questions arising hereunder or in connection herewith, will be governed by the laws of the State of Ohio, without regard to conflict of law principles.

Section 11.2 Notices. All notices, consents, approvals, reports, designations, requests, waivers, elections and other communications (collectively "Notices") authorized or required to be given pursuant to this Agreement will be given in writing and will be deemed to have been duly given when (a) delivered by hand (with written confirmation of receipt), (b) sent by email (with written confirmation of receipt), provided that a copy is mailed by registered mail, return receipt requested, (c) sent by registered or certified mail, return receipt requested, or (d) when received by the addressee, if sent by a nationally recognized overnight delivery service (receipt requested). The Member may change its address for the receipt of Notices at any time by giving Notice thereof to the Chief Executive Officer of the Company.

Section 11.3 Section Titles. Section titles are for descriptive purposes only, do not form a substantive part of this Agreement and will not control or alter the meaning of this Agreement.

Section 11.4 Entire Agreement. This Agreement constitutes the entire operating agreement for the Company pursuant to the Act, and supersedes all prior operating agreements, including any written declarations of the Member.

Section 11.5 Waivers. No waiver of any breach of any of the terms of this Agreement will be effective unless such waiver is in writing and signed by the Member, provided that in all cases the Member shall have complied with its governing documents in making such waiver. No waiver by the Member will thereafter be construed as a waiver of any subsequent breach or default of a similar nature, or as a waiver of any such provisions, rights, remedies or privileges hereunder. No failure or delay on the part of the Member or the Company in exercising any right, power or privilege hereunder and no course of dealing by the Member or between the Member and the Company will operate as a waiver thereof, nor will any single or partial exercise of any right, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein expressly provided are cumulative and not exclusive of any other rights or remedies which the Member or the Company would otherwise have at law or in equity or otherwise. No waiver of any breach will be deemed to be a waiver of any other or subsequent breach.

Section 11.6 Severability. If any provision of this Agreement or the application thereof to any circumstance will be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this Agreement or of the application of such provision to circumstances other than those as to which it is held invalid, illegal or unenforceable will not in any way be affected or impaired thereby.

Section 11.7 Further Assurances. The Member will execute such deeds, assignments, endorsements, evidences of transfer and other instruments and documents and will give such further assurances as will be necessary to perform its obligations hereunder.

Section 11.8 Number and Gender. As used in this Agreement, all pronouns and any variation thereof will be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the Person or Persons may require.

Section 11.9 Successors and Assigns. Except as otherwise provided in this Agreement, every covenant, term and provision of this Agreement will be binding upon and inure to the benefit of the Member and its respective successors and permitted assigns.

Section 11.10 Survival. It is the express intention and agreement of the Member that all covenants, agreements, statements, representations, warranties and indemnities made in this Agreement will survive the execution and delivery of this Agreement.

Section 11.11 Rights of Creditors and Third Parties under Agreement. This Agreement is made and entered into by the Member for the exclusive benefit of the Company,

its Member, and its successors and assigns. This Agreement is expressly not intended for the benefit of any creditor of the Company or any other Person. Except and only to the extent provided by applicable statute, no such creditor or third party will have any rights under this Agreement or any agreement between the Company and the Member with respect to any Capital Contribution or otherwise.

[Remainder of page intentionally blank – signature page follows]

IN WITNESS WHEREOF, the Member has caused this Agreement to be executed and delivered by its duly-authorized representative as of the day and year first above written.

MEMBER:

UNIVERSITY OF TOLEDO PHYSICIANS
CLINICAL FACULTY, INC.

By: _____

Name: _____

Title: _____

SCHEDULE I

DEFINITIONS

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Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

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 Amendment (129-LAM)

(2) Domestic Limited Liability Company
 Restatement (142-LRA)

University of Toledo Dentists, LLC

Name of Limited Liability Company

526667

Registration Number

Optional: Effective Date (MM/DD/YYYY)

Effective Time

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Name of Limited Liability Company

(Name must include one of the following words or abbreviations: "limited liability company", "limited", "LLC", "L.L.C.", "ltd.", or "ltd".)

Purpose

Please see attached.

If applicable, attach a statement as provided in division (B)(3) of section 1706.761 of the Ohio Revised Code to state that the LLC may have one or more series of assets subject to limitations.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

This filing must be signed by at least one person authorized by the limited liability company.

If the person is an individual, then he or she must sign on the "signature" line and print his or her name in the "Print Name" Box.

If the person is a business entity, please print the name of the entity in the "Signature" box and an authorized representative of the business must sign in the "By" box and print his or her name and title or authority in the "Print Name Box."

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**Attachment to Amended and Restated Articles of Organization
University of Toledo Dentists, LLC**

Article I - Purposes: University of Toledo Dentists, LLC (the "Company") is organized exclusively for charitable, scientific, and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The Company is organized and will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the University of Toledo established pursuant to Chapter 3364 of the Ohio Revised Code (the "University"), and University of Toledo Physicians Clinical Faculty, Inc., an Ohio nonprofit corporation ("UTPCF").

In furtherance thereof, the Company will:

1. Engage in the practice of dentistry through licensed professionals as the affiliated dental practice entity of the University of Toledo.
2. Engage in all other benevolent, charitable, educational and scientific activities authorized by the laws of the State of Ohio which are conducted in a manner consistent with the provisions of Section 501(c)(3) of the Code, which are in furtherance of the charitable purposes of the Company and its sole member, UTPCF.

Notwithstanding the purposes set forth above:

3. No part of the net earnings of the Company shall inure to the benefit of any director or officer of the Company or other private person, except that the Company is authorized and empowered to pay any reasonable compensation for services rendered and to make payments in furtherance of its stated purposes:
4. No substantial part of the activities of the Company shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and no activity of the Company shall consist of participating or intervening in any political campaign on behalf of, or in opposition to, any candidate for public office (including, without limitation, the publishing or distributing of statements); and

5. The Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the code.

Article II - Member: The sole member of the Company shall be UTPCF (“Member”).

Article III - Management of the Company: The powers of the Company shall be exercised, its business and affairs conducted, and its property managed, by the Member. The Company’s exercise of any reserve powers over any affiliates and subsidiaries shall be limited by and subject to the Member’s power and authority over the Company (the “Member’s Powers”), such that the Company shall obtain the consent of the Member before taking any action or allowing any action to be taken which relates directly or indirectly to the Member’s Powers, and shall execute the Member’s directives with respect to such matters.

Article IV - Dissolution: Upon the dissolution of the Company, the Member of the Company shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company to the Member, provided such Member is then qualified as an exempt organization under Code Section 501(c)(3), or if the Member is not then qualified, to the University of Toledo, provided the University of Toledo is then an instrumentality of the State of Ohio, or if neither the Member is then qualified as an exempt organization nor is the University of Toledo an instrumentality of the State of Ohio, to such organization or organizations that are organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Member shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article V - Amendments: These Amended and Restated Articles of Organization of the Company may only be amended, supplemented, or repealed by a written amendment executed and duly adopted by the Member.

THE UNIVERSITY OF TOLEDO BOARD OF TRUSTEES

RESOLUTION NO. 23-02-05

**APPROVAL OF THE UNIVERSITY OF TOLEDO'S
*UTOLEDO REIMAGINED: STRATEGIC PLAN 2023-2028***

- WHEREAS, the previous strategic plan for the University of Toledo (“University”) was approved on June 19, 2017, and entitled *Path to Excellence: Strategic Plan 2017-2022*; and
- WHEREAS, this strategic plan (“*UToledo Reimagined*”) will provide a framework of priorities for the University to follow for the next five years; and
- WHEREAS, in the fall of 2021, the University undertook the initiative of developing this strategic plan by engaging with a comprehensive committee representing multiple stakeholder groups and employing the feedback from over 3,800 stakeholders to develop six overarching goals for our University; and
- WHEREAS, detailed metrics to accompany each goal/ strategy have been identified and will be monitored to help guide decision making; and
- WHEREAS, the Board of Trustees were presented with numerous updates on the strategic plan during its development and nominated a representative to the working committee.

NOW, THEREFORE, BE IT RESOLVED,

that The University of Toledo Board of Trustees hereby endorses *UToledo Reimagined: Strategic Plan 2023-2028* and hereby empowers University administration to proceed with the implementation of the plan.

The University of Toledo
5-Year Strategic Plan
UTOLEDO REIMAGINED:
STRATEGIC PLAN 2023-2028

MISSION

The University of Toledo improves the human condition as a public research university and academic medical center whose mission is to educate students to become future-ready graduates, cultivate leaders, create and advance knowledge, care for patients and engage our local, national and global communities.

VISION

The University of Toledo will impact the present and shape the future through our actions and discoveries. To achieve this vision, we will:

- Prioritize student success, health and well-being;
- Create a diverse community built on foundations of respect, inclusion and belonging;
- Embrace a people-first culture where we are known for outstanding student experiences, alumni and donor engagement, patient satisfaction and as an employer of choice;
- Launch graduates equipped to think critically, act ethically, collaborate and communicate effectively in diverse environments, and apply their knowledge and skills to analyze and solve real-world problems;
- Build on our distinct strengths and invest in areas that increase the University's impact;
- Foster research, innovation, discovery and creative work that transform our world;
- Partner with our communities to advance our mutual success and create opportunity for all;
- Inspire a love of life-long learning and commitment to serving others; and
- Develop and strengthen relationships that invest in our mission to improve the human condition.

VALUES

- **Academic Excellence** – We embrace the highest standards of achievement, challenging our students, faculty and staff to reach their greatest potential.
- **People-Centered** – We prioritize our relationships with our students, faculty, staff, patients, alumni and donors, creating a culture where everyone feels valued, supported and part of the Rocket family.
- **Inclusion** – We foster belonging, equity and respect for all as part of our commitment to valuing diversity of people and ideas.
- **Community** – We advance the public good in our regional, state, national and global communities through service and collaboration.
- **Research and Innovation** – We impact the world around us through innovation in discovery, integration, application, teaching and creative works.
- **Integrity** – We are trustworthy, acting with honesty, transparency, accountability and authenticity in all we do.
- **Efficiency and Effectiveness** – We ensure long-term success through fiscal stability, sustainability, alignment, efficiency and operational excellence.

The University of Toledo
5-Year Strategic Plan
UTOLEDO REIMAGINED:
STRATEGIC PLAN 2023-2028

For 150 years, The University of Toledo has been fueling tomorrows through education, research and discovery, patient care and economic development. As a national public research university and academic medical center, UToledo is a community of scholars committed to empowering our students and engaging our regional, state, national and global communities to improve the human condition – today and for the future.

Together, we will:

Goal 1 (G1). Ensure Student Success from Recruitment through Graduation

- G1 Strategy 1: Implement an enrollment management plan that prioritizes student success.**
- G1 Strategy 2: Enhance recruitment, outreach, and communication to prospective students.**
- G1 Strategy 3: Elevate student success through learning support and timely degree completion.**
- G1 Strategy 4: Invigorate campus life and student experiences.**

Goal 2 (G2). Deliver Relevant and Innovative Academic Programs

- G2 Strategy 1: Identify and prioritize relevant and strategic academic programs.**
- G2 Strategy 2: Enhance student learning, access, and opportunities through multiple curricula delivery modalities.**
- G2 Strategy 3: Better utilize academic structure for programmatic and financial efficiencies.**
- G2 Strategy 4: Emphasize healthcare related academic programs that build on UTMC strengths.**

Goal 3 (G3): Set the Standard for Health Education and Patient Care

- G3 Strategy 1: Provide students with nationally recognized academic and research experiences.**
- G3 Strategy 2: Increase health care quality, safety, and patient-satisfaction.**
- G3 Strategy 3: Integrate the clinical enterprise to drive efficiency and health care excellence.**

Goal 4 (G4): Distinguish UToledo Regionally, Nationally, and Internationally

- G4 Strategy 1: Develop and promote Community Engagement and Strategic Partnerships.**
- G4 Strategy 2: Invest in and support research and innovation.**
- G4 Strategy 3: Continue upward trajectory in national rankings.**
- G4 Strategy 4: Highlight unique strengths and advantages of a UToledo education.**
- G4 Strategy 5: Continue to elevate UToledo in areas of sustainability.**

Goal 5 (G5): Foster a People-Centered Culture

- G5 Strategy 1: Promote a culture of respect, inclusion, and belonging.**
- G5 Strategy 2: Attract and retain the best and the brightest.**
- G5 Strategy 3: Provide opportunities to connect students, faculty, and staff with our community, alumni, and donors.**

Goal 6 (G6): Position UToledo for Future Success through Financial and Operational Effectiveness

- G6 Strategy 1: Implement and assess the incentive-based budget model.**
- G6 Strategy 2: Strengthen alumni and donor engagement.**
- G6 Strategy 3: Increase fundraising opportunities and major investments.**
- G6 Strategy 4: Align UToledo's physical footprint with current and future utilization needs.**
- G6 Strategy 5: Invest in strategic capital improvement projects.**
- G6 Strategy 6: Increase sustainable operations.**