

**Minutes
The University of Toledo
180th Meeting of the Board of Trustees
Wednesday, June 26, 2024
WebEx/CADE
9:00 a.m.**

The one-hundred eightieth meeting of The University of Toledo Board of Trustees was held on Wednesday, June 26, 2024, in the Center for Alumni and Donor Engagement Fredrick Wolfe Board Room and virtually, via WebEx. Chair Will Lucas called the meeting to order at 9:06 a.m. and read the mission statement of The University of Toledo. Secretary to the Board, Ms. Katie DeBenedictis, recorded the minutes.

**CALL TO
ORDER**

The following Board of Trustees members were in attendance:

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

ATTENDANCE

The following Board of Trustees members were not in attendance:

Michael Miller

A quorum of the Board was constituted.

The following individuals were also in attendance:

Floyd Akins, VP for Advancement
Melissa Burden, Toledo Blade
Frank Calzonetti, VP for Innovation

Meghan Cunningham, Director University Communications
Dave Cutri, Executive Director of Internal Audit and Chief Compliance Officer
Katie DeBenedictis, Secretary to the Board of Trustees
Mike Dennis, Sr. Assoc. VP for Finance & Auxiliaries and Treasurer
Susan Edinger, Manager, Internal Auditor
Beth Gerasimiak, Director of Academic Personnel Administration
Brenda Grant, Associate Vice President for Academic Finance and Planning
Troy Holmes, UTMCO CFO

John Huber, Chief Administrative and Financial Officer, UTP
 Mary Humphrys, Associate Professor
 Charles Jake, VP for Legal Affairs and General Counsel
 Sherri Kaspar, Park UToledo
 John Lautzenheiser, UTPD
 Brenda Lee, President UToledo Foundation
 William McCreary, VP for Information Technology and CIO
 Traci McDaniel, Executive Assistant
 Scott Molitor, Interim EVP for Academic Affairs and Provost
 Patricia Mowery, Graduate Education and Research Coordinator
 Megan Newcomer, Executive Assistant
 Shannon Neumann, AVProvost for Student Success and Engagement
 Angela Paprocki, COA/AVP of Institutional Effectiveness
 April Ramsey, Executive Assistant
 Terence Romer, AVP of Business Insights
 Janelle Schaller, Deputy General Counsel
 Connie Schall, Interim VP for Research
 Matthew Schroeder, Interim President
 Breanne Simkin, Huron Consulting
 Sammy Spann, Vice President for Student Affairs
 Rick Swaine, UTMC CEO
 Sabrina Taylor, Assoc. VP of Budget and Planning
 Rod Theis. Director of UTPD
 Don Wedding, UTAAUP
 Alex Zernechel, Associate Director for Involvement

Board Chair Lucas presented Proclamation No. 24-06-26: In Recognition of the 2023-24 Rockets Student Athletes and Coaches. Following the reading of the Proclamation, Trustee Lucas and all members of the board congratulated Bryan Blair on his successful year. Mr. Blair thanked the board for their support.

**PROCLAMATION
NO. 24-06-26**

Board Chair Lucas requested a motion to enter executive session to discuss trade secrets under Ohio Uniform Trade Secret Act and to have a conference with an attorney for the university concerning disputes that are the subject of pending or imminent court action. Trustee Ciucci made the motion and it was seconded by Trustee Isaac. Ms. DeBenedictis conducted a roll call vote: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; and Isaac, yes.

**EXECUTIVE
SESSION**

Following discussion, the board exited executive session with no action taken.

Board Chair Lucas requested a motion to waive the reading of the April and May Board and Committee meeting minutes and approve them as written. A motion was received from Trustee Ebersole, seconded by Trustee Awadalla and approved by the board.

**APPROVAL OF
MEETING
MINUTES**

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

Trustee Isaac read the Academic and Student Affairs Committee report: The Academic and Student Affairs Committee met on Tuesday, June 25 at 4pm via Webex. A stakeholder report was received from graduate council for review in the board packet. Dr. Jerry Van Hoy, president of faculty senate, provided a brief report during the meeting.

Following the stakeholder report, several action items were approved by the committee. These items can all be found on today's consent agenda and include:

- Approval of the meeting minutes from the April meeting.
- Resolution No. 24-06-25 endorsing the updated University Completion Plan. This plan will be reviewed and updated at least once every two years and a copy will be provided to the Chancellor of the Ohio Department of Higher Education.
- Approval of the recommended faculty for emeritus status.
- Approval of the tenure appointment for Dr. Zhang in the College of Medicine and Life Sciences.
- Approval of the recommendation to rename the Department of Communication to the Department of Communication and Media.
- And, approval to merge the Department of Neurosciences and the Department of Psychiatry into one department called the Department of Neurosciences and Psychiatry.

Trustee Ebersole read the Finance and Audit Committee Report: The Finance and Audit Committee met on Friday, June 21 at 9am via Webex.

Under discussion items, Mr. Todd Deindoerfer, Mr. Michael Johns and Mr. Tim Loeffler from CLA provided the 2024 UToledo Audit Planning Presentation.

Additionally, Mr. Michael Dennis, Sr. Associate Vice President for Finance, gave a presentation on the FY24 financial performance through May. He highlighted the consolidated income statement, balance sheet, and statement of cash flows.

Following an executive session discussion, the committee moved to the action items portion of the agenda. Several action items were approved by the committee. These items can all be found on today's consent agenda and include:

- The meeting minutes from the April Finance and Audit Committee meeting.
- Resolution No. 24-06-15 authorizing approval of the FY25 operating budgets and tuition and fees.

COMMITTEE REPORTS

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

FINANCE AND AUDIT COMMITTEE MEETING

- Resolution No. 24-06-16 approving the use of FY24 net surplus after all obligations have been satisfied to be directed to capital equipment and infrastructure needs for the University.
- Resolution No. 24-06-17 authorizing UToledo to enter into a contract with Digital Resources Inc. to upgrade the digital assets in John F. Savage Arena and to fund the contract by modifying the Rocket Sports Properties multimedia rights agreement.
- Resolution No. 24-06-18 approving the construction of a pedestrian bridge over Douglas Road near the east side of Savage Arena.
- Resolution No. 24-06-19 authorizing UToledo to enter a service agreement for the use of 715 Dell AIO computers for the next 4 years.
- Resolution No. 24-06-20 approving transactions with BVK to lead production of a new advertising campaign and to manage media strategy and campaign implementation.
- And, Resolution No. 24-06-21 approving a professional service agreement with WittKieffer for executive position searches.

The committee was encouraged to review informational items in their packets including the CLA Governance Communication, Moody's Ratings information and a review of a BVK timeline.

Trustee Ciucci read the Trusteeship and Governance report: The Trusteeship and Governance Committee met on Monday, June 24 at 9:00am via Webex.

The committee approved several action items that can be found on today's consent agenda. These items include:

- The meeting minutes from the April trusteeship and governance committee meeting
- The Personnel Action Report for June.
- Resolution No. 24-06-22 which details revisions to university appointing authorities.
- Resolution No. 24-06-23 ratifying the agreement between The University of Toledo and CWA for a collective bargaining agreement for a term commencing January 1, 2024 and expiring December 31, 2025.
- Recommended changes to OAC Bylaw 3364-1-07.
- Resolution No. 24-06-24 appointing the following public members to the UToledo Health Board: Neema Bell, Cleves Delp, Jeannie Hylant,

TRUSTEESHIP AND GOVERNANCE COMMITTEE

Jodi Miehl and Gerald Zelenock.

- And, the committee voted to approve a recommendation to confer the “emeritus trustee” title to Will Lucas.

Mr. Schroeder provided the UToledo Health Board report: The UToledo Health Board last met on May 1, 2024. During that meeting former President and Chair of the UToledo Health Board, Greg Postel, announced that May 1 would be his final UToledo Health Board meeting and the Chair of the Board of Trustees would be appointing the next chair of the UToledo Health Board. Additionally, he recognized the resignation of Rebecca Ramirez and thanked Mr. John Huber for leading UTP during a time of transition.

There was a lengthy discussion in executive session. Following the discussion, the meeting was adjourned.

In addition, the privileging/credentialing and safety/quality committee continues to meet monthly to approve the medical chief of staff report.

UToledo Health looks to become a stronger enterprise in the next year.

As Trustee Ciucci mentioned, 5 public members will be added to the board following the approval of today’s consent agenda.

Additionally, within UToledo Health leadership, Dr. Ryan Sadeghian began his role as Chief Medical Information Officer on June 10, Dr. Jason Schroeder, a neurosurgeon at UTMC, was appointed interim Chief Physician Executive, and, we welcome Dr. Imran Ali, professor and Clair Martig Endowed Chair in the department of neurology, as interim dean of the college of medicine and life sciences. He will replace Dr. Cooper, who has served as Dean for the past 10 years.

I would like to take this opportunity to thank Dr. Cooper for his years of service on behalf of the University of Toledo.

We will spend time in orientation with our new board members over the next couple weeks and the next meeting of the UToledo Health Board will take place in early August.

Trustee Ebersole provided the Nominating Committee report: The committee met on Tuesday, June 25 to discuss board officers for the next fiscal year...

The Committee believes that Patrick Kenney, who has served as board vice chair this past year should be nominated to serve as Board Chair. Patrick has served as a trustee since 2017. His knowledge of UToledo and thoughtful ideas on how to work through many of the University’s priorities will make him a strong chair of the Board.

UTOLEDO HEALTH

NOMINATING COMMITTEE

The Committee also believes that Eleanore Awadalla should be nominated as vice chair. Eleanore has served on the Board of Trustees since September of 2019. She has served on all board committees and served as chair of the trusteeship and governance committee and vice chair of the academic and student affairs committee. Notably, trustee Awadalla was an initial appointment to the UToledo Health Board in the fall of 2023. We feel Trustee Awadalla's clinical experience and involvement with all board committees will make her a strong vice chair for the upcoming year.

Finally, the Committee would like to recommend that Katie DeBenedictis continue to serve in the role of Board Secretary for FY25. Katie has worked with the board since 2019 and runs all board operations efficiently and in a professional manner. We look forward to working with Katie again in the next year.

Following comments from the new officers, Board Chair Lucas asked for any additional nominations. Hearing none, he asked for a motion to approve the FY25 Board Officers. A motion was made by Trustee, Baker, seconded by Trustee Isaac and approved by the board.

Board Chair Lucas requested a motion for approval of the Consent Agenda for this meeting. A motion was received from Trustee Ciucci, seconded by Trustee Awadalla and approved by the board

There was an item of other business to discuss. Resolution No. 24-06-27: Appointment of UTH Board Members and Chair of UTH Board. Board Chair Lucas presented the resolution which confirms the appointment of up to 4 members of the UToledo Board on the UToledo Health Board. The term of service is one year. As chair of the board of trustees and in consultation with the president and chair of the trusteeship and governance committee, I would like to appoint Eleanore Awadalla, Steve Ciucci and Zac Isaac to the UToledo Health Board. Additionally, I would like to appoint Steve Ciucci as chair of the board for FY25. Board Chair Lucas requested a motion to approve Resolution No. 24-06-27. A motion was provided by Trustee Baker, seconded by Trustee Kenney and approved.

Mr. Schroeder thanked the board for approval of the capital spending which will enhance the multiple campus master plan. Additionally, he thanked Jason Toth for his work with the Pedestrian Bridge. He also highlighted the effort of the budget team and academic affairs for completing the FY25 budget.

Mr. Schroeder stated that we are a people organization and 80% of our spend is on people. He is proud of the relationship with CWA and optimistic about future agreements.

Mr. Schroeder looks forward to working with the new members of the UTH Board and feels they each will bring significant value to the enterprise.

FY25 BOARD OFFICERS

APPROVAL OF CONSENT AGENDA

OTHER BUSINESS RESOLUTION NO. 24-06-27

PRESIDENT'S REPORT

Additionally, he congratulated the emeritus faculty award winners and Chair Lucas on the emeritus trustee title. All well deserved honors.

Chair Lucas made comments about outgoing student trustee, Madeline Vining and congratulated her on her success. He honored her by reading Proclamation No. 24-06-28 and highlighting her honors. Madeline thanked Chair Lucas and the board for her experience.

Vice-Chair Patrick Kenney made congratulatory remarks about outgoing Chair Lucas. He honored Mr. Lucas by reading Proclamation No. 24-06-29 highlighting his many accomplishments. Following the reading of the proclamation, many members of the board offered their congratulatory remarks. Chair Lucas thanked all the members of the board for their service and said he was grateful and appreciative of his time on UToledo's board.

Chair Lucas stated that there was a need to enter executive session. He requested a motion to enter executive session to discuss the employment and compensation of a public employee. A motion was provided by Trustee Ebersole and seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; and Isaac, yes. Following discussions, the board exited executive session with no action taken.

With no further business to discuss, Chair Lucas adjourned the meeting at 2:12 p.m.

**CHAIR'S REPORT
PROCLAMATION
NO. 24-06-28 AND
NO, 24-06-29**

**EXECUTIVE
SESSION**

ADJOURNMENT