Minutes
The University of Toledo
194th Meeting of the Board of Trustees
Wednesday, March 5, 2025
WebEx/CADE
8:45 a.m.

CALL TO ORDER

The one-hundred ninety-fourth meeting of The University of Toledo Board of Trustees was held on Wednesday, March 5, 2025, in the Center for Alumni and Donor Engagement Fredrick Wolfe Board Room and virtually, via WebEx. Chair Patrick Kenney called the meeting to order at 12:30 p.m. and read the mission statement of The University of Toledo. Secretary to the Board, Ms. Katie DeBenedictis, recorded the minutes.

ATTENDANCE

The following Board of Trustees members were in attendance:
Eleanore Awadalla, Vice Chair (in-person)
Alfred A. Baker (virtual)
Stephen P. Ciucci (virtual)
Lidia Ebersole, (in-person)
Zac Isaac (in-person)
Adam Levine (in-person)
Patrick Kenney, Chair (in-person)
Nate Boley, Student Trustee (in-person)
Kevin Bishop, Student Trustee (in-person)
Thomas Wakefield, National Trustee (in-person)

The following Board of Trustee member was absent:
Mike Miller

A quorum of the Board was constituted.

The following individuals were also in attendance:
Anne Balazs, Dean, Neff College of Business
Dan Barbee, Interim CEO of UTMC
Tony Bourne, VP for Strategic Enrollment Management
Lori Burkholder, Senior Business Manager
Frank Calzonetti, VP for Innovation
Lena Carroll, Associate VP of Financial Planning and Budget
Jeff Cole, Strategic Communications
Meghan Cunningham, Director University Communications
Dave Cutri, Exe. Dir. of Internal Audit
Katie DeBenedictis, Chief of Staff and AVP for University Board Affairs
Susan Edinger, Internal Audit Manager
Nicky Gorny, Media Relations Specialist

John Huber, Chief Administrative and Financial Officer, UTP
Charles Jake, VP for Legal Affairs and General Counsel
Lee Johnson, EVP for Finance and Administration and CFO
Brenda Lee, President UToledo Foundation
Tyrel Linkhorn, Media Relations Specialist
Scott Molitor, Interim EVP for Academic Affairs and Provost
Megan Newcomer, Executive Assistant
Billy Pierce, Director of Alumni
Eric Tauton, Toledo Blade
Connie Schall, Interim VP for Research
Matthew Schroeder, Interim President
Jason Schroeder, Interim Chief Physician Executive
Rod Theis, Chief of UTPD
Mind Ward, UTP Controller
Alex Zernechel, Assoc. Director of Student Engagement
UToledo AAUP

APPROVAL OF MEETING MINUTES

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

CONSENT AGENDA

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

COMMITTEE REPORTS

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

Trustee Ebersole did not have a report for the academic and student affairs committee.

Trustee Isaac stated the there was an additional resolution approved at the finance and audit committee meeting that was not on the consent agenda. Resolution No. 25-03-10 was approved authorizing UToledo to review, consider and implement recommendations in the Internal Audit Maturity Assessment in a manner consistent with what has been presented by management and in the Internal Audit Function Maturity Assessment. Trustee Isaac recommended approval by the full board. Trustee Kenney requested a motion to approve Resolution No. 25-03-10. Trustee Levine made the motion and it was seconded by Trustee Awadalla. Ms. DeBenedictis took a roll call vote: Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; Isaac, yes; and, Levine, yes.

Trustee Kenney did not have a report for the trusteeship and governance committee.

Trustee Ciucci reported that the third meeting of the UToledo Health board took place on February 5. The group welcomed Dr. Chuck Callahan as the new EVP for Health Affairs to UToledo. They also heard an update on contract modernization efforts, financials, and approved the medical chief of staff report. Additionally, there were two items of UToledo Health Business that warrant discussion at today's UToledo Board meeting. Trustee Ciucci requested an executive session to discuss these items of business. Trustee Kenney requested a motion to enter executive session to discuss trade secrets under Ohio Uniform Trade Secrets Act. Trustee Ciucci made the motion and it was seconded by Trustee Isaac. Ms. DeBenedictis took a roll call vote: Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; Isaac, yes; and, Levine, yes. Following the discussion, the group exited executive session with no action taken.

EXECUTIVE SESSION

OTHER BUSINESS

Trustee Kenney reported that there were two items of other business to discuss. Dr. Chuck Callahan presented the clinic alignment plan to the board. This opportunity improves patient experience, operations, quality outcomes, financial outcomes and enhances the reputation as a premier academic health system. Trustee Kenney requested a motion for approval of the clinic alignment plan. Trustee Isaac made the motion and it was seconded by Trustee Ebersole. Ms. DeBenedictis took a roll call vote: Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; Isaac, yes; and, Levine, yes.

CLINIC ALIGNEMENT PLAN

Mr. John Huber presented the Resolution of the Member – Investment Funds. The resolution approves a proposed liquidation of $4M in UTPCF investment funds. Trustee Kenney requested a motion for approval. Trustee Awadalla made the motion and it was seconded by Trustee Ciucci. Ms. DeBenedictis took a roll call vote: Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; Isaac, yes; and, Levine, yes.

INVESTMENT FUNDS

Mr. Schroeder's president report included comments about the successful Day of Giving event, interim leadership at UTF during this transition period and announcement of permanent deans for the College of Medicine and Life Sciences, College of Law and College of Engineering. Additionally, he praised the UToledo team for the stable S&P rating and R1 designation. He congratulated the UToledo Health team on the clinic alignment plan and provided an update on open searches on campus.

PRESIDENT'S REPORT

Chair Kenney also congratulated UToledo on the R1 status designation. He encouraged all to attend the celebration on April 2. He also mentioned other upcoming events including the Perspectives thought leadership series on March 24, the Glass City Live concert on May 24, and spring commencement ceremonies in early May. Additionally, Trustee Kenney congratulated all who received a honorary degree or a distinguished award at today's meeting.

CHAIR'S REPORT

Chair Kenney stated that there was a need to enter executive session. He requested a motion to enter executive session to discuss trade secrets under Ohio Uniform Trade Secret Act and 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: Kenney, yes; Awadalla, yes; Baker, yes; Ciucci, yes; Ebersole, yes; Isaac, yes; and Levine, yes. Following the discussion, the board exited executive session with no action taken.	**EXECUTIVE SESSION**
With no further business to discuss, Chair Kenney adjourned the meeting at 4:05 p.m.	**ADJOURNMENT**