

Minutes
The University of Toledo
169th Meeting of the Board of Trustees
Wednesday, September 27, 2023
WebEx/CADE
9:00 a.m.

The one-hundred sixty-ninth meeting of The University of Toledo Board of Trustees was held on Wednesday, September 27, 2023, in the Center for Alumni and Donor Engagement Fredrick Wolfe Board Room and virtually, via WebEx. Chair Will Lucas called the meeting to order at 9:02 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 (in-person)
G. Brent Bishop (in-person)
Stephen P. Ciucci (virtual)
Zac Isaac (in-person)
Will Lucas, Chair (in-person)
Patrick Kenney, Vice-Chair (in-person)
Michael Miller (in-person)
Mary Ellen Pisanelli, (in-person)
Madeline Vining, Student Trustee (in-person)
Kevin Bishop, Student Trustee (in-person)
Thomas Wakefield, National Trustee (in-person)

ATTENDANCE

A quorum of the Board was constituted.

The following individuals were also in attendance:

Floyd Akins, VP for Advancement
Kirk Baird, Internal Communications Manager
Bryan Blair, VP and Director of Athletics
Frank Calzonetti, VP for Innovation
Meghan Cunningham, Director University Communications
Katie DeBenedictis, Secretary to the Board of Trustees
Mike Dennis, Sr. Assoc. VP for Finance & Auxiliaries and Treasurer
Nicki Gorny, Media Relations Specialist
Brenda Grant, Associate Vice President for Academic Finance and Planning
John Huber, Chief Administrative and Financial Officer, UTP
Doug Huffner, AVP of Risk Management
Charles Jake, VP for Legal Affairs and General Counsel
Barb Kopp Miller, Dean, University College

Brenda Lee, President, UToledo Foundation
William McCreary, VP for Information Technology and CIO
Traci McDaniel, Executive Assistant
Dave Meredith, VP for Enrollment Management
Brandon Messing
Diane Miller, VP for Gov't Relations and Chief of Staff to the President
Scott Molitor, Interim EVP for Academic Affairs and Provost
Angela Paprocki, COA/AVP of Institutional Effectiveness
William Pierce, AVP for Alumni Engagement and Annual Giving
Greg Postel, President
Rebecca Ramirez, Chief Physician Executive
Terence Romer, AVP of Business Insights
Danielle Rondinelli, Executive Assistant
Linda Rouillard, President of Faculty Senate
Janelle Schaller, Deputy General Counsel
Connie Schall, Interim VP of Research
Jeff Schmucker, Toledo Blade
Matthew Schroeder, EVP Finance and Administration/CFO
Rick Swaine, UTMC CEO
Sabrina Taylor, Assoc. VP of Budget and Planning
Valerie Walston, Special Asst. to the President for Community Engagement
Mindy Ward, Controller, UTP
Don Wedding, Associate Professor and UT-AAUP VP & Grievance Officer

Board Chair Lucas requested a motion to waive the reading of the June and August Board and Committee meeting minutes and approve them as written. A motion was received from Trustee Awadalla and seconded by Trustee Miller. A roll call vote was taken: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Bishop, yes; Ciucci, yes; Isaac, yes; and Miller, yes.

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 Wednesday, September 20 at 4pm via Webex. The committee heard stakeholder reports shared by chairs of the faculty senate, graduate council, student government and graduate student association. Following the stakeholder reports, Dr. Scott Molitor, Interim Provost, was introduced and provided brief remarks on his experience and history at UToledo to date. We are pleased to welcome Dr. Molitor to this role. Finally, the committee approved two action items that can be found on today's board agenda. The first is the meeting minutes from the June academic and students affairs committee meeting and the second is Resolution No. 23-09-33 which provides approval for candidates for degrees in fall 2023 and spring 2024. That concludes the academic and student affairs committee report for September.

APPROVAL OF MEETING MINUTES

COMMITTEE REPORTS

ACADEMIC AND STUDENT AFFAIRS

Trustee Ciucci read the trusteeship and governance committee report: The Trusteeship and Governance Committee met on Monday, September 25 at 8:45am via Webex. The committee approved two action items that can be found on today's board consent agenda. The first is the meeting minutes from the June trusteeship and governance committee meeting and the second is the personnel action report. That concludes the trusteeship and governance committee report for September.

**TRUSTEESHIP
AND
GOVERNANCE
COMMITTEE**

Trustee Miller read the finance and audit committee report: The Finance and Audit Committee met on Monday, September 25 at 9am via Webex. Matt Schroeder, Executive Vice President for Finance and Administration and CFO, gave a presentation on the FY23 preliminary financial performance through Q4. He highlighted the preliminary consolidated income statement, balance sheet, and statement of cash flows for UToledo. Michael Dennis, Senior Associate Vice President for Finance reported on cash and investments. Additionally, preliminary financial statements for University of Toledo Physicians Clinical Faculty, Inc. (UTPCF) were discussed. Following the discussion, the committee moved to the action items portion of the agenda. The meeting minutes from the June Finance and Audit Committee meeting were approved. Resolution No. 23-09-34 which authorizes UToledo and the University of Toledo Foundation (UTF) to enter into a loan agreement was approved. Resolution No. 23-09-35 which authorizes a line of credit for UTPCF from UTF was approved. Dave Cutri, Executive Director of Internal Audit and Chief Compliance Officer, presented on the internal audit function of the University and the committee approved Resolution No. 23-09-36 which grants approval of the internal audit summary, Fy24 internal audit plan, and revisions to the internal audit charter. However, I would like to request Resolution No. 23-09-36 be tabled for additional review and I am pulling it from today's consent agenda. The item will be discussed at a future meeting. Finally, the committee voted to approve Resolution No. 23-09-37 which authorized the Dell APEX Flex on Demand project, which is a large purchase. That concludes the finance and audit committee report for September.

**FINANCE AND
AUDIT
COMMITTEE
MEETING**

Dr. Postel, Chair of the UToledo Health Board, read the UToledo Health Board report: The UToledo Health Board met on Wednesday, September 19 at 2pm in the Mulford Library Board Room and virtually via Webex. The first topic of discussion was the formation of UToledo Health Board committees. The following committees were approved by the UToledo Health Board:

**UTOLEDO
HEALTH BOARD**

Finance, Audit & Compliance Committee
Privileging, Credentialing, Safety and Quality Committee
Physician Compensation Committee
Executive and Nominating Committee

John Huber, Chief Administrative and Financial Officer of UTP presented the UTP financial report and Troy Holmes, Chief Financial Officer of UTMC, presented the UTMC financial report. Reports were in expended fashion to orient new board members. Two faculty members were presented for consideration of

filling the department chair/faculty seats vacant on the UToledo Health Board. The UToledo Health Board approved the appointments of Dr. Stephanie Pannell and Dr. Danae Hamouda. There was an executive session to discuss the evaluation of medical staff personnel appointments, quality reporting and peer review. Following the executive session, the board approved the chief of staff report and adjourned the meeting.

Per the UToledo Health Board bylaws, formation of board committees and the appointment of members of the board must be approved by the University of Toledo Board of trustees. Resolution No. 23-09-38 can be found in your board packet. It authorizes approval for the formation of the committees and the 3-year appointments for Dr. Stephanie Pannell and Dr. Danae Hamouda. Board Chair Lucas, I would like to ask for your approval of Resolution No. 23-09-38...

Chair Lucas requested a motion to approve Resolution No. 23-09-38 and forward to the consent agenda. A motion was provided by Trustee Baker and seconded by Trustee Miller. A roll call vote was conducted: Lucas, yes; Kenney, yes; Awadalla, yes; Baker, yes; Bishop, yes; Ciucci, yes; Isaac, yes; and Miller, yes.

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

Mr. Dave Meredith provided an update on enrollment. He reviewed the overall fall performance and addressed questions about how UToledo can improve high school enrollment numbers in the future.

Dr. Postel provided a President's Report. In his remarks, he highlighted the atmosphere on campus and successful return of all students for the semester. Dr. Postel said UToledo improved 5 spots in the US News and World Report Rankings. Graduation rates, retention and quality of students also improved. He reviewed current searches and highlighted upcoming homecoming events.

Chair Lucas highlighted the recent changes to the gameday experience at home football games. He said he was excited for this new level of experience. He also officially welcomed Dr. Thomas Wakefield to the board as a national trustee.

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

**RESOLUTION NO.
23-09-38**

**APPROVAL OF
CONSENT
AGENDA**

**ENROLLMENT
REPORT**

**PRESIDENT'S
REPORT**

CHAIR'S REPORT

**EXECUTIVE
SESSION**

Chair Lucas reminded the board to review the Code of Ethics document and conflict-of-interest bylaw in the board packet. This is an annual practice. With no further business to discuss, Chair Lucas adjourned the meeting at 11:35 a.m.

ADJOURNMENT