

## Board of Trustees November 19, 2012 Minutes

Board of Trustees

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## Minutes

**The University of Toledo  
53<sup>rd</sup> Meeting of the Board of Trustees  
Monday, November 19, 2012  
Driscoll Alumni Center Schmakel Room  
1:00 p.m.**

The fifty-third meeting of The University of Toledo Board of Trustees was held on Monday, November 19, 2012, on the Main Campus in the Schmakel Room, Driscoll Alumni Center. Chair William C. Koester called the meeting to order at 1:00 p.m. Ms. Joan Stasa, Secretary to the Board, recorded the minutes.

### **CALL TO ORDER**

The following Board of Trustee members were in attendance:

Brittney M. Brown, Student Trustee

Susan E. Gilmore

S. Amjad Hussain

William C. Koester

Linda N. Mansour

Susan Palmer

Sharon Speyer

John S. Szuch

Gary P. Thieman

Joseph H. Zerbey, IV

### **ATTENDANCE**

The following Board of Trustee members were absent:

Joshua R. Beekman, Student Trustee

John J. Perez

A quorum of the Board was constituted.

The following individuals were also in attendance:

Jamie Barlowe, Dean College of Languages, Literature and Social Sciences

Karen Bjorkman, Dean College of Natural Sciences and Mathematics

Lawrence Burns, VP External Affairs

Lauri Cooper, Associate VP/Sr. Legal Counsel

David Cutri, Director Internal Audit and Chief Compliance Officer

David Dabney, CFO and VP Finance

Michael Dowd, Associate Professor/Chair of the Economics Department

Timothy Gaspar, Dean College of Nursing

Jeffrey Gold, Chancellor and Executive VP Biosciences and Health Affairs/

Dean of the College of Medicine and Life Sciences

Thomas Gutteridge, Sr. Vice Provost and Dean for Academic Administration

Kevin Hadsell, Women's Track and Cross Country Head Coach

Lloyd Jacobs, President  
Patricia Komuniecki, Vice Provost Graduate Affairs/Dean College of Graduate Studies  
Chuck Lehnert, VP Administration  
Diane Miller, Assistant VP Federal Relations  
Sharon Morgan, UT Student/Women's Cross Country Team Member  
Nagi Naganathan, Dean College of Engineering  
Michael O'Brien, VP/Director of Athletics  
Peter Papadimos, VP and General Counsel  
Kaye Patten Wallace, VP for the Student Experience  
Nolan Rosenkrans, *Blade* Staff Writer  
Linda Rouillard, Associate Professor  
Scott Scarborough, Provost and Executive VP Academic Affairs  
Vern Snyder, VP Institutional Advancement  
Joan Stasa, Secretary to the Board of Trustees  
Dan Steinbock, Dean College of Law  
Jon Strunk, Media Relations Manager  
Pricilla Timmons, UT Student/Women's Cross Country Team Member  
Kathy Vasquez, Associate VP Government Relations  
Liz Weiler, UT Student/Women's Cross Country Team Member

Chair Koester requested a motion to waive the reading of the minutes from the September 17, 2012 Board meeting and accept them as written. A motion was received from Trustee Gilmore and seconded by Trustee Speyer. The meeting minutes were approved by the Board members present.

**APPROVAL OF  
MEETING  
MINUTES**

Chair Koester requested a motion to approve the Consent Agenda items as listed on the agenda. A motion for approval of all Consent Agenda items was received by Trustee Mansour, seconded by Trustee Gilmore, and approved by the Board members.

**APPROVAL OF  
CONSENT  
AGENDA**

Mr. Koester reported that the Trustees held a Board Retreat on October 1 at which time the Penn State Freeh Report was discussed. This report was a subject of importance for the UT Board as a learning tool, but more specifically as it relates to the Board's oversight function.

**CHAIRMAN'S  
REPORT**

The Board members also discussed the University's Mission and Vision Statements at the Retreat. The Trustees requested Dr. Jacobs examine both statements to determine if they could be strengthened in the area of student-centeredness. Dr. Jacobs reported that since the October 1 Board Retreat, slight alterations have been made to the statements which will be widely circulated to various constituent groups for their review over the next few weeks. President Jacobs hopes the statements will be widely accepted and brought before the full Board for approval at the next meeting.

Dr. Jacobs welcomed Head Women's Cross Country Team Coach Mr. Kevin Hadsell to the meeting along with three outstanding team members: Ms. Sharon Morgan, Ms. Liz Weiler, and Ms. Priscilla Timmons. The Women's Cross Country Team ran to its third-straight Mid-American Conference championship despite the worst weather conditions on October 27, 2012. Additionally, Coach Hadsell was awarded MAC Coach of the Year. On behalf of the University and the Trustees, Dr. Jacobs proudly congratulated Coach Hadsell and the Women's Cross Country Team and expressed how grateful everyone is to them for representing the institution in such great fashion. All present at the meeting applauded Coach Hadsell and the members of the team.

The Mid-American Conference announced on September 20, that the Cartwright Award would be presented to The University of Toledo for its program excellence in academics, athletics and citizenship during 2011-2012. The Cartwright Award was presented to UT at the Rockets home football game against Coastal Carolina on September 22.

President Jacobs reported that a reception would be held at 3:30 p.m. in Libbey Hall after the Board meeting in recognition of five Distinguished University Professors approved on the Board's Consent Agenda today. They are:

- Robert Blumenthal, Ph.D.
- Charlene Czerniak, Ph.D.
- Paul Erhardt, Ph.D.
- Carol Stepien, Ph.D.
- Gretchen Tietjen, M.D.

These individuals represent and possess excellent teaching, research/scholarship, and professional forms of leadership for the institution.

The University is currently dealing with multiple accrediting bodies. On November 8, the Ohio Department of Health evaluators completed a four-day evaluation of UTMC on behalf of the Centers for Medicare and Medicaid. A recent visit has also been made by UNOS -- the United Network for Organ Sharing. Our staff and faculty are working very hard on these programs.

The College of Engineering was also surveyed by an accreditation commission. The site visit in fall 2011 was conducted by the Engineering, Computing, and Engineering Technology Accreditation Commissions of ABET, where all 11 majors have earned new or continuing accreditations. This is the first time in nearly 25 years that all six Engineering Science degree programs were simultaneously accredited for the full term of six years. A round of applause was provided by the Trustees and audience.

It has been brought to Dr. Jacobs' attention by Dr. Anthony Comerota, Director of the Jobst Vascular Institute, that two UT medical students, Mr. Carson Oostra (freshman) and Ms. Haley Akin (sophomore), who were research interns this past summer at the Jobst Vascular Institute did a terrific job. Both students

have had papers accepted for presentation at the American Venous Forum in February 2013.

The UT Alpha Psi Chapter received the highest recognition from the President of the National Board of the Lambda Sigma Honor Society, under advisor Dr. Jim Zubricky.

Mr. Dave Dabney will be speaking later today about the University's fiscal excellence and that UT received an A+ Stable rating from Standard and Poor's, which is another important aspect of our institutional program.

Distributed to the Board of Trustees at the meeting was a copy of The University of Toledo's Annual Report on Technology Transfer. This report is a tribute to our faculty, highlighting their innovative and creative research. The report includes every invention disclosure received in FY 2012, as well as a registry of each university inventor who has received an issued patent. This is an increasingly important part of what educational institutions provide to their communities.

Chair Koester requested a motion to enter Executive Session to hold a conference with an attorney concerning disputes that are the subject of pending or imminent court action. A motion was received by Trustee Zerbey and seconded by Trustee Mansour. A roll call vote was taken by Ms. Stasa – Ms. Gilmore, yes; Dr. Hussain, yes; Mr. Koester, yes; Ms. Mansour, yes; Ms. Palmer, yes; Ms. Speyer yes; Mr. Szuch, yes; Mr. Thiemann, yes; and, Mr. Zerbey, yes. After discussions, the Board voted to exit Executive Session.

Committee Chair Zerbey requested Mr. Chuck Lehnert present the Personnel Action Reports for November 19. After presentation, Mr. Zerbey requested a motion to approve the Personnel Action Reports. A motion was received by Trustee Hussain, seconded by Trustee Gilmore and the Personnel Action Reports were approved by the Board.

Dr. Patricia Komuniecki, Dean of the College of Graduate Studies, was invited to provide the Trustees a brief report on the Annual Meeting of the Graduate Faculty – “Pathways through Graduate School and into Careers.” Dr. Komuniecki communicated to the Trustees that transition through Graduate education into careers is important; by 2020 it is estimated that the number of jobs requiring advanced degrees will increase by 2.5 million – an 18% increase in jobs requiring masters and a 17% increase in jobs requiring doctorates. Understanding career options may be a factor in deciding to go to graduate school. Dr. Komuniecki provided information about the Commission on Pathways through Graduate School and into Careers from the April 2012 Pathways Report. She displayed and discussed the career pathways influencers from the CGS/ETS Commission Report, as well as the CGS/ETS 2012 Commission's recommendations for universities. Discussion of what COGS is

**EXECUTIVE  
SESSION**

**ACADEMIC  
AND STUDENT  
AFFAIRS  
COMMITTEE**

doing was explained, as well as how it connects to UT's Strategic Plan *Directions 2011*: Sub goal 2.1 Quality (a) Enhance the quality and recognition of graduate and professional academic programs. The status of this sub goal was provided by Dr. Komuniecki in detail in the following areas:

- New Professional Science Master's (PSM's)
- First Cohort of Woodrow Wilson Fellows
- New Fulbright Scholars
- Recent Graduate Student Recognitions

A total of 1,579 graduate degrees were awarded in 2011-2012: 92 Doctoral, 1,076 Master's, 308 First Professionals, 27 Education Specialists, and 76 Certificates. Dr. Komuniecki shared with the Trustees results of the COGS Exit surveys for Spring/Summer 2012 and for Summer 2012. In closing, Dr. Komuniecki reported that Graduate degrees are necessary for 21<sup>st</sup> century careers as baccalaureate degrees do not distinguish a student anymore and that UT should focus on recruiting students to undergraduate programs with clear pipelines to graduate programs and future career success. Dr. Komuniecki thanked the Board for the opportunity to talk about the really important role that Graduate education plays.

Board Chair Koester commented that he along with Trustees Mansour and Zerbey were in attendance at Dr. Komuniecki's Annual Meeting. Mention was also made of the College of Engineering's Annual Report presented by Dean of the College Dr. Nagi Naganathan. Mr. Koester encouraged all Board members to attend these outstanding presentations.

Resolution No. 12-11-14: "Pursuit of Additional Collaborative Relationships with the ProMedica Health System" was presented to the Board of Trustees for their consideration. As members of the Board and the Toledo community the Trustees are very aware that UT has worked with ProMedica for a very long time to bring about increased partnerships. Additionally, the Kurt Salmon consulting organization has been enlisted to assist in the development of additional collaborations with ProMedica. Dr. Gold stated that the Resolution being presented today relatively mirrors a resolution recently approved by ProMedica. Dr. Jacobs recommended that the Board approve the Resolution with the caveat that work be done concerning unresolved issues in the research arena. Pending those issues having been successfully dealt with, he would then recommend approval of this Resolution. After much discussion, the Board agreed that approval of the terms of this Resolution should be contingent upon approval of the Academic Health Center Corporation 2013 Strategic Plan pending favorable resolution of issues surrounding research and, thus, would be consistent with the AHCC Bylaws and Memo of Understanding.

Trustee Thieman, Chair of the Clinical Affairs Committee, presented the Committee report by requesting the Board's acceptance of the September 11, October 1, and October 9 Committee meetings' minutes. A motion was

**CLINICAL  
AFFAIRS  
COMMITTEE**

provided by Trustee Zerbey, seconded by Trustee Gilmore and approved by the Board.

Dr. Jeffrey Gold indicated that updates to the UTMC Medical Staff Bylaws and Faculty Rules and Regulations for the College of Medicine and Life Sciences; the College of Nursing; and, the Judith Herb College of Health Science and Human Service were previously circulated for Board review. Mr. Koester requested a motion for approval of both items, which was received from Trustee Gilmore, seconded by Trustee Hussain, and approved by all Trustees present at the meeting.

Dr. Gold also presented information to the Trustees about UTMC Demographic Trends. The following areas were discussed and graphs were displayed showing the way each is trending:

- Utilization of UTMC was discussed: In-Patient Volumes, Out-Patient Volumes and Emergency Volumes
- Acuity of Care
- Surgical Procedures
- Physician Numbers
- Overall Payor Mix

It was reported that Emergency Department visits have increased significantly, as well as charity care.

External Affairs Committee Chair Amjad Hussain invited Ms. Diane Miller from the UT Office of Government Relations to provide the Trustees with information about the 2011-2012 Active Federal Grants and Contracts publication that was distributed to each member. This report provides a summary of active, federally funded projects that are underway. An active project is one that has been awarded by a federal agency, either in the current or previous year, and is still ongoing. Recent awards are not yet in the book, which is updated annually. UT currently has 400 active projects representing \$250 million in federal support. Ms. Miller reviewed several active federal grants and contracts with the Trustees. Thanks were extended to Mr. Jim Trempe's Office and Mr. Larry Burns' Office for their assistance in compiling the excellent publication.

**EXTERNAL  
AFFAIRS  
COMMITTEE**

Finance and Audit Committee Chair Ms. Susan Palmer requested Mr. Dave Dabney bring the Board up to date about the FY 2013 budget shortfall and FY 2014 budget formulation. Mr. Dabney reported that \$13 million is the projected budget shortfall due to lower than budgeted enrollment. The Provost and Chancellor are extensively examining their areas and Mr. Dabney is working with the Vice Presidents reviewing their areas, which is targeted to be complete by mid-December. Each area is being reviewed for re-engineering, consolidation, or elimination. Given the one-time capital funds for facility maintenance of \$15 million and the \$8 million from the continuation of tight position control, a total of \$36 million needs to be found for the FY 2014

**FINANCE AND  
AUDIT  
COMMITTEE**

budget. Funding of operations from reserves is viable only if we have a clear path to a sustainable business model.

Mr. Dabney reported that The University of Toledo retained its A+ Stable rating from Standard and Poor's Ratings Services. A lower rating is possible if enrollment continues to decline and if management is ineffective in bringing about needed changes in operations to coincide with a more constrained environment for academic support, or minimizing risks associated with its health care counterparts. The unexpected issuance of additional debt could trigger a lower rating. Consideration of a higher rating over this horizon is unlikely.

Trusteeship and Governance Committee Chair Ms. Sharon Speyer presented proposed revisions to the University Council Constitution. After Trustee discussion and review of the minor changes, Ms. Speyer requested a motion for approval. A motion was received from Trustee Hussain, seconded by Trustee Gilmore and approved unanimously by all Board members present.

There being no further business before the Board, Trustee Koester adjourned the meeting at 2:50 p.m.

**TRUSTEESHIP  
AND  
GOVERNANCE  
COMMITTEE**

**ADJOURNMENT**