

Minutes

**The University of Toledo
1st Meeting of the Board of Trustees
Thursday, July 6, 2006
Main Campus, Student Union – Room 2592
8:00 a.m.**

The first meeting of the Board of Trustees of The University of Toledo (UT) was held on Thursday, July 6, 2006, at 8:00 a.m. in the Student Union, Room 2592. George Chapman, Chairman of the former Medical University of Ohio (MUO) Board of Trustees, called the meeting to order. Joan Stasa, Assistant to the President for Board Affairs, recorded the minutes.

The following Board members were in attendance:

Carroll L. Ashley
Alfred A. Baker
Thomas E. Brady
George L. Chapman
C. William Fall
Susan E. Gilmore
Marvin K. Himmelein
David G. Huey
William C. Koester
Richard B. McQuade, Jr.
Robert C. Redmond
Richard B. Stansley, Jr.
Olivia K. Summons
John S. Szuch
Cynthia B. Thompson
Joel L. Todd, Jr., Student Trustee
Hernan A. Vasquez

The following Board member was absent:

Susan Farrell Palmer

A quorum of the Board was constituted.

The following Senior Leadership Team members were in attendance:

Lauri Cooper, General Counsel
Sandra A. Drabik, General Counsel
Jeffrey P. Gold, Executive VP and Provost for Health Affairs, Dean of the
College of Medicine
Alan G. Goodridge, Executive VP and Provost

CALL TO ORDER

ATTENDANCE

Penny Poplin Gosetti, Executive Assistant to the President
Lloyd A. Jacobs, President
William G. Logie, VP Administration
William McMillen, VP Governmental Affairs
Daniel Morissette, Sr. VP for Finance and Strategy
Dawn M. Rhodes, VP for Finance and Planning
Robert Sheehan, Sr. VP for Academic Affairs
Vern Snyder, VP Institutional Advancement
Kaye Patten Wallace, VP Student Life

A correction to the June 9, 2006, minutes was requested by Mr. Vasquez to include his name with the Board members in attendance at the meeting. With that correction noted and there being no further additions or corrections to the minutes, former MUO Chairman Mr. Chapman declared them approved (Exhibit A).

Mr. Chapman made a motion (seconded, unanimous) that the Board approve the consent agenda (Exhibit B).

Mr. Stansley, new Chairman of the Board, as elected by the Board with the consent agenda approval at this meeting, offered his remarks.

Remarks by Chairman Richard B. Stansley, Jr.

It is an honor to accept the role as chairman of this Board at such a key time in the history of this institution. I am humbled by your confidence in me and thankful for the kind words of support that I have heard from all of you.

In my first official act as chairman, I would like to pay tribute to my immediate predecessors George Chapman and Dan Brennan, who successfully led the Medical University of Ohio and The University of Toledo respectively, through the major change which we all refer to as the merger. I would also like to recognize the efforts and contribution of past trustees and Board chairs from both MUO and UT for the tireless public service they have provided in the quest for continued improvement of the institutions that they served.

The opportunity that is presented to us as a result of the merger is great. We are obligated, especially to our students, our other stakeholders and to our community to capitalize on this opportunity, growing this institution not only in size but also in stature. We must leave to those who follow us a clear road map of where we have come, a strong foundation on which they can continue to build and a legacy of institutional greatness that will serve future generations.

APPROVAL OF MINUTES

CONSENT AGENDA

COMMENTS BY BOARD CHAIR

As chairman, it will be my responsibility to assist the Board in focusing on a decision-making process that encourages diverse discussion and debate, that is inclusive rather than exclusive and one that is transparent to our stakeholders. I will be an advocate for policy governance and I will ask you to focus on the “bigger picture” and to dedicate your efforts to developing policies that are consistent with the institution’s mission, that encourages financially viable decisions recognizing our limited resources, and that will help to move us up the scale of excellence.

I am proud to serve such a great institution with such a great group of people. Thank you once again for your confidence in me to serve as chairman.

Mr. Stansley introduced Governor Bob Taft who offered his comments and best wishes for the new University of Toledo.

Remarks by Governor Bob Taft

Thank you Rick.

This is a historic moment, and I want to thank you for letting me join you for a few minutes this morning.

I wanted to be here first of all to thank Dr. Jacobs, Dr. Johnson and the members of the Board for all the time, talent and tender loving care you have given to these now combined institutions.

I especially would like to thank you for pursuing a larger vision of what this university can become.

You have all taken bold steps to bring about the merger and it will require more bold steps to fully realize its benefits for the students you serve. You have an opportunity, in Lincoln’s words, to think anew and act anew.

And it’s not just an opportunity. New, creative thinking is an imperative in these challenging times for higher education – in Ohio and across the nation. On the one hand, there is a need to increase college enrollment and graduation rates and improve the quality of student learning.

On the other hand, we are operating in a constrained financial environment both in terms of additional state and federal dollars and your ability to charge your students more for their education.

The state is expecting you to prepare a specific merger plan that can achieve significant, long-term savings in administrative overhead costs, and enable you to continue to invest in student learning.

COMMENTS BY GOVERNOR

And I hope you will also seek out new opportunities for regional collaboration.

Already, you are engaged in a number of innovative partnerships:

- Owens Community College holds evening classes on MUO campus.
- You're partnering with Bowling Green and local school districts to provide professional development for math and science teachers in high-need school districts.
- The joint undergraduate nursing program involving MUO, UT and Bowling Green is 25 years old and is often cited as a model for institutional collaboration.
- And your Urban Affairs Center is working together with the Rural Affairs Center at Bowling Green to help local economic development agencies support and grow the Northwestern Ohio economy.

These are excellent initiatives, and I challenge you to go further. We are counting on you to work with other institutions in the region in building a regional strategy that provides the best options for the students of Northwest Ohio at the most affordable cost.

I also encourage you to seek out opportunities to collaborate with other state institutions here in Northwest Ohio, especially Bowling Green State University and Owens Community College.

I hope you will explore both new academic alliances and also ways to conserve on overhead costs through consolidation of shared regional service centers.

Above all I ask you to maintain a sharp focus on your students' experience and their success.

If Ohio is to succeed as a state, we have to do a better job of enrolling, retaining and graduating more students who are well-prepared critical thinkers with the skills necessary to succeed and adapt in a rapidly changing world economy.

And finally, as you work to develop your plan to ensure student success, I ask you to also support our Ohio Core initiative to encourage more high school students to complete a rigorous curriculum prior to graduation, especially in the areas of math, science and foreign languages.

I was very surprised to learn that only one out of four Ohio high school graduates currently complete such a curriculum, according to ACT. That is

clearly one reason why UT and other state universities are heavily engaged in remediating students.

As we move into August and September, we will be asking you as trustees, collectively and individually, to express your support of Ohio Core to the members of the northwest Ohio legislative delegation. Ohio Core has been introduced in both the House and Senate. Senator Randy Gardner is the bill's lead sponsor, and we want to make sure it is enacted before the end of the year.

Thank you for your consideration of Ohio Core, and thank you again for your service to this great university.

Best wishes for a very successful future as the new University of Toledo!

President Lloyd Jacobs presented *Strategic Planning for the Combined University of Toledo* (Exhibit C).

There being no further business before the Board, Mr. Stansley adjourned the meeting.

**COMMENTS BY
PRESIDENT**

ADJOURNMENT

EXHIBIT A

**MINUTES OF THE MEETING
JOINT MEETING OF THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF TOLEDO AND THE MEDICAL UNIVERSITY OF OHIO**

June 9, 2006

The Joint Meeting of the Board of Trustees of The University of Toledo (UT) and the Medical University of Ohio at Toledo (MUO) was held at 1:00 p.m. on June 9, 2006, in Board Room of the Medical University of Ohio Foundation Building. UT Board Chairman Daniel J. Brennan called the meeting to order.

CALL TO ORDER

UT Chairman Brennan requested Ms. Russell call the roll.

ATTENDANCE

The following Board members were in attendance:

Dr. Thomas E. Brady, MUO Trustee
Mr. Daniel J. Brennan, UT Board Chairman
Mr. George L. Chapman, MUO Board Chairman
Mr. C. William Fall, UT Trustee
Ms. Susan E. Gilmore, MUO Trustee
Mr. David G. Huey, MUO Board Vice Chairman
Mr. Nicholas King, UT Student Trustee
Mr. William C. Koester, UT Trustee
Ms. Susan Farrell Palmer, UT Trustee
Mr. Robert C. Redmond, UT Trustee
Ms. Olivia K. Summons, UT Trustee
Mr. Richard B. Stansley, Jr., UT Vice Chairman
Ms. Cynthia B. Thompson, MUO Trustee
Mr. Joel L. Todd, Jr., UT Student Trustee
Mr. Hernan A. Vasquez, UT Trustee

The following Board members were absent:

Mr. Carroll L. Ashley, MUO Board Secretary
Mr. Alfred A. Baker, MUO Trustee
Mr. Charles E. Dana, MUO Trustee
Mr. Marvin K. Himmelein, MUO Trustee

Judge Richard B. McQuade, Jr., UT Trustee joined the meeting at 1:10 p.m.

The following were also in attendance:

Dr. Lloyd A. Jacobs, MUO President

Dr. Daniel M. Johnson, UT President
Nikki L. Russell, MUO Secretary of the Board

The Trustees reviewed the proposed consent agenda for the July 6, 2006 Board meeting.

There being no additions or corrections to the minutes of the joint Board meeting held on May 5, 2006, Mr. Brennan declared them approved.

Mr. Daniel Morissette, MUO Senior Vice President for Finance and Strategy, announced that the purpose of this presentation was to provide a brief accounting of the dollars committed for the merger, future investment requirements, and state government sources for merger investment. Mr. Morissette discussed the dollars committed and the investment requirements. Dr. William McMillen, Vice President for Governmental Relations, discussed the governmental sources for merger investments.

Dr. McMillen introduced Ms. Kathy Vasquez, MUO Director of AHEC and Rural Health, and Dr. Linda Carr, UT Director of Institutional Initiatives, who will be devoting some of their efforts in the area of governmental relations. He also introduced Mr. Dean Fadel, governmental relations specialist from Columbus, who indicated he met recently with the Office of Budget Management (OBM) for the State of Ohio where he discussed merger funding with OBM officials. He advised that the discussions were positive and that this would be a long-term project.

Mr. Morissette presented a merger funding resolution that was drafted due to a request by the Trustees at the last joint Board meeting. Mr. Stansley suggested that the resolution be tabled at this time and revisited when more information is obtained. Mr. Fadel indicated that he did not feel it was necessary at this time. Mr. Stansley made a motion, seconded by Mr. Vasquez, to table the resolution. The Trustees voted unanimously to table the resolution at this time.

Dr. Jacobs discussed the FY07 Board meeting calendar that was developed with responses from a poll of the Trustees. Mr. Stansley mentioned that the UT committees have played a more active role in the past and that it has helped educate the Trustees related to policies. He also pointed out that the committees and full Board meetings would fall on successive months, which would help to minimize the time commitment of the Trustees. The month gap would also give the Trustees more time to evaluate information before the full Board meetings take place. Mrs. Gilmore raised a concern that the MUO Trustees currently have the option of attending all committees even if they are not members of that committee. Mr. Stansley assured the Trustees that they are invited to attend and become engaged in all committee meetings. Mrs. Thompson suggested that the locations be alternated

CONSENT AGENDA

APPROVAL OF MINUTES

STATUS OF FRICTIONAL COSTS

RESOLUTION, "MERGER FUNDING"

FY07 BOARD MEETING CALENDAR

between the Main Campus and the Health Science Campus. Dr. Jacobs indicated that the committees could take place at the MUO Foundation Board Room and the Board meetings in the Schmakel Room of the Driscoll Center at The University of Toledo. The UT dinner meetings that currently take place can be arranged on an as needed basis. The FY07 University of Toledo Board meeting calendar will be added to the consent agenda for the July 6, 2006 meeting.

Mr. Fall thanked everyone involved with the creation of the new University of Toledo bylaws for their constructive input. He indicated that the bylaws were concept driven. The Bylaws Committee worked to make the bylaws as flexible as possible. The Committee removed unnecessary one time occurrences and emphasized key elements. He felt there was a clear consensus on the draft. Mr. Fall made a motion, seconded by Mrs. Gilmore, to accept the report and to move the bylaws to the consent agenda for the July 6, 2006, meeting. The Trustees voted unanimously to accept the report and to move the bylaws to the consent agenda for the July 6, 2006, meeting.

Mrs. Summons advised that the Nominating Committee was ready to recommend the slate of officers for the new University of Toledo Board of Trustees. The Committee members' recommendations were as follows:

Mr. Richard Stansley	Board Chairman
Mr. David Huey	Board Vice Chairman
Mr. Carroll Ashley	Board Secretary

Mrs. Summons requested a motion to accept the recommendations for officers and to move them to the consent agenda for the July 6, 2006, meeting. Judge McQuade made a motion, seconded by Mrs. Palmer, to accept the recommendation of the Nominating Committee and to move the nominations to the consent agenda. The Trustees unanimously voted approval.

Mr. Morissette proposed that Resolution, "Providing for the Pledge of Receipts of The University of Toledo to Secure Payments on General Receipts Bonds and to Authorize Officers of The University of Toledo to Take Certain Actions in Connection Therewith," which was discussed at the April joint Board meeting and sent to the Trustees electronically, be moved to the consent agenda for the July 6, 2006, meeting. Mr. Fall made a motion, seconded by Mrs. Gilmore, that the resolution be moved to the consent agenda for the July 6, 2006, meeting. The Trustees unanimously voted approval.

Mr. William Logie, Vice President for Administration, presented to the Trustees Resolution, "Administrative Official as the Appointing Authority." He indicated that this resolution adopts the current practices of both

**REPORT OF
BYLAWS
COMMITTEE**

**REPORT OF
NOMINATING
COMMITTEE**

**RESOLUTION,
"PROVIDING FOR
THE PLEDGE OF
RECEIPTS..."**

**RESOLUTION,
"ADMINISTRATIVE
OFFICIALS AS THE**

institutions. There are no changes in practice included in the resolution just an update of titles. Mr. Logie proposed that the resolution be moved to the consent agenda for the July 6, 2006 meeting. Mr. Fall made a motion, seconded by Mrs. Gilmore that the resolution be moved to the consent agenda for the July 6, 2006 meeting. The Trustees unanimously voted approval.

**APPOINTING
AUTHORITY”**

Dr. Martin Abraham, UT Dean of the Graduate School, discussed a recommended organizational chart for the Graduate College Dean and other items under consideration by the Graduate College Merger Work Group. He announced major recommendations related to transitional policies and procedures, international student services, a graduate school staff retreat, and a communicating web presence for both MUO and UT. He also discussed upcoming items. He indicated that effective July 1, 2006, there will be one graduate college with a presence on both campuses.

**GRADUATE
COLLEGE
MERGER WORK
GROUP**

Dr. Jeri Milstead, MUO Dean of the College of Nursing, presented an update from the College of Nursing, Health Sciences, Health and Human Services Merger Work Group. She indicated that the group has met several times. The work group's charge was to study whether the three colleges could become two or one, to determine if functions should be moved from one campus to another, and to plan and implement amalgamation and realignment of programs as appropriate. The group made the following recommendations: there will be two colleges, the College of Nursing and the College of Health Science and Human Services, the Department of Public Health in the current two colleges will be consolidated and moved to the College of Medicine, and all health-designated colleges will report through the Deans to the Provost of the Health Science Campus.

**COLLEGE OF
NURSING, HEALTH
SCIENCES,
HEALTH AND
HUMAN SERVICES
MERGER WORK
GROUP**

Mr. Harry Wyatt, UT Associate Vice President for Facilities Management, discussed the overall charge of the group which was to lay the master plans of both MUO and UT side by side to revisit Master Plan projects with goal of less reliance on debt and to a make Master Plan revision proposal to Executive Steering Work Group. He discussed plans to relocate the College of Pharmacy to the Health Science Campus and to address Science Department needs in incremental steps. The work group also plans to look at College of Nursing and new College of Health Science and Human Service space alignment opportunities.

**FACILITIES
MASTER
PLANNING
MERGER WORK
GROUP**

Dr. Roland Skeel, Chairman, Institutional Review Board, presented an update of the merger work group. The merger goal is to bring more research and development funds to The University of Toledo and northwest Ohio. He discussed the current structure and function of Research and Grants Administration which has parallel offices at the Main Campus and the Health Science Campus. He discussed recommendations for merging the Research and Grants Administration Programs, which is to develop a single UT wide

**RESEARCH AND
GRANTS
ADMINISTRATION
MERGER WORK
GROUP**

program, capitalize on current leadership expertise by separating the research development and research administrative functions, combining human research protection and other regulatory compliance programs, and to consolidate the animal care programs.

Mr. Fall congratulated Mr. Michael O'Brien, Executive Director for Intercollegiate Athletics, for his many achievements.

Mr. Brennan advised that this is his last joint Board of Trustees meeting as his term as a Trustee is expiring soon.

Dr. Jacobs advised that the Governor's office plans to announce Mr. John Szuch as the new Board member for The University of Toledo.

There being no further business before the Board, Mr. Brennan adjourned the meeting at 2:54 p.m.

OTHER BUSINESS

ADJOURNMENT

Consent Agenda Items

- ***Employment Agreement of Dr. Lloyd A. Jacobs***
- ***Bylaws of the Board of Trustees***
- ***Election of Officers of the Board of Trustees***
- ***Resolution: “Providing for the Pledge of Receipts of The University of Toledo to Secure Payments on General Receipts Bonds and to Authorize Officers of The University of Toledo to Take Certain Actions in Connection Therewith”***
- ***Resolution: “Administrative Officials as the Appointing Authority”***
- ***Memorandum signed by both Presidents regarding policies of each campus***
- ***Meeting Calendar of the Board of Trustees – FY 2007***
- ***Committees of the Board of Trustees – FY 2007***

EXHIBIT C

Strategic Planning for the Combined University of Toledo

[http://www.utoledo.edu/bot/President Jacobs' Presentation 7-6-06.ppt](http://www.utoledo.edu/bot/President%20Jacobs%20Presentation%207-6-06.ppt)