

The University of Toledo
417^h Meeting
Special Meeting of the Board of Trustees

Tuesday, December 6, 2005
Student Union - Room 2584 - 4:00 p.m.

The four hundredth and seventeenth meeting of the Board of Trustees of The University of Toledo was held on Tuesday, December 6, 2005 at 4:00 p.m. in Room 2584 of the Student Union, 2801 W. Bancroft Street, Toledo, Ohio.

Daniel J. Brennan, Chairman of the Board, presided and Judy E. Fegley, Interim Coordinator of Board Operations, recorded the minutes.

The Chairman of the Board requested Ms. Fegley call the roll.

Present: Mr. Daniel J. Brennan
 Mr. C. William Fall
 Mr. Nicholas E. King, Student Trustee
 Mr. William C. Koester
 Judge Richard B. McQuade, Jr.
 Mrs. Susan Farrell Palmer
 Mr. Robert C. Redmond
 Mr. Richard B. Stansley, Jr.
 Mrs. Olivia K. Summons
 Mr. Joel L. Todd, Student Trustee
 Mr. Hernan A. Vasquez

A quorum of the Board was constituted.

Also present: President Daniel M. Johnson; Provost and Executive Vice President for Academic Affairs Alan G. Goodridge; Executive Vice President and Chief Operating Officer William R. Decatur; Vice President and General Counsel, Board Secretary Sandra A. Drabik; Vice President for Institutional Advancement C. Vernon Snyder; Vice President for Student Life Kaye Patten Wallace; Professor Thomas Barden; Interim Dean of Students Patricia Besner; Dean of the Graduate School Martin Abraham; MUO Director of Communications John Adams; Vice Provost for Academic Programs and Policies Carol Bresnahan; Chief of Police John Dauer; Chairman of Economics Michael Dowd; Dean of the College of Pharmacy Johnnie Early; Director of the Plant Science Research Center Stephen Goldman; Assistant to the Vice President & General Counsel Elizabeth Griggs; Executive Director of Marketing and Communications Jeanne Hartig; Chair of Faculty Senate Andrew Jorgensen; Director of Internal Audit Kwabena Kankam; MUO Vice President for Government Relations William McMillen; Executive Secretary Patricia Mowery; Dean of the College of Engineering Ganapathy Naganathan; Professor Walter Olson; Associate General Counsel Peter Papadimos; Associate Vice President of Human Resources James Sciarini; Senior Vice Provost for Academic Affairs Robert Sheehan; Student Interim Media Relations Coordinator Jonathan Strunk; Administrative Assistant Penny Thiessen; Faculty Senate BOT Representative Carter Wilson; and UT students and staff from around the campus; media represented included *Toledo Blade* Reporter Tad Vezner.

1. Call to Order

Chairman Brennan called the meeting to order at 4:00 p.m.

2. Public Comment

Chairman Brennan noted the Board had received a written request from Mr. Gerald Griffith to address the Board on the subject of the proposed merger between UT and MUO and the potential benefits to, and ramifications for, the combined institutions and their professional schools, students and alumni. The request was approved and ten minutes has been allocated for the matter.

Mr. Griffith offered his opinions on the benefits and positive effects that would come about as a result of the proposed merger.

Chairman Brennan thanked Mr. Griffith for his comments. He noted his written statement will be kept in the board office files.

3. Executive Session

Upon a motion by Mr. Fall, seconded by Mrs. Palmer to enter into executive session for the purpose of reviewing collective bargaining strategy, a roll call vote was taken:

Mr. Fall	Yes
Mr. Koester	Yes
Judge McQuade	Yes
Mrs. Palmer	Yes
Mr. Redmond	Yes
Mr. Stansley	Yes
Mrs. Summons	Yes
Mr. Vasquez	Yes
Mr. Brennan	Yes

Motion passed and they entered into executive session at 4:15 p.m.

4. Discussion

The Board reconvened at 5:10 p.m. with no action taken.

5. Proposed Business Combination with the Medical University of Ohio

Chairman Brennan called on President Dan Johnson to review the proposed merger with the Medical University of Ohio. Dr. Johnson expressed his appreciation to the various groups including Faculty Senate, Graduate Council and the UT Foundation Executive Committee that have all passed resolutions supporting the concept of the proposed merger. He stated that, if approved by the Board today, he and Medical University of Ohio President Dr. Lloyd Jacobs will both work very hard on the terms and conditions of the merger; that there would be a great deal

of work to be accomplished between now and the end of June 2006. He noted this is a historic day for The University of Toledo.

Chairman Brennan read a proposed resolution approving in concept the combination of The University of Toledo and the Medical University of Ohio at Toledo. Exhibit #1.

Upon a motion by Mr. Koester, seconded by Mr. Fall, to approve the Resolution, Approving in Concept the Combination of The University of Toledo and the Medical University of Ohio at Toledo, Chairman Brennan called for discussion.

Faculty Senate Chair Andy Jorgensen stated Faculty Senate passed a resolution supporting in principle the concept of the merger and that the faculty look forward to partnering with the administration.

Professor Walter Olson stated there was lively debate at the Graduate Council but the consensus is that this is the right thing to do and is fully supported by the Council.

A roll call vote on the motion was taken:

Mr. Fall	Yes
Mr. Koester	Yes
Judge McQuade	Yes
Mrs. Palmer	Yes
Mr. Redmond	Yes
Mr. Stansley	Yes
Mrs. Summons	Yes
Mr. Vasquez	Yes
Mr. Brennan	Yes

Motion passed.

Trustee Koester commented Dr. Johnson and Dr. Jacobs are to be commended for their efforts; that this merger will improve excellence in our education and excellence in student recruitment.

Trustee Fall stated he applauds the efforts of both presidents and their courage and initiative; that he is very optimistic about the collective futures of each institution.

Trustee Palmer also commended President Johnson for his efforts and stated the merger will be good, not only for the institutions, but also for the region.

Chairman Brennan expressed his appreciation for the vision and leadership of Dr. Johnson and Dr. Jacobs, thanking them for their vision, commitment and ability to leave egos behind to make the merger happen. He also thanked the Medical University of Ohio Board Chairman George L. Chapman and all of the MUO trustees for their work.

6. Adjournment

There being no further business before the Board, upon the motion duly made and carried, the meeting was adjourned at 5:28 p.m.

**RESOLUTION APPROVING IN CONCEPT THE COMBINATION
OF
THE UNIVERSITY OF TOLEDO
AND
THE MEDICAL UNIVERSITY OF OHIO AT TOLEDO**

WHEREAS, The University of Toledo and the Medical University of Ohio at Toledo share a common mission to serve the needs and interests of Toledo and Northwest Ohio; and

WHEREAS, the two institutions are located in close physical proximity; and

WHEREAS, the combination of The University of Toledo and the Medical University of Ohio at Toledo into a new, single entity will create a stronger institution of higher education with enhanced capacity to recruit students, obtain research funding, recruit and retain quality faculty, eliminate duplicative costs and programs, and realize other benefits, as described in more detail in an analysis prepared by Ryan Beck & Co.; and

WHEREAS, a combination of the two institutions has been strongly encouraged by elected officials and community leaders in Northwest Ohio and also by members of the Ohio Board of Regents and the Ohio General Assembly; and

WHEREAS, this Board believes the benefits of a combination of The University of Toledo and the Medical University of Ohio at Toledo outweigh the operational and logistical challenges of the combination; and

WHEREAS, the President of The University of Toledo, Dr. Daniel M. Johnson, and the President of the Medical University of Ohio at Toledo, Dr. Lloyd A. Jacobs, have strongly recommended the combination of the two institutions;

THEREFORE, BE IT RESOLVED that:

1. The Board of Trustees of The University of Toledo unanimously approves the goal of combining The University of Toledo and the Medical University of Ohio at Toledo and authorizes and directs the President of The University of Toledo to collaborate with the President of the Medical University of Ohio to develop for the consideration and action of the boards of trustees of the respective universities, appropriate terms and conditions for such a combination.
2. The Board of Trustees directs the President of The University of Toledo and the University's legal counsel to prepare, with the advice of special counsel appointed by the Ohio Attorney General, those documents necessary and appropriate for consideration of the combination by the Ohio Board of Regents and the Ohio General Assembly.

3. The Board of Trustees directs the President of The University of Toledo, University legal counsel, and other appropriate University officials to make accessible to its special counsel appointed by the Ohio Attorney General and to appropriate officials of the Medical University of Ohio at Toledo and its special counsel appointed by the Ohio Attorney General all information necessary to enable both institutions to do the appropriate diligence and documentation to facilitate the implementation of the combination.