



OFFICIAL PROCEEDINGS

December 7, 2018

Regular Meeting

The meeting was called to order at 3:10 p.m. by President Wilson in Room BC of the McGregor Memorial Conference Center. Secretary Miller called the roll. A quorum was present, with the following Board members in attendance:

Governors Busuito, Dunaskiss, Gaffney, Kelly, Nicholson, O'Brien, Thompson, and Trent; and President Wilson

Also Present: Provost Whitfield, Vice Presidents Burns, Decatur, Hefner, Lessem, Lindsey, Staebler, and Wright; and Secretary Miller

President Wilson noted that this was the last meeting for Governors Dunaskiss and Nicholson, and a tribute will be held later in the meeting. The swearing-in ceremony for the two new Board members, Mr. Brian Barnhill and Dr. Anil Kumar will be held on January 17, 2019 at 5:15 p.m. at the McGregor Memorial Conference Center. He introduce the two new board members, who were seated in the audience.

APPROVAL OF CONSENT AGENDA

ACTION – Upon motion by Governor Nicholson and seconded by Governor Busuito, the Consent Agenda was approved as presented. The motion was adopted unanimously.

Board Meeting

- A. Approval of the Official Proceedings of September 21, 2018 (Regular Board)
- B. Personnel Recommendations

Budget and Finance

- C. STEM Innovation Learning Center Budget Revision
- D. FY 2020 - FY 2024 Five-Year Capital Outlay Plan
- E. Bank Line of Credit - Renewal and Increase Request

Approval of the Official Proceedings (Board)

Secretary Miller noted that there was a typographical error on the last page of the Official Proceedings, which she will correct.

ACTION – Upon motion by Governor Nicholson and seconded by Governor Busuito, the Official Proceedings of the September 21, 2018 Regular Meeting were approved as corrected. The motion was adopted unanimously.

Personnel Recommendations (Board)

ACTION – Upon motion by Governor Nicholson and seconded by Governor Busuito, the personnel recommendations were approved and action authorized in accordance therewith. The motion was adopted unanimously.

Mike Ilitch School of Business

Alan Reinstein, for renewal as the George R. Husband Endowed Professor of Accounting, effective August 17, 2018 through May 16, 2023.

College of Engineering

Report of correction to the April 28, 2017 report. The effective date of tenure and promotion for Ana Djuric was incorrectly reported as August 17, 2017. The effective date is August 28, 2018, which is the date she became a lawful permanent resident.

Law School

Peter Hammer, for appointment as the A. Alfred Taubman Endowed Chair, effective August 17, 2018 through May 14, 2021.

School of Medicine

Stanley Berry, for appointment as professor (clinical) in the Department of Obstetrics and Gynecology, effective October 8, 2018.

Tanja Jovanic, for appointment as professor with tenure per University year, in the Department of Psychiatry & Behavioral Neurosciences, effective July 1, 2018. Also for appointment as the David and Patricia Barron Post-Traumatic Stress Disorder and Trauma Neurobiology Endowed Chair in Department of Psychiatry & Behavioral Neurosciences, and as Director of the PTSD and Trauma Neurobiology Program.

STEM Innovation Learning Center Budget Revision

In June of 2018 the Board of Governors authorized \$40 million in construction spending for the STEM Innovation Learning Center project. Also that month, the state of Michigan approved the construction appropriation for this project via Public

Act 207 of 2018. The current Detroit construction market is posing major challenges to the cost-effective and timely delivery of the project, as evidenced in the recent increased costs of construction and low turnout of contractors bidding work on campus. Conversations with the State of Michigan Budget Office confirm that the increases in construction costs are being felt across the board in State-managed projects. To help alleviate this problem, WSU hired a construction manager to further assist in the development of the estimates for construction. The result was the recommendation to increase the project budget from \$40 million to \$49.5 million.

ACTION – Upon motion by Governor Nicholson and seconded by Governor Busuito, the Board of Governors authorized the President, or his designee, to increase the current budget for the STEM Innovation Learning Center contingent upon State of Michigan approval of the appropriation of the requested increased project budget. In June 2018, the Board authorized \$40 million in construction spending. It is recommended that the Board of Governors authorize additional spending of up to \$9.5 million for a total project \$49.5 million. The project will be funded by two sources: \$14.75 million by State of Michigan appropriation and \$34.75 million by University bond funds. The motion was adopted unanimously.

FY 2020 - FY 2024 Five-Year Capital Outlay Plan

Since FY 2001 the University has been required to submit a five-year capital outlay plan to the State of Michigan, with the option of also submitting a capital outlay project request. This year, however, the University is in the process of developing a comprehensive, quantitatively based Campus Master Plan and Space Analysis, and will therefore not submit a new capital project request until the master plan is complete and the University has clearly identified priority needs with good cost information. The administration requests approval of the FY 2020-FY 2024 Capital Outlay Plan, which lists projects in progress and potential high priority projects.

ACTION – Upon motion by Governor Nicholson and seconded by Governor Busuito, the Board of Governors approved the FY 2020 - FY 2024 Five-Year Capital Outlay Plan as presented. The motion was adopted unanimously.

Bank Line of Credit - Renewal and Increase Request

The existing Line of Credit (LOC) of \$35 million, which expires December 2018, was approved by the Board of Governors at its September 25, 2015 meeting to provide the University with enhanced liquidity to meet short-term cash needs. During the course of the fiscal year, cash pool balances can fluctuate considerably based upon the University's operating cycle, timing of the receipt of State appropriations and other revenue, University debt service payments, and other large obligations. While University cash pool balances are sufficient, a significant portion of the cash pool funds is invested with external investment managers. Although most of these funds are readily available for liquidity purposes, from an investment standpoint, it is preferable not to liquidate investments and then reinvest to fund shorter term cash needs. The \$15 million increase in the LOC will provide a certain amount of cash flexibility in those instances.

The Line of Credit will be awarded to two banks, with equal allocations to each bank, in order to provide bank and credit diversification. A Request for Proposal (RFP) was conducted to obtain pricing and term quotes from eight banks. Based on these results, Northern Trust and PNC Bank were selected to provide the Line of Credit based on the best rates and conditions for a three-year term.

ACTION – Upon motion by Governor Nicholson and seconded by Governor Busuito, the Board of Governors adopted the resolution as presented authorizing the President, or his designee, to secure a bank line of credit for up to six years and to increase the maximum line of credit borrowing amount from \$35 million to \$50 million. The motion was adopted unanimously.

**RESOLUTION OF THE BOARD OF GOVERNORS OF WAYNE STATE
UNIVERSITY AUTHORIZING THE BORROWING OF FUNDS UNDER REVOLVING
LINES OF CREDIT AND PROVIDING FOR OTHER MATTERS RELATING
THERE TO**

WHEREAS, the Board of Governors of Wayne State University (the "Board") is a constitutional body corporate established pursuant to Article VIII, Section 5 of the Constitution of the State of Michigan of 1963, as amended, with general supervision of Wayne State University (the "University") and the control and direction of all expenditures from the University's funds; and

WHEREAS, the Board has previously entered into an Amended and Restated Revolving Loan Agreement, dated as of November 30, 2015, pursuant to which the

Board has obtained a revolving line of credit in the maximum available principal amount of \$35,000,000 (the “Prior Line of Credit”); and

WHEREAS, the Board, in the exercise of its constitutional duties, has determined that it is necessary and desirable to replace the Prior Line of Credit with one or more new revolving lines of credit (each such new line of credit being a “Line of Credit”) whereby the aggregate principal sum of up to \$50,000,000 from time to time outstanding may be borrowed for the purpose of financing temporary cash flow needs of the University and to provide temporary financing for certain capital projects of the University; and

WHEREAS, it is necessary to authorize the President and the Vice President for Finance and Business Operations, Treasurer and Chief Financial Officer (each an “Authorized Officer”), or either of them individually, to negotiate, execute and deliver one or more revolving loan agreements, line of credit agreements or similar agreements (each such agreement being a “Loan Agreement”) with one or more banks or financial institutions, and related documentation, including one or more promissory notes (each, a “Note”) evidencing the obligation of the Board to repay the principal of and interest on amounts drawn under the Lines of Credit and other amounts due and payable under the terms of the Loan Agreements, all within the limitations set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF GOVERNORS OF WAYNE STATE UNIVERSITY, AS FOLLOWS:

1. The Board hereby authorizes the borrowing from time to time of funds under one or more Lines of Credit for the purposes of (i) financing temporary cash flow needs of the University and (ii) providing temporary financing for capital projects approved by the Board and designated to be financed, in whole or in part, from the proceeds of bonds or other debt obligations issued or to be issued by the Board. The maximum aggregate principal amount of borrowings outstanding at any time under the Lines of Credit authorized by this Resolution shall not exceed \$50,000,000. Draws or advances under any Line of Credit shall be made at the request of an Authorized Officer, or any other officer or employee of the Board or the University so designated in writing by an Authorized Officer. Interest shall accrue on sums outstanding under each Line of Credit at the interest rate or rates to be specified in the related Loan Agreement, subject, however, to adjustments in the applicable interest rate for increased costs of the bank or financial institution providing such Line of Credit, changes in applicable laws or regulations, rating changes, defaults by the Board and other specified factors, all as may be specified in the Loan Agreement, but in no event shall the applicable interest rate exceed the lesser of 25% per annum, the maximum rate permitted by law, or the maximum rate, if any, specified in the Loan Agreement. Interest accrued on sums outstanding under each Line of Credit shall be payable on the dates and in the amounts as shall be provided in the related Loan Agreement. Advances under each Line of Credit shall be repaid with interest as provided in the related Loan Agreement, but all principal and interest on advances under

each Line of Credit shall be finally due and payable not later than December 31, 2025, or such earlier date or dates as determined by an Authorized Officer. Any Loan Agreement may provide for the delivery of a Note to evidence all or part of the Board's obligations under such Loan Agreement.

2. The Board further authorizes the Authorized Officers, or either of them individually, to select one or more banks or financial institutions to provide one or more Lines of Credit, and to negotiate, execute and deliver, for and on behalf of the Board and as its corporate act and deed, one or more Loan Agreements and one or more Notes with or to one or more banks or financial institutions providing the Lines of Credit, and if appropriate, any participant banks or financial institutions, subject to the terms, conditions and limitations contained in this Resolution. The Authorized Officers, or either of them individually, are further authorized to negotiate, execute and deliver, for and on behalf of the Board and as its corporate act and deed, any and all related documents, instruments and certificates, and to make any determinations, elections and filings necessary to accomplish the purposes of this Resolution and to maintain and provide for the ongoing administration of the Lines of Credit authorized by this Resolution.
3. The obligations of the Board under each Loan Agreement and related Note shall be limited and not general obligations of the Board, payable solely from General Revenues (as shall be defined in each Loan Agreement in a manner generally consistent with the definition thereof contained in that certain Trust Agreement, dated as of March 1, 2018, between the Board and The Bank of New York Mellon Trust Company, N.A., as trustee), and may be unsecured or, if an Authorized Officer so determines, secured as set forth below; provided, that the Board reserves the right, but shall not be obligated, to pay the Board's obligations under any Loan Agreement and related Note from any legally available funds. Each Authorized Officer is individually authorized, in the name of the Board and as its corporate act and deed, to secure the Board's obligations under any Loan Agreement and related Note by a parity first lien or subordinate lien on General Revenues. A first lien on the General Revenues permitted to be established by this Resolution securing the obligations of the Board under a Loan Agreement and related Note shall be on a parity basis with the liens on General Revenues established as security for the outstanding bonds, notes and other obligations of the Board secured by a first lien on General Revenues. Any pledge of General Revenues securing the Board's obligations under a Loan Agreement and related Note shall be valid and binding from the date of execution and delivery of the Loan Agreement and related Note, and all moneys or properties subject thereto which are thereafter received shall immediately be subject to the lien of the pledge without physical delivery or further act. The lien of said pledge shall be valid and binding against all parties (other than the holders of any other bonds, notes or other obligations secured by a parity first lien on General Revenues) having a claim in tort, contract or otherwise against the Board, irrespective of whether such parties have notice of the lien.

4. No recourse shall be had for the payment of the principal amount of or interest or other amounts due under any Loan Agreement or related Note, or any claim based thereon, against the State of Michigan or the Board or the University, or any officer or agent thereof, as individuals, either directly or indirectly, nor shall the principal amount of or interest or other amounts due under any Loan Agreement or related Note be payable from or become a lien on or be secured by any property, real, personal or mixed, of the State of Michigan or the Board, other than the General Revenues and the moneys from time to time on deposit in funds or accounts, if any, established by the Loan Agreement.
5. All resolutions or parts of resolutions in conflict herewith are hereby repealed insofar as such conflict exists.

PRESIDENT'S REPORT

President Wilson gave a brief report on recent events on campus and in the community.

Sesquicentennial – During the past year the University celebrated its Sesquicentennial, which culminated on October 26, a day that the University also concluded the Pivotal Moments Campaign. The events held that day were very inclusive, and the weather cooperated. Some of the events held during the year-long celebration of the Sesquicentennial included an exhibition at the Reuther Library, a number of symposia that were open to the public, and a student art competition, where two pieces of art done by students were chosen to add to the University's permanent art collection. The President thanked the Board members for their participation and support of these activities, and commented that when the University time capsule is opened for the Bicentennial, they will have a full flavor of the richness of the campus, its faculty, students and staff. He then had a video shown at the meeting that celebrated the University's history. Because of an electrical problem during the October 26 festivities, it was not widely seen, and the President indicated it will also be sent out to alumni and other WSU supporters while the University has rights to the music.

Thanksgiving Day – This year the University had not only two viewing areas but also two floats in the parade, one of the few organizations with more than one float. Kermit the Frog, a crowd favorite, was joined by Warrior Strong, a special 150th anniversary float that was showcased on a national broadcast with over 185 major cities in the country. The float was 102 feet long and two stories high, featuring

larger-than-life super heroes carrying giant Warrior shields and including WSU students on the float.

APLU Award – As mentioned earlier in the Student Affairs Committee, the Association of Public and Land-grant Universities (APLU) named Wayne State University the winner of its 2018 Degree Completion Award for student success and progress. President Wilson congratulated Associate Provost Monica Brockmeyer and Provost Whitfield for the achievement.

International Programs – President Wilson recently returned from Sao Paulo, Brazil, where he and Associate Provost Ahmad Ezzeddine visited several universities and discussed potential collaborations. They also met with General Motors executives in South America to learn about their Brazilian operations and discuss Wayne State's global supply chain competition with GMC sponsors. An additional reason for the Brazil trip was that he had been invited to be the keynote speaker at the largest ophthalmology meeting in Latin America.

Co.act Detroit – In December 2017, TechTown Detroit was awarded a three-year grant of \$4.75 million from the Ralph C. Wilson Jr. Foundation to run the Center for Non-Profit Support. Partners in the launch of the center include the Michigan Non-Profit Association and Michigan community resources locally as well as nationally. Detroit has a diverse non-profit community, and many of these organizations struggle to sustain themselves. However, there are countless opportunities for non-profits in this region to partner and leverage efforts which go unrealized, either for lack of knowledge or lack of capacity. The center was designed to meet these challenges. The permanent name for this center, Co.act Detroit, stands for Accelerating Collaborative Action in Southeast Michigan's Non-Profit Community. Last month Co.act Detroit received a \$1.975 million grant from the Ralph C. Wilson Jr. Foundation to support the creation of a technical assistance fund for non-profits receiving services.

Athletics – The women's tennis team won the 2018 GLIAC conference title, earning an automatic bid to the NCAA tournament, and the President and Mrs. Wilson hosted the entire team for a special lunch at the Jacob House. Also, freshman Ashley DuFrame was named GLIAC Freshman of the Year in Women's

Cross-Country, and men's basketball squad defeated the defending national champions, Ferris State, by one point, 90-89, at Matthaei, on November 29.

The President's report was concluded.

GOVERNORS EMERITI

President Wilson said the Board will now recognize the two departing Board members, Governors Dunaskiss and Nicholson, whose terms end on December 31, 2018.

Governor David Nicholson

Governor Kelly read the following Statement of Appreciation in honor of Governor Nicholson:

The end of today's Board meeting marks the last meeting for two very dedicated members of our Board, who each complete their term of service at the end of this month. I am so pleased to have an opportunity to talk for a few moments about our current Vice-Chair, Governor David Nicholson. David has served on our Board for almost six years, accepting appointment in February 2013 by Governor Rick Snyder to fill a vacancy.

David brought to his service to Wayne State tremendous business acumen and financial expertise. Throughout his service, his thoughtful and directed advice and counsel have been a standard for every meeting he has attended. His laser attention to details focused on the bottom line, and have helped the Board examine its decisions by keeping an eye on the long term impact on the institution and the community we all revere. David is able to look at the big picture, and helped us understand the importance of defining measures that recognize progress, and those factors that hinder it. David has a thorough understanding of the importance of financial safeguards, built from his financial background, and evidenced through his work these past two years as the Chair of the Audit Subcommittee.

I believe David was surprised at the length of time needed for decision-making in higher education, but he handled it well. I think he would agree that corporate decision-making is a bit more nimble than in academia, but I also believe he also came to understand the value of shared governance. The University has tackled some major challenges during David's time on the Board, and seen some major accomplishments, including the financial partnership with Corvias Campus Living, which had a tremendous positive impact on University Housing and our housing debt, the nationally award winning recognition of improvements in graduate rates and retention, and the completion of the University's \$750 million capital campaign. David sits on the Foundation Board, and has a true understanding of the importance of private support and philanthropy to the University. While all of these

accomplishments, and many more, occurred through the shared leadership of the Board, David's thoughtful contributions, support and advocacy helped clarify the long-term positive impact on the University, which is a stronger institution because of his service to it.

David gives back to the community through his service on a number of local Boards, including Kids Kicking Cancer, Graycor, Inc., the Detroit Financial Review Commission, and Legacy DMC. Through his work with Legacy DMC, he has gained deeper understanding of the important safety net health care provides to the citizens of "Detroit, and the important work done at our School of Medicine to secure that net.

Thank you, David, for your commitment to the University, for recognizing the impact of higher education and its impact on the community, and for being our friend and colleague. We will miss you, and we hope that there will be opportunities in the future for us to work together again. And in the words of Commander Spock, Live Long and Prosper.

ACTION – Upon motion by Governor O'Brien and seconded by Governor Kelly, the Board of Governors named Governor David A. Nicholson as Governor Emeritus. The motion was adopted unanimously.

ACTION – Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors established the David A. Nicholson Endowed Scholarship Fund in the amount of \$25,000 to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education at Wayne State University. The motion was adopted unanimously.

Governor Nicholson thanked Governor Kelly for the kind words, and also thanked his Board colleagues, President Wilson, and Secretary Miller, as well as the Cabinet, students, faculty and the alumni. He stated that he took more out of the University than he gave back. He learned a lot and is proud of the work done together over the last five years, and really thinks that Wayne State is in a better place than it was five years ago, with huge opportunities ahead.

Governor Diane Dunaskiss

Governor Kim Trent read the following Statement of Appreciation in honor of Governor Diane Dunaskiss.

I am delighted to take a few moments to talk about my friend and colleague, Diane Dunaskiss, who on December 31st, will have completed

her 24th year on the Board of Governors, serving our students, faculty, staff, and entire Wayne State community. Twenty-four years is an enormous amount of time to dedicate to public service, and we are a better institution for her service to it. Diane is the epitome of a good Board member. She keeps her sights on the big picture, looks at the long-term impact of decisions that come before her, and always keeps the welfare of our students and the University at the forefront of her decision-making.

In looking back at the changes that Diane has been part of at the University, the list is almost too much to comprehend. I will include a few in here, just for context. The University went from computer cards to the touch of a telephone button in registering students for classes; from a commuter campus with almost no on-campus residents to a University with world-class dormitories and apartment buildings. In fact, the physical face of the University has undergone vast change with more than 30 new buildings approved and built during her tenure on the Board, including the recently completed Ilitch School of Business, 32 when the Hilberry Gateway project and the new STEM building are completed. Two successful capital campaigns have been completed, raising more than a billion dollars in support for the University. More than a hundred new degree programs have been established, and more than 130,000 students have graduated and had their lives changed during Diane's tenure, including more than 6000 doctors, 4400 lawyers, 8500 social workers, and 4800 nurses, just to highlight a few. We have become a research-intensive University, and as we so recently recognized during the sesquicentennial, our commitment to the City of Detroit has never wavered.

Diane has approved the hiring of 4 new presidents (and one interim), and I believe chaired one of those searches; she has served as Chair and Vice Chair of the Board, and as the long-standing chair of our Academic Affairs Committee. She has urged the University forward in its student retention and completion efforts, and has steadfastly maintained support for the quality of the institution, building strong programs for our students, and a strong community for our faculty and staff. As Chair of Academic Affairs, she guided discussions about program creation, renewal and discontinuance, stressing the need to keep current and responsive.

So while all of that speaks to just a portion of what has happened at the institution, it does not talk about Diane as a person, and about the high level of regard her colleagues on the Board have for her. Over the course of her tenure, Diane has served with 24 Board members, and I am sure our collective experience has been similar. Diane is a woman of integrity, of humor, and of commitment. Her professional life as an educator and principal gave her the expertise and vision to talk about the needs of 21st century students, and the patience to help us see how to meet those expectations. She has been ever mindful of the rising cost of tuition, and its impact on our students, and has cautioned us on the need to find viable

solutions to funding for higher education. She has met with legislators and the Governor to plead our case, and has been a worthy advocate on behalf of the University. We have each appreciated her ability to remain poised and unflappable, and have admired her strength of purpose and commitment to the University.

Diane has a strong partner in her husband Mat, who has also been a great friend to the University, and since her retirement, has enjoyed spending time with her children and grandchildren, delighting in a new generation of the Dunaskiss family. An alumna of the University, we know that Diane's support and commitment to WSU will continue into the future - she is a valued friend, a valued colleague, and one whose impact on the University for the past nearly quarter of a century will live on for many, many years to come.

Thank you, Diane, for your service, commitment and dedication. You will be deeply missed.

ACTION – Upon motion by Governor O'Brien and seconded by Governor Trent, the Board of Governors named Governor Diane L. Dunaskiss as Governor Emeritus. The motion was adopted unanimously.

ACTION – Upon motion by Governor Kelly and seconded by Governor Busuito, the Board of Governors established the Diane L. Dunaskiss (Fund Functioning as an Endowment) Endowed Scholarship Fund in the amount of \$25,000 to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education at Wayne State University. The motion was adopted unanimously.

Governor Dunaskiss expressed her thanks to everyone. She stated that when she originally ran for the Board, it was an effort to give back to the institution where she received an outstanding education. She hoped she gave back but, echoing Governor Nicholson's comment, she said she received more by serving on the Board. Governor Dunaskiss said it has been a privilege to work with the faculty and staff, the administration and her fellow Board members. She knew WSU was an outstanding institution, but never understood all the facets and work that went into it until she came to the Board. Governor Dunaskiss hoped her contributions have been valuable; she was proud of the University and grateful for the honor of serving it.

President Wilson announced that there will be a University reception to properly thank both outgoing Board members early in the next year.

STANDING COMMITTEE REPORTS

President Wilson reported that two of the Board's standing committees met during the morning session. A detailed report of the discussions during each committee meeting can be found in the Minutes of that committee.

Personnel Committee

The Personnel Committee heard two informational reports.

Affirmative Action Status Report for 2017– Ms. Nikki Wright, Director of the Office of Equal Opportunity, discussed data regarding employment of academic and non-academic staff, and processing of discrimination and harassment complaints. The University ranks high among its peers for minority faculty hiring as well as minority hiring in general. Ms. Wright also discussed her work with the Provost to train search committees in anti-bias awareness.

Supplier Diversity and Inclusion – Mr. Ken Doherty, Associate Vice President for Procurement and Strategic Sourcing, provided data and discussed the University's efforts at supplier diversity for 2017. The University has a strong presence in the local business community; it is actively engaged in a wide variety of conferences and workshops whose goal is to educate small and diverse business owners on business opportunities at WSU.

Budget and Finance Committee

The Budget and Finance Committee had three informational reports and three action items that were approved as part of the Consent Agenda.

Contingency Reserve – A request for a transfer from the contingency fund was tabled until the next meeting.

Major Capital and Real Estate Projects– Vice President Decatur presented a progress report on 23 major capital projects currently underway, their current status, and their expected completion dates. The second part of the report discussed two real estate ventures and their current status.

Purchasing Exceptions – The report summarized purchase orders greater than \$25,000 that were issued without soliciting competitive bids during August and September of 2018.

Student Affairs Committee

The Student Affairs Committee heard four informational reports.

State of the Student Senate – The President of the Student Senate, Stuart Baum, reviewed the goals and success of the various project groups formed within the Senate. These range from academic success which involves an increase in academic support services and in particular making available the class syllabi prior to the registration deadline, and also transportation around campus and specifically to the Mike Ilitch School of Business downtown. Senate members are also involved in campus discussions on campus safety and on attempts to establish a polling location on campus for student residents to vote.

Update on the South End – Miriam Marini, editor of *The South End*, talked about how the newspaper works to provide accurate and relevant information to its readers, and to determine what readers' interests are and that the newspaper is representative of its student body. The paper continues to cover important issues on campus on its web site and other multimedia, and issues three print editions per academic year.

Enrollment Management – Ms. Dawn Medley, Associate Vice Provost for Enrollment Management, presented the report on the Fall 2018 enrollment. Although graduate and professional school enrollment saw a decrease, the numbers for FTIACs and full-time freshmen increased significantly and there was an increase in their GPA scores. There was also a slight increase in community college transfers despite the drop in enrollment within the community colleges. She also discussed various initiatives to advance recruitment as well as financial aid programs. Associate Provost Monica Brockmeyer announced that Wayne State University was awarded the 2018 Degree Completion Award by the Association of Public and Land-grant Universities (APLU), for nearly doubling its graduation rate over a six-year period

from 26% to 47%. She thanked the Board for its commitment to the investments needed for student achievement.

Student Conduct Officer Report – The report summarized the Student Code of Conduct charges filed in the 2017-18 academic year compared to the two previous academic years, describing the violations, number of students found responsible, and the disciplinary sanctions.

RECOMMENDATIONS AND REPORTS FROM THE ADMINISTRATION

The Provost and the vice presidents submitted written informational reports describing activities in their divisions. There was no discussion of the following six reports:

Academic Affairs Informational Report – Student, Faculty and Academic Staff Achievements – Provost Whitfield

New Research Awards, Quarter 3 – FY 2018 –Vice President Lanier

Report on Waivers Approved to Board Statute Section 2.41.01.140 –Vice President Lanier

Government and Community Affairs Report – Vice President Lindsey

Economic Development Report – Vice President Staebler

Development and Alumni Affairs Report – Ms. Tracy Utech for Vice President Burns

Research Awards FY 2018 through July 31, 2018

Vice President Lanier noted that the \$259 million of extramural research funding for FY 2018 represents a record for the University. He also noted that federal funding for research rose 38% since FY 2013, from \$98 million to \$136 million, and hoped that the upward swing in funding will continue.

Institute of Gerontology Charter

The recommendation to renew the charter for the Institute of Gerontology is the result of a formal review by the Center and institute Advisory Committee-II (CIAC-II). The review listed IOG's strengths and suggested recommendations for the next charter period, among them a plan for the succession of leadership, development of an updated strategic plan, and promoting diversity in students, trainees, and faculty.

ACTION – Upon motion by Governor Gaffney and seconded by Governor Dunaskiss, the Board of Governors renewed the charter for the Institute of Gerontology (IOG) through December 2024. The motion was adopted unanimously.

Conflict of Interest Contracts

Vice President Decatur presented one contract and Vice President Lanier presented four contracts for Board approval with companies owned or partially owned by a Wayne State University employee. This creates a potential conflict of interest. Michigan Conflict of Interest law requires specific sunshine procedures in order for a University employee, or a company owned by a University employee, to contract directly or indirectly with the University. The law requires disclosure of any pecuniary interest in the contract, and the disclosure must be made a matter of record in the Board's proceedings, including the name of the parties involved, and the terms of the contract. The contract must be approved by the Board with a vote of not less than two-thirds of the full membership of the Board in open session. The disclosures required by the Conflict of Interest law for each contract are shown below.

Variety Food Services (presented by Vice President Decatur)

- (i) The parties involved in the contract are Wayne State University and Variety Food Services.
- (ii) The contract will provide that:
 - (a) Scope: Variety Food Services will provide lunches and snacks for the University's Early Childhood Centers at the College of Education (COE) and at the Merrill Palmer Skillman Institute (MPSI).
 - (b) Duration: The term of the agreement will extend through September 30, 2019, with the University option to renew for up to two additional one-year periods of service, through September 30, 2021. The agreement may be terminated by the University in the event of an uncured breach of the agreement by Variety Food Services.
 - (c) Financial Consideration: The amount of the contract is approximately \$70,000 per year for the combined two centers, or \$210,000 over the life of the contract.
 - (d) University Facilities to be Utilized: Food will be served in the Early Childhood Centers at both the College of Education and at the Merrill Palmer Skillman Institute.
 - (e) Wayne State University Employees Assigned to the Services: Anna Miller from the College of Education will function as the primary contract administrator.
- (iii) Variety Food Services is a small, for-profit entity whose CEO is John Nowak, spouse of WSU employee Cheri Nowak in the Department of Human

Resources. Because of this relationship, Cheri Nowak has the potential to financially benefit from this agreement.

ACTION – Upon motion by Governor Dunaskiss and seconded by Governor Nicholson, the Board of Governors authorized the President or his designee to enter into a purchase order agreement with Variety Food Services, a catering services company located at 25235 Hoover Rd, Warren MI 48089, to provide lunches and snacks for the University’s Early Childhood Centers. The motion was adopted with the following roll-call vote:

Governor Busuito - yes	Governor Nicholson - yes
Governor Dunaskiss - yes	Governor O’Brien - yes
Governor Gaffney - yes	Governor Thompson - yes
Governor Kelly - yes	Governor Trent - yes

The next four contracts were submitted by Vice President Lanier.

Genesis Theranostix, Inc.

- (i) The parties involved in the contract are Wayne State University through the James and Patricia Anderson Engineering Ventures Institute (henceforth Anderson Institute) and Genesis Theranostix, Inc.
- (ii) The contract will provide that:
 - (a) In exchange for the payment by the Anderson Institute of fifty thousand U.S dollars (\$50,000), Genesis Theranostix, Inc., a Delaware corporation, issues to Anderson Engineering Ventures Institute the right to certain shares of the Company’s capital stock, subject to the terms set forth in the contract. The scope of the investment is to support biomarker validation for pre-eclampsia by Genesis Theranostix, Inc.
 - (b) Duration: The contract will be for an undefined duration with an effective start date when all the items required by Anderson Engineering Ventures Institute for investment have been completed by Genesis Theranostix, Inc.
 - (c) Financial Consideration: The amount of the investment is \$50,000.
 - (d) University Facilities to be Utilized: No University facilities will be utilized.
 - (e) Employees Assigned to the Services: No employees will be assigned to services.
- (iii) The pecuniary interest held by Dr. Adi L. Tarca, associate professor of Obstetrics and Gynecology in the School of Medicine, consists of a current 1% ownership of Genesis Theranostix, Inc., with co-inventors and colleagues holding the remaining 99% equity. Dr. Adi L. Tarca will therefore have the potential to financially benefit from the commercial

success of the company. Dr. Adi L. Tarca has filed a Financial Conflict of Interest with the Office of Research Integrity.

ACTION – Upon motion by Governor Dunaskiss and seconded by Governor Busuito, the Board of Governors authorized the President, or his designee, to contract and make a Simple Agreement for Future Equity (SAFE) investment in Genesis Theranostix, Inc., a Delaware C-Corporation company. In exchange for the investment by Wayne State University on behalf of its Anderson Engineering Ventures Institute, Genesis Theranostix, Inc., issues to Anderson Engineering Ventures Institute the right to certain shares of the Company’s capital stock, subject to the terms set forth in the SAFE agreement. The motion was adopted with the following roll-call vote:

Governor Busuito - yes	Governor Nicholson - yes
Governor Dunaskiss - yes	Governor O’Brien - yes
Governor Gaffney - yes	Governor Thompson - yes
Governor Kelly - yes	Governor Trent - yes

Energy Emissions Intelligence (E2i), LLC

- (i) The parties involved in the contract are Wayne State University and E2i, LLC.
- (ii) The contract will provide:
 - (a) Scope: E2i will be granted an exclusive, worldwide option to license, with the rights to limited commercial sublicensing of the software.
 - (b) Duration: Until E2i raises at least \$250,000.
 - (c) Financial Consideration: Royalties: as per the licensing agreement with Technology Commercialization.
 - (d) University Facilities to be Utilized: No University facilities will be used by E2i.
 - (e) Employees Assigned to the Services: No University employees are assigned in connection with the licensing contract.
- (iii) The pecuniary interest held by Dr. Carol Miller, professor of Civil and Environmental Engineering in the College of Engineering, consists of an Ownership Interest, holding 33.3% equity interest in E2i, LLC, and will therefore have the potential to financially benefit from the commercial success of the company, including the commercialization of the University’s Technology known as “LEEM: Locational Emissions Estimation Methodology.”

ACTION – Upon motion by Governor O’Brien and seconded by Governor Nicholson, the Board of Governors authorized the Anderson Institute to invest in Energy Emissions Intelligence (E2i), LLC to commercialize the intellectual property relating to “LEEM: Locational Emissions Estimation Methodology.” The motion was adopted with the following roll-call vote:

Governor Busuito - yes	Governor Nicholson - yes
Governor Dunaskiss - yes	Governor O'Brien - yes
Governor Gaffney - yes	Governor Thompson - yes
Governor Kelly - yes	Governor Trent - yes

Juvabis AG

- (i) The parties involved in the contract are Wayne State University, University of Zurich, and Juvabis AG.
- (ii) The contract will provide:
 - (a) Scope: An option to acquire an exclusive, worldwide royalty bearing license.
 - (b) Duration: The term of the option shall be for twelve (12) months.
 - (c) Financial Consideration of:
 - (1) Option fee of \$17,707.
 - (2) 100% of the Actual Patent Expenses incurred after the effective date.
 - (d) No University employees are assigned in connection with the licensing contract.
 - (e) No University facilities or services of the University are included in the contract.
- (iii) The pecuniary interest held by Dr. David Crich, Schaap Professor of Chemistry in the College of Liberal Arts and Sciences, consists of the current 18.4% ownership of Juvabis AG, and he will therefore have the potential to financially benefit from the commercialization of the University's intellectual property known as Apramycin, Neomycin and Paramoycin derivatives."

ACTION – Upon motion by Governor Trent and seconded by Governor Kelly, the Board of Governors authorized the President, or his designee, to contract with Juvabis AG (Company) to enter into an exclusive license for commercialization of the intellectual property encompassing the technology related to improved antibiotics derivatives. The motion was adopted with the following roll-call vote:

Governor Busuito - yes	Governor Nicholson - yes
Governor Dunaskiss - yes	Governor O'Brien - yes
Governor Gaffney - yes	Governor Thompson - yes
Governor Kelly - yes	Governor Trent - yes

CardioSounds, LLC

- (i) The parties involved in the contract are Wayne State University and CardioSounds, LLC.

- (ii) The contract will provide:
 - (a) Scope: An option to acquire an exclusive, worldwide royalty bearing license.
 - (b) Duration: The term of the option shall be for twelve (12) months with an option to extend.
 - (c) Financial Consideration: Option fee of \$5,000.
 - (d) No University employees are assigned in connection with the licensing contract.
 - (e) No University facilities or services of the University are included in the contract.

- (iii) The co-founders of CardioSounds, LLC are Gaurav Kapur, M.D., associate professor in the school of Medicine; and Yong Xu, Ph.D., professor, and Sean Wu, Ph.D., professor, in the College of Engineering. The pecuniary interest held by Drs. Kapur, Xu, and Wu consists of the 8% ownership each in CardioSounds, LLC and they will therefore have the potential to financially benefit from the commercialization of the University’s intellectual property known as “noninvasive blood-pressure monitoring device.”

ACTION – Upon motion by Governor Dunaskiss and seconded by Governor Gaffney, the Board of Governors authorized the President, or his designee, to contract with CardioSounds, LLC enter into an exclusive license for commercialization of the intellectual property encompassing the technology related to blood pressure monitoring. The motion was adopted with the following roll-call vote:

- | | |
|--------------------------|--------------------------|
| Governor Busuito - yes | Governor Nicholson - yes |
| Governor Dunaskiss - yes | Governor O’Brien - yes |
| Governor Gaffney - yes | Governor Thompson - yes |
| Governor Kelly - yes | Governor Trent - yes |

Establishment of Endowment Funds

ACTION – Upon motion by Governor Nicholson and seconded by Governor Kelly, the Board of Governors established endowment funds that total \$3,470,444.46 for the purposes presented. The motion was adopted unanimously.

1. The Abdish R. Bhavsar, M.D., Endowed International Clinical Experience Support Fund in the School of Medicine, to provide assistance to medical students who elect to participate in international clinical experiences in under-resourced areas of the world. \$50,000

2. The Victor and Mildred Blomquist Endowed Scholarship, to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Education. \$25,000
3. The Dr. Tom Edwards Endowed Scholarship, to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Education. \$50,000
4. The Carl and Denny Greenberg Endowed Support Fund, to provide the Department of Psychology with support for annual awards to graduate students for educational travel, research, and to host guest lectures in the department. \$25,000
5. The David M. Hempstead (Bodman PLC) Endowed Scholarship, to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Law School. \$25,000
6. The Dean Jerry Herron Endowed Scholarship, to support and enhance programs that enrich the Jewish aspects of academic, social and cultural life of students at Wayne State University, with a pledge from the Tuscarora Fund at the Jewish Federation of Metropolitan Detroit. \$25,000
7. The Hillel of Metropolitan Detroit - Driker Fund, as a source of permanent funding to support and enhance programs that enrich the Jewish aspects of academic, social and cultural life of students at Wayne State University, with a pledge from Eugene and Elaine C. Driker. \$50,000
8. The Edward C. and Linda Dresner Levy Med-Direct Endowed Fund, to support the Med-Direct Program. \$1,000,000
9. The Ronald and Antoinette Spalding Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the School of Information Sciences. \$25,000
10. The Judge Jacqueline Simmons Walker Endowed Scholarship (Fund Functioning as an Endowment), to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Law School. \$2,195,444.46

General Education Program Statute Revision

The current membership of the General Education Oversight Committee was adopted by the Board on November 10, 2017. As part of a continuing review, the Academic Senate Policy Committee and the Provost’s Office recognized that there was an imbalance in the membership because there was no provision for a faculty co-chair, the College of Liberal Arts and Sciences is under-represented, and the selection and role of the Academic Senate representatives is not clear. Therefore, the recommendation for revised membership is presented for approval.

ACTION – Upon motion by Governor Nicholson and seconded by Governor Kelly, the Board of Governors revised Section 2.43.03.240 of the General Education Program Statute. This section is related to the General Education Oversight Committee membership. This change is effective immediately. The motion was adopted unanimously.

The revised paragraph of the General Education Program statute (WSUCA 2.43.03.240) reads as follows:

2.43.03.240 The GEOC will be representative of the University community as a whole as follows: One (1) representative each from the colleges of Business, Education, Engineering, Nursing, Pharmacy and Health Sciences, and Social Work; two (2) representatives from the College of Fine, Performing and Communication Arts; six (6) representatives from the College of Liberal Arts and Sciences; two (2) representatives selected by the Academic Senate (one (1) tenured faculty member and one (1) ESS Academic Staff member); and one (1) representative, ex officio, from the University Libraries. The committee shall elect a co-chair from amongst the voting members, and the Associate Provost shall serve, ex officio, as a co-chair. The committee shall decide the number of student representatives.

Revised Schedule of Meetings, 2018-2019 and 2019-2020

Secretary Miller presented a revised schedule of meetings for the next two years. The date for the May 2019 meeting was changed from Friday, May 3, 2019 to Wednesday, May 1, 2019 in order to accommodate the change in location for the 2019 General Commencement.

ACTION – Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors adopted the Revised Schedule of Meetings for the two years of 2018-2019 and 2019-2020 as submitted. The motion was adopted unanimously.

The schedule of meetings of the Board, its standing committees, and the Executive Committee, for the two years of 2018-2019 and 2019-2020 is as follows:

<u>2018-2019</u>	<u>2019-2020</u>
September 21, 2018	September 20, 2019
December 7, 2018	December 6, 2019
February 1, 2019	January 31, 2020
March 20, 2019 (Wednesday)	March 20, 2020
May 1, 2019 (Wednesday)	May 1, 2020
June 21, 2019	June 19, 2020

Unless noted otherwise, the time schedule for the above meetings will be as follows:

10:30 a.m. – Board standing committee meetings

12:00 p.m. – Executive Committee meeting

3:00 p.m. – Board of Governors meeting

Executive Committee

<u>2018-19</u>	<u>2019-2020</u>
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October 26, 2018

October 25, 2018

April 5, 2019

April 3, 2020

June 7, 2019

June 5, 2020

EXECUTIVE COMMITTEE REPORT

The Executive Committee met earlier in the day, and Governor O'Brien indicated there were two items to be presented to the Board for consideration.

President's Contract Extension

MOTION by Governor Gaffney and seconded by Governor Trent that the Board of Governors adopt the Executive Committee's action and recommendations regarding the President's contract extension, and implement the same. This extends the President's contract to July 31, 2023 and changes salary and benefit levels.

Members of the Board of Governors made the following statements.

Governor Busuito

First of all, I'll tip my hand as to how I'm going to vote on this because I'm not going to repeat what I said this morning regarding my concerns for the trajectory of the Medical School and where it's gone, but that's a whole other issue. I do have some procedural problems in that this was never on the agenda. I received the red-line version only three days ago and while I'm not an attorney, I need time to review this. But for me to make a decision today on this would just be an exercise in failing to exercise due diligence on this issue. I don't think I can make a proper decision when I was only given this thing three days ago.

Secondly, we're in a lame duck session. We have two new Board members sitting there; they will have no say in this, but they will have to live with it for the next five years. Like I said, I received it three days ago, and my question

is, what is the rush. The current contract doesn't expire until July 31, 2020, so I don't know why we have to do this today. And then separating the President from, dissociating him from the contract, I think you have to understand, we now live in the post-Nasser era, and we have to review these contracts in relation to what happens in cases of malfeasance. And the way the contract is currently written is if - and like I say, I'm going to dissociate President Wilson from this contract currently - if there was malfeasance, there is still a golden parachute here, and that the employee still gets a tenured position at a 75th percentile professor's salary, and I just think that sends the wrong message to the public; that if you engage in malfeasance, you still get a golden parachute at a public university. And so for those reasons, I am going to tip my hand on the vote and tell you that I can't support this vote at this time.

Governor Nicholson

As a member of the contract subcommittee, I would like to thank the people who were on the committee. We really had two roles. One was looking at the President's performance; we reached out to a series of stakeholders, including the Board of Governors, faculty leadership, staff, student leadership, community leaders. This started back in May, and we have had overwhelming support of how the President was doing, and that we should consider extending his contract. We really began that discussion with the Board of Governors in September and updated the Board of Governors in the September-October-November meetings. We looked at a series of data with regards to competition both for the Wayne State University peer group as well as Michigan public universities, and I think the committee did a very thorough job on the recommendation to extend President Wilson's contract for a three-year extension. And I think it gives this University certainty over time and really encourages stability for the University, and I really think it is in the best interests of the University to vote Yes on this.

Governor Trent

I have a statement I would like to make. Today I will proudly vote to extend President Wilson's contract, and think it's regrettable that it has been suggested that this has been any action other than a good faith effort to evaluate our President's performance and consider whether he merits the Board's continued support. This vote is the culmination of a nine-month process that was undertaken by a Board subcommittee that included feedback from campus stakeholders and the community at large. Upon the vote of the majority of Board members to proceed with the vote to extend President Wilson's contract, the committee then set about to negotiate the contract's extension terms with the President's representative. It seems natural that the process would be completed by the people who had undertaken it, and I can think of no better position for Board members to fulfill these duties than those who have set expectations for the President's

performance and evaluated the execution of those expectations over the past five years.

For me this vote is about an answer to a very basic question: Has Roy Wilson performed the duties of his position in such a way that he deserves an opportunity to continue to execute his vision for the University with the support of the Board? I believe he has, and here are just a few examples of why. President Wilson oversaw the completion of a groundbreaking housing agreement that helped to stabilize the University's finances while expanding our capacity to offer on-campus housing for more than 800 students. He oversaw the successful completion of a development campaign that secured more than \$750 million for the University. He leveraged his experience as a former NIH executive to drive an expansion of our research portfolio by more than \$100 million. He secured the largest gift in the history of the University to construct the Ilitch School of Business in the heart of downtown Detroit.

When I ran for the Wayne State University Board of Governors, I told voters that my number one priority was to push the administration to address an abysmal six-year undergraduate graduation rate, particularly for African American students. Last month President Wilson and his team received a prestigious national award from the Association of Public Land Grant Universities for our progress in boosting our overall six-year graduation rate from 26% to 47% in the last six years. The six-year graduation rate for Black students has more than doubled from 11% to 26%. We are nowhere near satisfied with that statistic, but we are moving, and we are moving quickly in the right direction. In fact, just today the Board learned that Wayne State University has improved more than any other four-year university in America on this point in recent years. Frankly, this fact alone is enough evidence for me that President Wilson deserves the chance to finish the job he has begun over the last five years.

When I cast my vote to hire President Wilson five years ago, his extensive experience as a leader of medical schools was a deciding factor in my decision to support his nomination. At the beginning of his tenure, our medical school was sanctioned and nearly lost its accreditation because in 2015 we admitted less than 10 students representing under-represented minority communities. Today we rank number one for under-represented minority medical school admissions. We literally went from worst to first. President Wilson inherited a medical school that had a complicated financial relationship with our Physicians Practice Plan, and our major medical partner had threatened the sustainability of the medical school. Today after a number of very difficult decisions undertaken by the Board and President, we are in a much stronger position with a much clearer picture of the challenges that lie ahead. President Wilson is the immediate past president of the Association of American Medical Colleges. Before he came to Wayne State, he had top tier leadership positions with four different medical schools. His reputation as an innovative leader in the field of medical education was shaped long before he

came to this campus. Over the next few months our University will be working to complete a historic partnership with Henry Ford Medical Center and will hire both a new medical school dean and a new vice president for health affairs. Now is not the time to send a message that the Board has lost its faith in Roy Wilson, who is uniquely positioned to help us attract top notch talent and stand up our Henry Ford relationship. When you look at the recent history of our University, presidents have typically had sufficient time on campus to carry out their vision for change. President David Adamany served as president for 15 years. President Irvin Reid's tenure was 12 years and included a five-year contract extension. A decade seems like an appropriate amount of time to give a president to leave his mark on the university that he served. President Wilson has offered bold, innovative leadership to address challenges that could have easily meant the collapse of our medical school and the loss of the University's standing among public universities, and he has done so under much more scrutiny than any president in recent history. Instead of calamities, Dr. Wilson has brought us calm. Instead of a decline in the University's reputation, we have improved by leaps and bounds. I can think of no reason why the Board would send a message to the campus community and the community at large or potential talent that our confidence in his leadership is wavering. I can't speak for any other Board member but my confidence is most definitely not wavering and I will offer my vote to extend his contract without hesitation.

Governor Gaffney expressed his agreement with Governor Trent's statement.

Governor O'Brien

There is no doubt that there have been many successes since we hired Roy, and I would like to think that I was a big part of getting him here. So I take no pleasure in making the statement I am about to make at all. It's actually quite disappointing to me. But I feel it's something that's imperative to me and it certainly doesn't cheapen the fact that there have been successes here, and good successes here. So I will start with this item regarding amending or extending the President's contract that was not on our agenda to take up today for a vote. During our agenda review which we had two weeks ago with Dr. Wilson, there was no mention of this issue coming up before us today for a vote. While it has been said that the initial request from Dr. Wilson for an extension came about seven months ago, it was only recently at our last executive board session that a vote to move the process forward by hiring legal counsel was taken. Three days ago I received a draft and have not participated in negotiating terms. I have numerous questions regarding our failure to include pertinent provisions that need to be considered in order to protect the University, provisions ensuring no golden parachutes for acts of malfeasance like those committed at MSU, where a president knew or should have known of a situation; questions surrounding the timing of an evaluation of Dr. Wilson and discussion with him regarding our thoughts and expectations of what he should be or could be doing better. I have grave issues with the compensation he is requesting and how that number was

reached. It is particularly interesting to me that he is using U of M and MSU as a peer group for presidential compensation. However, with issues such as graduation rates and retention, somehow our peer group ends up being an institution in Georgia. I find this peer group shopping disingenuous. We are constantly preaching access and opportunity around here, but I question whether this salary increase will lead to his entire cabinet salary increases or needing to be increased. It is mind-boggling to me that a cabinet member cannot possibly live off \$200,000. I worry that some of these administrators and consultants are so out of touch with the reality on the ground that they fail to recognize that most Detroit households are making less than \$10,000 annually and working class families live on much less and don't drive Mercedes and Teslas.

I have grave concern about the direction of our medical school. I have grave concerns that Dr. Wilson has hired consultants who then hire additional consultants to the tune of several million dollars without our FPs. I am concerned that our relationship with the DMC is worse now than it was when the consultants first got here. I am concerned that our consultants do not have our best interests at the forefront and that they are more concerned with getting a deal done at any cost simply as a notch on their belt that will allow them to move on to the next target or sucker. Perhaps what is most troubling is the fact that this contract is not set to expire anytime soon, not next week, not next month, not next year. If we have waited for a decision regarding the contract extension for seven months, what does waiting three more weeks matter at this stage? Moving this vote forward in lame duck session smacks of greed and disrespect for our incoming Board colleagues. For those reasons, I will be voting No with a clean conscience.

Governor Thompson

So, I am also going to be voting No on the contract, for many of the same reasons that Governor Busuito and Governor O'Brien stated. First of all, the contract does not end until July 31, 2020. There is no reason, no good reason, that I see or that has been explained as to why we need to do this now. We need to wait and allow our new Board members to weigh in on this decision, because these new Board members will be governing over the University for the next eight years and, you know, this is during the time of Roy Wilson's contract. Also, I am very concerned about the medical school, and there have been some changes that have been made. But the fact that we are hiring consultants, spending millions of dollars for consultants for questionable results is problematic. And rewarding Roy with a new contract does not seem appropriate in this circumstance. We have not had enough time to be able to consider the provisions of this contract. The contract committee was formed seven months ago, but as Governor O'Brien mentioned the red-line contract was given to us several days ago. We haven't had an opportunity to really discuss the provisions of the contract with the lawyer, and given the fact that we are in this post-Nasser era and have

had issues with presidents of universities, it is very serious that we consider how we handle those types of situations, and that should be addressed in the contract. And it is not addressed in the contract. In addition, we haven't had an opportunity to talk about our evaluation, our concerns with the President's performance. Yet we want to approve a contract? It just does not make sense to me.

Finally, I came on this Board because I was concerned about keeping the University accessible and affordable to our students. And what kind of message does this send where we're raising tuition, we're telling students that they are going to have to pay more money to come to school here because we don't have the funds to be able to provide the adequate programming, yet we're also raising the compensation of the President. I understand it is a complex position and that the President should be compensated, but the amount is concerning and problematic. So for these reasons I am also going to vote No. I don't see why this is being rammed through; it smacks of the same kind of lame duck issues that are going on in Lansing and in Wisconsin and in other legislatures in the country, and I will not be a party to it.

Governor Kelly

I am going to be pleased to vote in favor of this renewed employment agreement. I have had the pleasure of working the last seven months with the chair of our committee on this, David Nicholson, and with Mark Gaffney. And as has been referenced earlier, there has been considerable effort in communication with any number of people in the community, and particularly in the academic community, faculty and administration alike, before the recommendations that we have made today were brought before the Board. This has been a seven-month process, and I think it's unfair to the committee and unfair to those of us in the majority on this matter to assert that this is being rammed through. What could be more natural than to bring to vote a matter which has been pending and worked on for the last seven months? I think it's unfair and misleading to represent that this in any way resembles a lame duck session-type activity such as is going on in Lansing or other states. This is a normal action taken in the normal course of Board work. It is in no way disrespectful to the new members of the Board. This is, as the past contract was, an at-will contract, and any time a majority of the members of the Board decide that they don't want Roy Wilson as president of this university, they can bring that before the Board and change that contract. So if the new members of the Board, after an opportunity to learn about the work of Roy Wilson and the status of this university, should decide that they don't like this contract, they can help change it. It only takes five votes. I believe that voting for the contract is a vote of confidence for the fine work that Roy Wilson has done as our president. In no way is there a golden parachute involved in this contract. I should point out to you that in the event of malfeasance, it is explicitly articulated in the contract that the president would not receive any kind of parachute at all. He would have his rights as a

tenured member of the faculty; that we would not try to take away from him in the course of removing him as president. But there's no golden parachute to float down on in some disreputable manner as has been inferred here.

Also, reference has been made to the short time that some members feel that they have to react to the contract. Anyone sitting through this meeting today can see the many issues that come before our Board in the course of any one meeting. Board members typically have to make decisions in the course of a few days about important issues. It's part of the job; it's part of what we sign up for as members of the Board of Governors. The compensation that we're offering the president in this contract does not consider MSU and U of M as peer organizations. We're not offering our president anything like what the presidents of those universities make. The peer organizations considered in coming up with this compensation are not the U of M and MSU but more comparable institutions in terms of size, etc. I frankly feel that our president has done an excellent job, and when he asks for a vote of confidence, I think we have to give it to him unless we don't want him here anymore. So for those reasons I am proud to vote in favor of this motion.

Governor Dunaskiss

I am going to echo some of the things that my colleagues stated, especially with respect to the length of time. It has been seven months; this is part of our responsibility as the Board; we have known about this for seven months; I'm surprised it took this long. So it is our responsibility. We are the members who have had the opportunity to evaluate the president's performance. I'm not going to put this off on new members. It is our responsibility to evaluate the president's performance, and I think his performance has been outstanding. And so therefore, I will vote for this with pride.

I would also like to talk to you a little bit from a historical standpoint, because in my 24 years on this Board, there have been many moments of exciting change and positive movement forward. But I will tell you that the trajectory since President Wilson became president of this university has changed dramatically. We were making nice, steady progress; now we have made amazing progress. Think about the award we have received for our primary goal, graduation rates; our students – that's our primary goal. And we have made amazing progress in the last five years. Think about this campus, and the amount of students who live here now. They live in this city, and they go to the restaurants, and they have their night life here, because we have provided housing through a partnership at this university, again, since President Wilson has been here. Our partnership with Henry Ford - this has been something we have been trying to work out for 20 years. And finally, finally after 20 years, we're going to also have a stronger partnership with Henry Ford Hospital. I don't know what more we could ask. And those are to just name a few. You heard an exhaustive list from my colleague, Kim Trent. So President Wilson, thank you and on behalf of everyone at this University,

thank you, and I proudly vote to extend the contract because it is for the good of this University. THAT's who I represent.

ACTION – Upon motion by Governor Gaffney and seconded by Governor Trent, the Board of Governors adopted the Executive Committee's action and recommendations regarding the President's contract extension, and implement the same. This extends the President's contract to July 31, 2023 and changes salary and benefit levels. The motion was adopted with a vote of 5-3.

Faculty Tenure

Governor Kelly reported that the Board was asked by the President to terminate the tenure of a faculty member and, earlier in the day, after considerable conversation and consultation with others, the Board voted to terminate the tenure of this faculty member effective at the end of next year. However, the Board has appointed an evaluation committee of three, representing faculty and administration, to set up criteria by which this faculty member can be evaluated during the upcoming year. If, at the end of the year, the evaluation committee recommends that the faculty person has satisfied its criteria for adequate performance, the Board will reconsider the action it took to terminate tenure.

The Executive Committee report was concluded.

PUBLIC COMMENT

Secretary Miller received several requests to speak from members of the University community. President Wilson informed the speakers that they each have three minutes to present their remarks, with a one-minute warning. The first four speakers dealt with the topic of campus housing.

Shashwat Mishra

Members of the Board and President Wilson. Thank you for giving me a chance to speak at the meeting. I'm Shashwat Mishra, (inaudible) year student in Biological Sciences and a graduate teaching assistant at Wayne State. I am standing here in front of you to talk about some of the problems we are facing living on campus as graduate students and as teaching

assistants. Beginning in fall of 2017, Housing introduced a rule which makes us pay rent for the entire semester up front at the beginning of the semester. Now, as GTAs and GRAs are paid by the University every two weeks, it is extremely difficult for us to come up with \$3,000 to \$4,000 each semester before the semester starts. This policy makes us deplete our emergency funds, an option that may not even be available to many of the students. In absence of cash, students have no other option but to enroll in payment plans which are offered by a third party, and that leads us to end up paying more money every semester. This whole policy creates enormous financial stress on us, the graduate students. With the lack of sufficient housing in Midtown, we look to Wayne State for affordable, accessible, safe housing. When a policy like this is introduced, Wayne State housing becomes inaccessible to a lot of our students. Moreover, moving forward, this policy will drive away many potential international and out-of-state students that want to join Wayne State and for whom living on campus is the only feasible option. But that option is taken away because of such cost-prohibitive policies.

Wayne State is known for introducing and developing the HIGH program, a program that gives housing security and aid to students that are in need so that they can achieve their dream of higher education. Ironically, the policy that I have just explained puts extreme financial pressure on graduate students and also creates a sense of housing insecurity. Financial hardships and uncertainties regarding housing can seriously impede our academic success as well as our roles of teaching and research at the university, eventually hurting the success and the goals of Wayne State University. We have tried to communicate our problems to Housing, but our complaints unfortunately have always fallen on deaf ears. Running out of options, we have decided to start a petition and requested support from the Wayne State community for changes to be made in some of the policy. Copies of the petition along with comments and signatures were submitted to the office, and I hope you have received them. At the point when our petition was submitted, we had a little over 400 signatures and before I started speaking, we had close to 500 signatures from students, staff, and members of Wayne State community. I sincerely urge you to go to the comments made by some of the resident students and members of the Wayne State community to get a better context of the problem that I am trying to present in front of you. After the petition was publicly distributed in one of the apartment buildings, Housing did reach out to the president of the union of graduate students for an urgent meeting; however, the meeting did not result in any solutions so far.

Just to conclude, Board members and President Wilson, we believe that housing for graduate students has never been a bigger problem than it is right now. I request you to listen to hundreds of members of our community and make changes to help graduate students at Wayne State. It's a sincere request from all of us that you please reconsider this policy that makes us pay thousands of dollars of rent at the beginning of the semester, so that we can

go back to paying our rents every month, which is a more respectable way. Thank you very much for your time.

Governor Trent expressed her concern about the issue of affordability, and hoped that the Board the administration will take the matter seriously. President Wilson thanked Mr. Mishra for bringing up the issue and assured him the administration will look into the matter.

Michael Salsaa

Mr. President, members of the Board. My name is Michael and I am a graduate student also in the Biology Department. I have been a student at Wayne State for seven years, and almost half of this time I spent living in Wayne State housing. During my stay I had several interactions with the Wayne State Housing department. As a Wayne State student and housing resident who pays money, we kind of expect, we expect certain things. For example, we expect when we send an e-mail to a Housing official, we expect a reply back. When we have washing machines broken down in the entire building, we expect them to be fixed promptly and on time. When the entire roof of a building apartment is leaking on the top of our heads, we expect to be listened to, to be addressed, to fix this issue.

Unfortunately, most of the time that doesn't happen. I requested to move out from one on-campus building to another. To my surprise, I got to learn that if I wanted to move from one housing building to another, I cannot do it at the regular moving period at the beginning of the semester; I can only do it four weeks after the beginning of the semester. This is one of Wayne State's housing policies. Now, I sent an e-mail to ask, why do you have this policy? Can you clarify what is the point of this policy? And I put forth my objections to it. For example, first of all, I have to pay my rent money, which as my good colleague mentioned is the entire semester pay, before the 15th of September. But because of this policy, I can only move after four weeks into the semester, so it would be a week after that deadline, which meant, since I'm moving into a different building, I'm going to have a different rent amount. So what will happen is my whole account is going to be messed up. And I was worried that that would lead me to run around to different departments such as Student Accounts Receivable, Financial Aid, to try to fix this.

So another problem was that I had new roommates coming into the apartment. And that roommate had to move in at the original moving period at the end of August. However, because I'm not moving out, he cannot move in at the same time. And that has resulted in him not being able to move in. So from the student point of view, this policy seems arbitrary rather than rational. However, even though I sent an e-mail to Housing three months ago, I still didn't receive an e-mail to my answer justifying this policy.

I would also like to bring to your attention the new housing development that is happening on campus. As you may be well aware, Corvias has entered into a partnership with Wayne State, and what that would result is that all of on-campus housing, except for the off-campus Tower, what would happen is that all of it would end up being dorm rooms. Each dorm room costs around \$1,000, and what that would cause is gentrifying the whole campus. People who are living here, residents of Detroit, us graduate students, are not going to be able to afford \$1,000 for a dorm room for an entire month. So I wanted to bring these matters to your attention and to look into our problems. Thank you very much.

Jeffrey Matthews

Mr. President, members of the Board. My name is Jeffrey Matthews and today I will be talking to you about my experience living in my campus apartment at Chatsworth Tower. On August 25 the four of us arrived on moving day excited to get into our new Chatsworth home. After waiting in line for hours for a cart and then hauling our stuff to the 7th floor, this is what we were greeted by. I am referring to the images that you are provided. As the pictures that you hold in your hand show, the apartment was filthy and uninhabitable. Early in the summer, community director Ikea Tucker assured us that the carpets would be cleaned. As the pictures show, nobody had bothered to even check the room before we moved in. Next, we went floor by floor with a resident advisor looking for an uninhabited two-bedroom unit. The resident advisors do not have access to up-to-date information on which units were actually occupied. Unable to find one at Chatsworth, we were put into two separate one-bedroom apartments at DeRoy, until our original apartment could be repaired. Our temporary DeRoy apartment was furnished, yet we were crammed into it with all the furniture we had for our two-bedroom unfurnished Chatsworth apartment, which as you may or may not know, is much larger than the combined space of the two DeRoy units.

The process of getting the apartment ready for us was even more painful. Housing had initially promised to us that our Chatsworth apartment would be fixed by the first of September. Four broken deadlines later, we finally moved into our repaired apartment on September 8. This is from the August 25 move-in day. We had demanded that the University hire a moving company to move our stuff on the 6th, but our past experience made us decide that spending another week living in tiny apartments packed with two sets of furniture was not worth the wait and frustration we went through whenever we had to deal with Housing. We moved all our stuff and furniture for the third time that month into our Chatsworth apartment. This final move took over eight hours. In the next few weeks I filed at least 12 different work orders for things that still needed to be fixed in the Chatsworth apartment. We also discovered that our shower water was leaking into one of the bedrooms, a serious issue. Due to poor housing communication, this problem was not

fixed for over a month. One of my roommates who lived in the room with a leak had a mold allergy. Fixing the remaining issues took two months from the date of our move-in. The smoke alarms in the hallway still chirp to this day.

As compensation for all the suffering I went through, I was awarded a single free meal at Towers Café and a \$100 book voucher. I hope my story is evidence enough to convince the President and the Board that the highest levels of the department of Housing need to be audited for severe communication issues. So I ask the Board of Governors, for the sake of all on-campus students, to honor this University's commitment to excellence and hold the department of Housing and Residential Life to a higher standard. Thank you.

Governor Gaffney asked whether such experiences have been long-standing for students, or whether they have recently become significantly worse. Mr. Matthews replied that in his experience, it is a recent development. During his first two years on campus he lived in the dorms, where he filled out three work orders for the entire two years, and this year, which is his junior year, he has filled out 12.

Bianca Pereira

Good afternoon, I am a graduate student in Biological Sciences department and a resident of University housing. I would like to express my views on Wayne State University housing guest policies, a view that I know is also shared by many other students here. Firstly, the limit of 2 guests per resident is incredibly limiting. If my family, my parents and siblings, would want to visit me, I could only sign in two people, while the third would have want to wait in the lobby. I find it extremely offensive. Secondly, according to the new guest policy implemented by Wayne State University Housing, our guests are expected to leave their official government IDs, like passports and driver's licenses, in the hands of strangers if they want to visit us. This policy makes it difficult for students to host friends or family from a foreign country. As an international student, my guests are comprised of family and friends living in another country. The (inaudible) of passports and visas is a serious concern for international guests. I am sure you are aware that lost or damaged passports in a foreign country can have severe consequences. Even if an ID is required to sign in, there is absolutely no reason why such an important document should be held in possession by Housing. Moreover, Housing has not made it clear to us who will be responsible for lost or damaged passports or driver's licenses of our guests. Will it be Wayne State University? This guest policy will also compromise secure private information included in the passports of our guests and family members. And hence, I would request Housing to consider this seriously.

Thirdly, it is not possible for a student to accompany their guests at all times. My mom visited me for three days this semester. I had to put two e-mails, leave two notes at the front desk, make two to three rounds just to get official confirmation that my mom could move in and out without being (inaudible). I received (inaudible) confirmation, but the desk attendants were never informed. So this permission meant nothing. And I never received any response to those communications. Housing needs to respond to residents in a timely manner. Housing insists that guests are a privilege whenever we try to communicate with them about guest policies. I would like to end by saying family and friends are an integral part of healthy living. A policy that restricts me from spending time with my family affects my well-being and it hampers my performance as a student and as a graduate teaching assistant. Both the lack of communication and irrational guest policies have (inaudible) in the petition I submit to you. Campus housing needs to provide a living environment for students that is safe, but safe does not need to be stifling.

President Wilson thanked the four speakers and assured them the administration will investigate the matter and examine the policies. He then introduced the last speaker who wished to appeal for readmission to a doctoral program.

Patricia Conner

Hello, thank you for giving me the opportunity to speak. I did prepare a presentation for you, a written presentation. As an educator, I know that some people need a visual aid to understand what I am trying to present here, and I ask that you refer to that. Additionally, I am just going to talk for a second about the 150 years, and in that 150 years, shortly after the initiation of the college, or university, in 1920, there was a four-year Teacher's College, a college that was established. There are some other highlights of the 150 years but one of the things that I argue is that the Ph.D., Ed.D., and other doctoral programs need a review; they need to be updated and brought to a different standard for the community in which the university is located. The Ph.D. and Ed.D. policies, specifically in the College of Education, present a financial hardship to many doctoral students. I am one of those students, having been dismissed from the Ed.D. program not for academics, but for time expiration. In your handout, on the third or fourth page, there is one that calls for attention to the education history. It outlines the academic success as well as the academic progress toward the Ed.D. Currently, I just need three credit hours and of course the defense. I was at the end of an extension and I found out that the three credit hours were missing in an audit. I could not afford to do that. I am a Detroit Public School educator and during that time it was just not financially feasible. The special education program has been eliminated; there have been individuals who have received a re-start of

their program. I did not get that opportunity. I just want you to know also that special education is important, especially in a community where the University is operating with the Detroit Public Schools. We do not have enough special education; we do not have enough career and technical education; that is what I CAN transfer to. But when you look at the options that were given to me, after spending over \$70,000, I would have to spend \$30,000 more. So I pray that you would move on this today so that I can start Fall 2020. Thank you.

President Wilson thanked Ms. Conner for her remarks.

BRYAN BARNHILL

Before adjourning the meeting, President Wilson recognized newly elected Governor Bryan Barnhill, who wanted to greet the Board. Governor-elect Brian Barnhill commented that he looks forward to learning more about the pressing issues facing the University and working in a collaborative spirit to address them. He expected there will be disagreement on issues, but he said he will be sure to disagree in an agreeable manner. He noted that a recent action by Governor Dunaskiss and Governor Nicholson is an example of the spirit of collegiality he would like to continue. After the election, both the Governors called him to congratulate him. It was a gesture totally unexpected and appreciated, and he wanted to make everyone aware of it.

ADJOURNMENT

There being no further business, the meeting adjourned at 4:14 p.m.

Respectfully submitted,



Julie H. Miller
Secretary to the Board of Governors