



OFFICIAL PROCEEDINGS

March 20, 2019

Regular Meeting

The meeting was called to order at 3:33 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 Barnhill, Busuito, Gaffney, Kumar, O'Brien, Thompson, and Trent; and President Wilson

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

APPROVAL OF CONSENT AGENDA

ACTION — Upon motion by Governor Gaffney 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 February 1, 2019 (Regular Board)
- B. Personnel Recommendations

Academic Affairs

- C. Reduction of Credit Hours Required by the University Undergraduate Honors Curriculum
- D. Discontinuance of the Post-Bachelor Certificate in Information Systems Management
- E. Discontinuance of the Doctor of Education in Reading, Language and Literature in the College of Education
- F. Establishment of a New Program for the Bachelor of Science with a Major in Neuroscience

Budget and Finance

- G. Towers Residential Suites and Café Dining Addition
- H. Lease Authorization Request — Cellco Partnership d/b/a Verizon Wireless

Approval of the Official Proceedings (Board)

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Official Proceedings of the February 1, 2019 Regular Meeting were approved as presented. The motion was adopted unanimously.

Personnel Recommendations (Board)

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

School of Medicine

Gil Mor, for appointment as professor with fractional 50% tenure per University year in the Department of Obstetrics and Gynecology, effective February 1, 2019. Professor Mor will serve as Director (Academic) of the C.S. Mott Center for Human Growth and Development and Associate (Vice) Chair of Research in the Department of Obstetrics and Gynecology.

***Special Notes on Administrative Appointments
Graduate School***

Ingrid Guerra-Lopez, for appointment as Interim Dean, effective February 11, 2019 through August 1, 2019, subject to the pleasure of the President or his/her designee during the term of the assignment.

Reduction of Credit Hours Required by the University Undergraduate Honors Curriculum (Academic Affairs)

Currently, students in the Irvin D. Reid Honors College who wish to graduate with University Honors are required to have 36 Honors-designated credits. This is substantially higher than many peer university and Michigan publics, which generally average 28 credits. Honors students at WSU also face difficulty in finding sufficient Honors courses to meet the 36-hour requirement within four years, often leaning heavily on "Honors Options". The administration, therefore, recommends a reduction in the requirement to 28. This would help students to graduate with University Honors within four years and make it easier for the University to maintain quality control over Honors-designated courses.

The amended statute section would read as follows:

2.43.05.100 Graduation. For graduation from the Honors College, students must have a minimum cumulative honor point average of 3.3, and must complete a minimum of 36 credit hours in honors-designated course work (including credits in an independent research project, essay, or thesis). Graduates of the University-wide Honors College will be so recognized on the transcript and diploma.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors amended Board statute section 2.43.04.100 to approve a reduction from a minimum of 36 credit hours to 28 credit hours required for University Honors, effective Fall 2019. The motion was adopted unanimously.

Discontinuance of the Post-Bachelor Certificate in Information Systems Management (Academic Affairs)

The certificate program, established in Fall 2014, currently has only nine students, with no indication there is any further demand or interest in the program. Since a similar certificate

program is offered in the School of Information Science, the administration is recommending the discontinuance of the post-bachelor certificate in the Mike Ilitch School of Business. The nine students currently enrolled will be allowed to complete the program requirements.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors approved the discontinuance of the Post-Bachelor Certificate in Information Systems Management offered by the Mike Ilitch School of Business, effective Fall 2019. The motion was adopted unanimously.

Discontinuance of the Doctor of Education in Reading, Language and Literature in the College of Education (Academic Affairs)

Two years ago the Teacher Education faculty in the College of Education began a review of all doctoral programs in the Division. It was determined that the current programs were outdated and that enrollment was insufficient to maintain three separate doctoral programs given the reductions in faculty positions. Therefore the Teacher Education Division created one new doctoral program, the Ph.D. in Educational Studies, that combined the Curriculum and Instruction program; Reading, Language and Literature; and the Special Education program, and was approved by the Board of Governors in 2017 effective for Fall 2018. The Division now requests the discontinuance of the Ed.D. in Reading, Language and Literature.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors discontinued the Doctor of Education (Ed.D.) in Reading, Language, and Literature (RLL), effective Fall Term 2019. The motion was adopted unanimously.

Establishment of a New Program for the Bachelor of Science with a Major in Neuroscience (Academic Affairs)

Neuroscience will be an interdisciplinary major leading to a Bachelor of Science (B.S.) degree in a discipline that seeks to explain the functioning of the nervous system and how it generates complex perceptions and behaviors. Successful graduates of the program will be competitive for post-graduate study or employment in industry, government, health, and education. The only new costs at program launch are for the Program Director who will administer the program with the help of existing faculty in the Biological Sciences and the Psychology departments, and other departments that contribute to the program.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors established a new degree program, the Bachelor of Science with a Major in Neuroscience in the College of Liberal Arts and Sciences, effective Fall term, 2019. The motion was adopted unanimously.

Towers Residential Suites and Café Dining Addition (Budget and Finance)

The Towers Residential Suites and Towers Café, on 655 West Kirby, were built in 2005 and contain one of two residential dining facilities on campus. The Café currently serves a variety of cuisine to over 2,000 meal plan holders and guests each day, seven days a week. The current capacity is challenged by the growing number of required and commuter plans being purchased each year, and with the renovation of Chatsworth Apartments into student housing, 360 more required meal plans will be added beginning Fall 2020. In addition, any special event on campus such as orientation, summer camps, and conferences create a seating crunch. The administration, therefore, recommends a 5,500 square foot addition into the adjacent courtyard that will add over 300 seats as well as an outdoor patio. The patio seating will be accessible from the outside and will be available to everyone, and the addition could be separated from the rest of the dining room and used for special events.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors authorized the President, or his designee, to award contracts to build an addition to the Towers Residential Suites and Café Dining Facility for a project cost not to exceed \$2,150,000. Funding will be provided from the Residential Dining Operating Fund. The motion was adopted unanimously.

Lease Authorization Request — Cellco Partnership d/b/a Verizon Wireless (Budget and Finance)

The Anthony Wayne Drive apartment complex currently under construction will provide, when completed, 841 beds of new campus housing as well as approximately 26,500 square feet of ground-floor retail space to serve the campus and surrounding communities. The administration is recommending a lease agreement with Verizon Wireless in the apartment complex.

Verizon Wireless currently has a lease agreement in place for an equipment closet located in DeRoy Apartments to support equipment and antennae on the roof of the building, which is connected to their wireless communications network. Since DeRoy is scheduled for demolition beginning May 1, 2019, the proposed agreement will terminate the existing lease and will create a new lease with Verizon to locate their antennae and supporting equipment on the rooftop of Building #2, the eleven-story center wing, as well as in an equipment area on the ground in the generator/mechanical area located directly behind and connected to Building #2.

The recommendation is pursuant to University Policy 04-6 Contract Signatories section 4.1.A.2 regarding the lease of real property, where the lease is for a period longer

than 120 months, including an unconditional right of renewal. The apartment complex is part of the WSU-Corvias Housing Partnership, and WSU and Corvias share responsibility for the selection of tenants. WSU as the building owner is the signatory for the retail leases. Corvias as facility manager is responsible for tenant recruitment and negotiation and for managing tenant build-out according to university standards, lease performance, and tenant relations during the term of the lease.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Busuito, the Board of Governors authorized the President, or his designee, to enter into a 60-month (5-year) lease agreement (with three additional 5-year options to renew for a total of an additional 180 months) with Cellco Partnership d/b/a Verizon Wireless, a Delaware Partnership. The motion was adopted unanimously.

PRESIDENT'S REPORT

President Wilson said he would forego his report in favor of Vice President Lanier's update on research, which had been postponed from the February meeting of the Board.

UPDATE ON RESEARCH

Vice President Lanier's presentation discussed the role that research plays in defining the University and its role in the community; funding research programs; and the development of thematic initiatives. He and President Wilson focused on research discovery and application of knowledge as an institutional priority, with the mission to apply that knowledge for the benefit of society and promote sustained growth of a dynamic and innovative research enterprise. What is important is to create an environment where people feel empowered and where an often disparate group of highly talented individuals can flourish.

Research is an integral part of the University's identity. It serves as a platform for integrative and interdisciplinary programs and serves as a competitive factor for the type of students and faculty that are recruited, and even the staff in terms of career development. It opens doors for students and faculty and enriches the overall educational experience of students.

The importance of research can be seen when discussing the Carnegie classifications, which provide a framework for defining and classifying institutions of higher education in the U.S. R1 is the highest ranking for research activity. There are 774 public research universities with four-year programs or above; 93 of those 774 have R1 classification, and 184 of those have community engagement designation. Only 56 have both, an elite group that includes

Wayne State. Further, WSU is one of only nine public urban-serving universities that have the highest Carnegie classification for research intensiveness and community engagement. WSU is also home to one of 45 NCI-designated comprehensive cancer centers in the country and home to one of a handful of branch campuses of the National Institutes of Health located outside of the Washington, D.C. area. Both are critical to the University's mission to the city of Detroit. In addition, many research programs at the University play a key role in economic development in the city, providing educational access, health care access, and a range of partnerships with the city from water infrastructure, transportation infrastructure, and humanities.

To help provide a roadmap for further research development, meetings with campus faculty and administration were held about four years ago, and several objectives were established. These included the development of thematic initiatives that leverage strengths across colleges, diversification of the funding portfolio, strengthening strategic affiliations, recruiting and retaining the best and brightest among faculty, and student research opportunities.

Crucial to research program development is research funding. A color-coded chart of the external research funding since 2009 showed that the NIH is the largest funding source for WSU. Funding bottomed out in 2013 and 2014, but then increased each year following, to a record \$259 million in 2018. About 80% of this comes from the School of Medicine and the health sciences, but other schools also comprise a significant portion of the portfolio. Dr. Lanier noted that the numbers are significant, since the University was able to sustain this growth despite the challenges and faculty turnover at the School of Medicine.

Research funding comes both in direct costs and in funds that are allocated for facilities and administrative costs. The funds are expended, and these expenditures are reported by all institutions to the National Science Foundation, which establishes the rankings. A graph showed the annual expenditures that WSU reported to the NSF, and the bottom red line represents WSU's ranking among 400 public research universities. The expenditure line for WSU showed an uptick between 2015-2017, but the ranking for WSU, which fell precipitously from 2011-2015, stabilized and barely increased between 2015-2017. This was primarily because other universities are also increasing their research funding. Vice President Lanier noted that although the numbers for 2018 have not yet been published, he is hopeful the numbers will continue the upward ranking for WSU.

To continue the growth in research development, the University has nurtured the development of thematic-based initiatives that cut across colleges and have relevance to an

urban setting like the city of Detroit. The effort has been aided with the construction of the new research building, the iBio or Integrative Biosciences Initiative, and a corresponding major recruitment effort. Vice President Lanier illustrated two thematic-based initiatives, Translational Sciences and Urban Health and the Healthy Urban Waters Initiative, both focused on thematic areas of relevance to the city and community, and both involving faculty from different colleges and different specialties, creating an interdisciplinary team. The University has engaged in recruitment efforts that cut across multiple departments and colleges and focused on behavioral health, bio-systems engineering, environmental sciences and health, health disparities, metabolic diseases, and translational neurosciences.

Vice President Lanier added that with the progress in research development and funding, the University has a social responsibility to move those ideas forward for the benefit of communities that it serves. Over the last few years, there has been a growth in technology commercialization, business partnerships, licensing revenue, and start-up companies. What has been impressive is the ability of these programs to compete for extramural funding, as shown in funding of over \$1 million obtained from the Michigan Economic Development Corporation and \$500,000 from the New Economy Initiative. In addition, WSU recently announced that it will serve as the Advanced Computing Innovation Hub, which will bring in \$900,000.

In conclusion, Dr. Lanier said a summary of the culture that the administration is trying to establish at the University is one where students, faculty, and staff feel empowered; where if they have an idea, they are able to move forward with it for the benefit of the communities that WSU serves.

The presentation was complete and the floor was open for discussion.

Governor Barnhill asked which of the funding sources – state, federal, corporate, foundation – present the most opportunities for growth, and inquired as to whether the University is adopting any strategies to move forward on those opportunities. Vice President Lanier responded that some of the greatest opportunities are the larger programmatic grants or contracts from the National Institutes of Health or other federal agencies. An example would be competing for the Superfund Project grant of \$12 million from the National Institute of Environmental Health and Sciences, for which WSU placed a proposal in December 2018. He explained that up to now, WSU has not effectively competed for these larger initiatives because the University was still functioning in silos and locked in individually investigator-driven programs. During the last four years it has been changing the culture and allocating resources to support cross-thematic initiatives, such as the Superfund proposal which cuts

across Civil Engineering, Medicine, Pharmacy, and the community. The more strategic partners the University develops, the more competitive it will be for the larger programmatic grants.

Governor Thompson asked whether are other initiatives in addition to the Superfund that the University could pursue. Vice President Lanier replied that the Environmental Health Science program works very closely with the community and cuts across Medicine and Engineering as well as Fine, Performing and Communication Arts. The challenge now is to advance those concepts from local to global health, such as finding opportunities through U.S. aid to the sub-Sahara region in the area of infectious disease and environmental health. Another area is one that he and President Wilson have been working on since they first came here. The Clinical Translational Science (CTS) Award from NIH is analogous to the NCI designation of comprehensive cancer centers, of which there are only 45 in the country, and only about 60 CTS Award recipients. The CTS Award is a major grant that has the potential to enable clinical research, clinical child development and technology development. It requires a substantial investment in bio-informatics and a strong partnership with a health care provider network. The administration has been working to establish the foundation for the program and plans to be ready for the submission dates beginning in August 2019 through April 2020.

Governor Trent said she understood that most research is obviously focused on scientific areas, but wondered if there has been any effort to include under-represented students from departments such as Africana or Latino Studies in research activities. Dr. Lanier explained that one aspect of the thematic approach is to bring in the Humanities and other areas such as anthropology and social work, all of which would fall under the University's mission in the city and community. To that end, he has invited several individuals, including Dr. Jeff Kinter in the Department of Sociology; Dr. Walter Edwards, the Director of the Humanities Center; and professor Jennifer Hart who deals with digital humanities, to take part in the interview process for faculty positions in Integrative Biosciences. In response to Governor Trent, he explained that digital humanities is in essence humanities-based inquiry using technology to analyze or think about an issue in different ways; e.g., using technology to reconstruct what an ancient building looked like, or text-processing software to go through a manuscript or document such as the Koran and look for themes.

The discussion ended, and President Wilson thanked Dr. Lanier for his presentation.

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.

Academic Affairs Committee

The Academic Affairs Committee had four action items that were approved as part of the Consent Agenda and one presentation.

Student Success Annual Report — Associate Provost Monica Brockmeyer gave an extensive report on progress made in student success in the last several years. Graduation rates have increased from 26-47% over the last six years, the fastest rate of improvement of any public university. In addition there were impressive gains in the four-year graduation rate, the first- to second-year retention rates, increases in the GPA of FTIACs, and graduation rates of Black and Latino students as well as first generation and Pell-eligible students. Dr. Brockmeyer also described strategies, programs, and initiatives used to attain these successes. These included the hiring and training of 45 advisors, investments in technology, faculty interaction, and especially the Warrior Vision Impact Program (VIP), which resulted in the first- to second-year retention rate of 82% for Black students. An extensive discussion followed that reinforced the importance of retention and graduation, as well as the importance of undergraduate research programs and attracting and retaining high-achieving students.

Budget and Finance Committee

The Committee had two action items that were approved as part of the Consent Agenda and four informational reports.

Contingency Reserve — The administration requested transfers totaling \$425,000 to fund searches for senior administrative positions:

FY 2019 Allocation	\$500,000
Transfers approved by Budget and Finance Committee, March 20, 2019:	
Search for VP, Health Affairs and Dean, School of Medicine	(\$200,000)
Search for AVP, Facilities, Planning & Management	(\$125,000)
Search for Executive Director, Office for Business Innovation	(\$100,000)

Past Transfers:	
Search for Dean, College of Liberal Arts & Sciences	(\$7,737)
FY 2019 Remaining Balance	\$67,263

Audited Financial Report for FY 2018 — Vice President Decatur submitted the Combined Financial Statements for the fiscal year ending September 30, 2018. The auditors, Plante Moran, L.L.P., issued an unqualified opinion that the statements present fairly the financial position of the University and its financial operations for the year. Because of time constraints, the Budget and Finance Committee accepted the report but postponed discussion on specific items until a subsequent meeting.

Major Capital and Real Estate Projects — Vice President Decatur presented an informational report on 22 major capital projects currently underway, their current status, and their expected completion dates, as well as an overview on three major real estate projects.

Purchasing Exceptions — The report summarized purchase orders greater than \$25,000 that were issued without soliciting competitive bids during December of 2018 and January 2019.

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 three reports:

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

Economic Development Report — Vice President Staebler

Development and Alumni Affairs Report — Vice President Burns

Conflict of Interest Contracts

A total of six contracts, five by Vice President Lanier and one by Vice President Wright, were presented for Board approval with companies partially owned or directed by Wayne State University employees. 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.

Cell and Molecular Tissue Engineering (CMTE)

- (i) The parties involved in the contract are Wayne State University and Cell and Molecular Tissue Engineering (CMTE).
- (ii) The contract will provide:
 - a) Scope: To determine the feasibility of swine to evaluate late signal attenuation in transdermal glucose sensor devices.
 - b) Duration: The contract will be for twelve months.
 - c) Financial consideration: The amount of the contract will not exceed \$50,000 which does not include indirect costs.
 - d) University facilities to be utilized: The research will be performed in the Integrative Biosciences Center (IBIO) at Wayne State University.
 - e) Employees assigned to the services: Li Mao and a student assistant (TBN).
- (iii) The pecuniary interest for Dr. Ulrike Klueh, College of Engineering, Biomedical Engineering, consists of a current interest of approximately 50% ownership in Cell and Molecular Tissue Engineering (CMTE), and she will therefore have the potential to financially benefit from the commercial success of the company.

ACTION — Upon motion by Governor Barnhill and seconded by Governor Kumar, the Board of Governors authorized the President, or his designee, to enter into a contract for research and laboratory services from Cell and Molecular Tissue Engineering (CMTE). The contract will be to determine the feasibility of swine to evaluate late signal attenuation in transdermal glucose sensor devices. The motion was adopted with the following roll-call vote:

Governor Barnhill — Yes	Governor Kumar — Yes
Governor Busuito — Yes	Governor O'Brien — Yes
Governor Gaffney — Yes	Governor Thompson — Yes
	Governor Trent — Yes

REPELA TECH, LLC

- (i) The parties involved in the contract are Wayne State University and REPELA TECH, LLC.
- (ii) The contract will provide:
 - a) Scope: Preparation of coating materials, evaluation of coating stability and anti-fouling capacity.
 - b) Duration: The contract will be for twelve months.
 - c) Financial Consideration: The amount of the contract will not exceed \$101,567, including 54% F&A costs.
 - d) University Facilities to be Utilized: The research will be performed in the College of Engineering Building (COE) at Wayne State University.
 - e) Employees Assigned to the Services : Dr. Yongli Zhang and a graduate research assistant (TBN), Li Mao (research assistant), and a student assistant (TBN).
- (iii) The pecuniary interest held by Dr. Zhiqiang Cao, associate professor in the Department of Chemical Engineering, consists of a current interest of approximately 40% ownership

in Repela. Dr. Cao will therefore have the potential to financially benefit from the commercial success of the company.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Thompson, the Board of Governors authorized the President, or his designee, to enter into to enter into a contract for research and laboratory services from REPELA TECH, LLC. The contract will provide for services related to the evaluation of marine antifouling coatings. The motion was adopted with the following roll-call vote:

Governor Barnhill — Yes
Governor Busuito — Yes
Governor Gaffney — Yes

Governor Kumar — Yes
Governor O'Brien — Yes
Governor Thompson — Yes
Governor Trent — Yes

Venica Fluid Systems, Ltd.

- (i) The parties involved in the contract are Wayne State University and Venica Ltd.
- (ii) The contract will provide.
 - a) An exclusive worldwide royalty-bearing license with the right to grant sublicenses.
 - b) Financial consideration of:
 - 1) License issue fee of \$3,000.
 - 2) WSU will receive a 0.75% transaction fee at the first liquidation event.
 - 3) Venica shall be responsible for payment of all past and ongoing patent expenses.
 - 4) 3% royalty on net revenue of licensed products.
 - 5) Sublicense fees: 15% sublicense fees.
 - 6) License Maintenance Fees of \$5,000 on and after 3rd anniversary of Effective Date.
 - 7) License shall remain in effect until (a) the expiration of the term of the last to expire of the Licensed Patents or (b) ten years following the first commercial sale of Licensed Products, whichever is later.
 - c) No University employees are assigned in connection with the licensing contract.
- (iii) The pecuniary interest held by Dr. Greg Auner, Strauss Endowed Chgair in the Department of Surgery in the School of Medicine and the Department of Biomedical Engineering in the College of Engineering, consists of a current interest of approximately 20% ownership in Venica Fluid Systems Ltd., and he will therefore have the potential to financially benefit from the commercial success of the company.

ACTION — Upon motion by Governor Kumar and seconded by Governor Gaffney, the Board of Governors authorized the President or his designee to enter into an exclusive license with Venica Fluid Systems, Ltd. for intellectual property and technology related to a portable Raman Liquid Chromatographic device. The motion was adopted with the following roll-call vote:

Governor Barnhill — Yes
Governor Busuito — Yes
Governor Gaffney — Yes

Governor Kumar — Yes
Governor O'Brien — Yes
Governor Thompson — Yes

Governor Trent — Yes

Health Centers Detroit Foundation, Inc.

- (i) The parties involved in the contracted service agreement are Wayne State University and Health Centers Detroit Foundation, Inc.
- (ii) The contracted service agreement will provide:
 - a) **Scope:** Services related to the grant from the Michigan Department of Health and Human Services will assist with the Health Systems Change for Tobacco Dependence Treatment and Lung Cancer Screening Project, grant number E20192651-00, led by Dr. Michele Cote, associate professor of Oncology at Wayne State University. A contracted service agreement to the Health Centers Detroit Foundation will be established to identify primary care clinics to collaborate with to examine their current practices around screening for lifetime tobacco use, and referrals to treatment and/or lung cancer screening. It also aims to educate health care providers and staff on guidelines for tobacco cessation/lung cancer screening, and modify, as necessary, clinic protocols to enhance screening for tobacco use/lung cancer screening. Dr. Cote will collaborate with Ralph E. Williams, II, M.D., a physician at the Health Centers Detroit Foundation.
 - b) **Duration:** The contracted services agreement will have an initial term of twelve months.
 - c) **Financial Consideration:** The amount of the contracted service agreement will not exceed \$6,000.
 - d) **University Facilities to be Utilized:** No Wayne state University facilities will be utilized for this project.
 - e) **Employees Assigned to the Services:** Dr. Michele Cote (PI).
- (iii) The potential pecuniary interest for Dr. Herbert Smitherman, Vice Dean of Diversity and Community Affairs and associate professor of Internal Medicine in the School of Medicine, is based on Dr. Smitherman's position as President and CEO of Health Centers Detroit Foundation, Inc. Because of his position, he could have the potential to financially benefit from the success of the project.

ACTION — Upon motion by Governor Gaffney and seconded by Governor O'Brien, the Board of Governors authorized the President, or his designee, to enter into a contracted service agreement for laboratory services to Health Centers Detroit Foundation, Inc., a 501-C3 based in Detroit, to assist the medically underserved. The contract will oversee the Health Systems Change for Tobacco Dependence Treatment and Lung Cancer Screening Project. The motion was adopted with the following roll-call vote:

Governor Barnhill — Yes
 Governor Busuito — Yes
 Governor Gaffney — Yes

Governor Kumar — Yes
 Governor O'Brien — Yes
 Governor Thompson — Yes
 Governor Trent — Yes

Mitovation, Inc. — Amendment

- (i) The parties involved in the contract are Wayne State University and Mitovation, LLC
- (ii) The contract will provide:
 - a) Scope: An amendment to the option to acquire an exclusive, worldwide royalty-bearing license to include an additional technology, WSU Tech ID 19-1521, to expand the number of clinical indications for the application of the core technology.
 - b) The Option shall be amended to extend the Option period for an additional twelve (12) months.
 - c) Financial Consideration of:
 - 1) Option extension issue fee of \$3,000.
 - 2) Payment of all reimbursable patent expenses under the Option agreement during the Option extension period.
 - d) No University employees are assigned in connection with the licensing contract.
- (iii) The pecuniary interest for Dr. Maik Huettemann, professor in the Center for Molecular Medicine and Genetics, consists of Ownership Interest, holding 50% equity interest in Mitovation. Dr. Huettemann will therefore have the potential to financially benefit from the commercial success of the company, including the commercialization of the University Technology.

ACTION — Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors authorized the President, or his designee, to amend an Option for an exclusive license with Mitovation, Inc. (Mitovation) for commercialization of intellectual property encompassing the technologies and methods for the treatment of ischemia-reperfusion injury. The motion was adopted with the following roll-call vote:

Governor Barnhill — Yes
 Governor Busuito — Yes
 Governor Gaffney — Yes

Governor Kumar — Yes
 Governor O'Brien — Yes
 Governor Thompson — Yes
 Governor Trent — Yes

CitizenDetroit Action Group

- (i) The parties involved in the contract are Wayne State University and Citizen Detroit Action Group.
- (ii) The contract will provide:
 - a) Scope: To provide professional services in support of a WDET grant-funded project to expand the City Bureau Detroit pilot, a citizen journalism project and local media partnership to increase awareness and coverage of Detroit's public meetings.
 - b) Duration: The professional services contract will have a fixed term through December 2, 2019.
 - c) Financial Consideration: The amount of the contract will not exceed \$13,000.
 - d) University Facilities to be Utilized: None — services provided by CitizenDetroit Action Group will be entirely off site.
 - e) Employees Assigned to the Services: No employees will be assigned to the services.

- (iii) Pecuniary Interest: Sheila Cockrel is the Executive Director of CitizenDetroit Action Group and is a part-time faculty member in the Wayne State University Honors College. The pecuniary interest is based on Sheila Cockrel’s tenure as Executive Director of CitizenDetroit Action Group and, as such, may provide indirect financial support to Sheila Cockrel.

ACTION — Upon motion by Governor Barnhill and seconded by Governor Gaffney, the Board of Governors authorized the President, or his designee, to enter into a contract for professional services with CitizenDetroit Action Group, a Michigan nonprofit corporation. The contract will provide professional services in support of a WDET grant-funded project to expand the City Bureau Detroit pilot, a citizen journalism project and local media partnership to increase awareness and coverage of Detroit’s public meetings. The motion was adopted with the following roll-call vote:

Governor Barnhill — Yes	Governor Kumar — Yes
Governor Busuito — Yes	Governor O’Brien — Yes
Governor Gaffney — Yes	Governor Thompson — Yes
	Governor Trent — Yes

Governmental and Community Affairs Report

Vice President Lindsey added that the annual Lobby Day was held in Lansing on March 19. About 30 students attended, mainly from Honors and the Student Senate, and visited over 20 elected officials. The group was addressed by the chair of the Senate Subcommittee Appropriations for Higher Education, Kim LaSata, as well as by several members of the Detroit delegation.

Establishment of Endowment Funds

ACTION — Upon motion by Governor O’Brien and seconded by Governor Busuito, the Board of Governors established endowment funds that total \$325,000 for the purposes presented. The motion was adopted unanimously.

1. Sandra D. Adams-Hernandez Endowed Support Fund to support operations in the Institute of Gerontology \$25,000
2. Dr. Gregory A. and Christina A Bambach Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the School of Medicine. \$25,000
3. Janice L. Dreachslin Endowed Sociology Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Liberal Arts and Sciences. \$25,000
4. Carol L. Edwards and Donald R. Haas Endowed Support Fund to support operations in the Institute of Gerontology. \$25,000

5. Dr. Christopher M. and Mrs. Dena L. Kellogg Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the School of Medicine. \$25,000
6. Paul Onachuk, Sr. Endowed Scholarship in Music to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Department of Music in the College of Fine, Performing, and Communication Arts. \$100,000
7. The Lance Parrish Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Department of Athletics with a gift from the Doris J. and Donald L. Duchene, Sr. Foundation. \$25,000
8. The L.M. Reszka Endowed Memorial Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Fine, Performing and Communication Arts. \$25,000
9. The John R. Suchomel, M.D., Wet Lab Fund in Support of Ophthalmology Resident Training (fund functioning as an endowment). \$25,000
10. The Alan Trammell Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Department of Athletics with a gift from the Doris J. and Donald L. Duchene, Sr. Foundation. \$25,000

Governor O'Brien commended Vice President Burns for the scholarships in the names of two members of the 1984 Tigers baseball team, Alan Trammell and Lance Parrish.

EXECUTIVE COMMITTEE REPORT

Governor Trent reported that on October 26, 2018, the Executive Committee of the Board of Governors authorized funding for two emergency physical plant projects.

The Executive Committee authorized the President or his designee to award contracts for repairs in the amount of one million dollars to refurbish 40 cooling towers in various cooling plant locations across campus. The project was funded with Plant Fund Reserves, and the motion passed unanimously.

Second, the Executive Committee also authorized the President, or his designee, to award contracts to repair an emergency generator at the Chemistry Building. The project budget of \$765,000 was funded with Plant Fund Reserves. The motion passed unanimously.

She explained that actions between Board meetings are rare, but if they are taken, they are reported at the next scheduled Board meeting for the public record. In reviewing the Board's actions for the last year, Secretary Miller realized that these two repair projects had not previously been reported out.

Governor Trent asked that the Board of Governors accept the report of the two Executive actions of October 26, 2018.

ACTION — Upon motion by Governor O'Brien and seconded by Governor Gaffney, the Board of Governors accepted the report of the two Executive Committee actions taken on October 26, 2018. The motion was adopted unanimously.

PUBLIC COMMENTS

Secretary Miller received several requests to speak from members of the University community on two separate topics. Since the procedure is to allocate 15 minutes for any one topic, President Wilson informed the six speakers of the first group that they each have two minutes to present their remarks, with a one-minute warning. Given the anticipated topic for the first group, President Wilson asked Chair Trent to officiate for the first part of the Public Comment. Governor Trent asked Ms. Jane Garcia to come to the podium.

Jane Garcia

Mr. President, Mme. Chair, and honorable Board of Governors. I'm Jane Garcia, I'm the chair of the oldest Hispanic organization called LaSed, Latin Americans for Social and Economic Development. We have come a long way together as a partnership, I just wanted you to know that. In 1970 I delivered tamales and (unclear) here for the sit-ins for the students who were not admitted to – African American and Hispanic students who weren't admitted into Law School. So we have come a long ways, I wanted you to know that, because I think it is very important in these last five years under your leadership, Mr. President, that we are very grateful for the outstanding job of recruiting Hispanics along with African Americans and women, that I think is very important, because they will lead this country. I just wanted you to know that I have representation from our Hispanic community, that consortium is here in support. We did send a letter, we wanted to make sure that you received it and documented it and recorded it, because I'm very proud to have a long history. In 1970, it seemed like it was around the corner, but it wasn't, I have grown children and 10 grandchildren to prove it, but I just wanted you to know that we are very happy to be part of this great institution that I know will move forward. I can remember when it was a college, a college, and now it's a great urban university, and I've been together with about 4 presidents, so I just wanted you to know that in these last 5 years, President Wilson has been outstanding, and I want to make sure that you all understand that. Gracias.

Keith Williams

My name is Keith Williams, I'm the chairman of the Michigan Democratic Black Caucus, director of recruiting for the Wayne County Sheriff, and a life-long Detroit. I'm here to support Wayne State, but more important, I'm here to support Dr. Wilson for his work and his outreach to the community. He's the kind of guy who builds bridges, not walls. Although I didn't graduate from Wayne State, I'm an Eastern Michigan grad, but Wayne state has a special place in my heart. I started a relationship

with Dr. Wilson in the Athletic department some years ago. I helped with the funding when I was with the Wayne County Commission, to get the funding for the track, and they have girls' track now. But more importantly, they have reached out to me, and I've reached out to them, and (unclear) we service about 4,000 kids a year. But this facility has given my kids a chance to see something they never would have seen because of Dr. Wilson's leadership. So, I'm not in (unclear) but Detroit to me is a family, and Dr. Wilson is part of our family. And so with him I see the growth, I see the diversity, but more important I see kids graduating. So you know, at my house, I've got to work with my wife, she's the leader of my house, and sometimes we have to have leaders – leaders who lead, who understand the vision of where he's trying to take this university, but more importantly he's trying to do something for the city of Detroit and (unclear) it can't come back unless you have Wayne State in the process. So I want to thank you for your leadership, I want to thank the Board. Please support this guy, because he's a part of our family. We brought him here, let's treat him the way he's supposed to be treated. I love everybody, there's nothing you can do about it, but courageous, he's doing some wonderful things, and I want to thank Wayne State for helping me and helping my kids. Thank you.

Governor Trent thanked Mr. Williams and added that his wife is Wayne County Clerk, Cathy Garrett.

Rogelio Landin

Good afternoon. Thank you for the privilege, the honor to be before you, distinguished Board, President Wilson. I look around, and what a testament to growth and development with the collective work of both the policy and the administrative bodies of this great university. It is in this spirit that we should take the opportunity to acknowledge and celebrate what happens when everybody works together. It happens. And I think that with all that we have read, and I spend a good deal of time reading just about everything that's out there on the issue that is before consideration, that we endeavor to preserve and protect the integrity of the processes which have made all of the other things we see around us happen. And that is my message to each and every one of you on behalf of the students, the families, the citizens who elected you, the board who hired --- all of the mechanics and dynamics that happen. And with 45 years of experience in governance on boards, I think I have a little something to put behind this recommendation. Stick to the plan, please, let everyone do their work. When it comes back, then assess the full value of the due diligence that was done, which you had authorized in the first place. Please, let us stay focused, let us continue to grow, let us continue to develop, let us continue to garner the resources that are needed for research. I don't have time to go into my experience with DMC and Henry Ford as well as the Wayne State Medical School, but all of these institutions have been critical to my extended quality of life personally. But that said, it does the same thing for everyone in our region, and with all of the accolades and the acknowledgment and the recognition and the elite (unclear). I mean Wayne State is poised to be an elite university in all areas going forward. That only happens if we conduct ourselves in that manner. That means it's my time. Thank you.

Rick Blocker

Thank you for this opportunity to address you today. I'm in support of our president, Roy Wilson. I went to Wayne State many, many, many, many, many, many years ago, and I am so proud to see what is going on now. The graduation rate is up, the African American graduation rate is nearly triple, and when we talk about Wayne State now, we talk with a lot more pride. Even though we were part of the community before, I could see and feel the energy down here. I graduated out of the Labor School, and we have so much going on. I see our president at the Economic Development Board, other community meetings all around the city. He's engaged here, he's fighting for us. And just so you know, I'm the chairperson of the 14th district Democratic Party, we have half the city of Detroit, we have a vested interest. And we believe that Wayne State University, like I'm proud, is something that Detroit can be proud of. So keep up the good work, and we look forward to continuing the relationship. Thank you.

Elena Herrada

Thank you. I am also a proud alumna of Wayne State University, actually a distinguished alumna. I am an alumna of Chicano-Boricua Studies, which today is the Center for Latino Studies, and alumna of the Labor School also, and the Master of Arts in Industrial Relations as well. I have a degree in Criminal Justice from Wayne State, and I teach Criminal Justice at Wayne County Community College. It's a direct line from the education that I received here at Wayne State. I'm very, very proud of Wayne State; I'm very proud of the president as well, because those of us who are deeply, deeply, deeply rooted, as Mr. Blocker said, we're coming on half a century, we understand the importance of moving forward in the way that Wayne State is doing and in the way that the President is taking us. And as alumni and continued participants in Wayne State life, I want to really express that. But I am also here as a plaintiff. I have been a plaintiff in the Voting Rights Act, represented by the ACLU, and I have also been a member of the Detroit School Board under emergency management. And I know from Voting Rights. I have read disturbing articles that it's time for Wayne State to have an appointed board; I have read disturbing articles that have wanted to go in this direction since the last administration was taking away our voting rights and putting in appointed boards, appointments where we would lose our right to choose our elected representatives. We rely on our vote to put the best people in place, to put the people in place that we trust, to carry out the mission of the institution. You lose that when we get appointed boards. All the appointed boards are tied up with fly-by-night charter schools. We do not want to go in that direction, and we have to be able to trust our elected board members to carry out the work of the university and the president that we actually entrusted you to choose. Thank you.

Yvette Anderson

Good afternoon. My name is Yvette McElroy Anderson and I'm a student at Wayne State as well as a community activist. I'm the field director for the Fannie Lou Hamer Political Action Committee and I am here in support of Dr. Roy Wilson as the president of Wayne State University. We are so proud of the things that have happened under his leadership. We know that the medical school has had an increase in the number of African Americans that have entered the school; we see the graduation rates have increased, retention is up, and this University is right in the heart of Detroit. As Fannie Lou Hamer Political Action Committee, we are often looking for those who are overlooked and under-represented in the process. And we give real kudos to Dr. Wilson and all he has done to make sure that we are working toward the disparities

that have been a part of the city as a whole. And another thing, in addition to being a student, the director, I'm a grandmother also. And my granddaughter has participated in the medical school at the Reach Out to Youth program. I am finding out more and more about all of the things that are going on at the medical school for our children and the youth in the city of Detroit. And we look forward to having those kind of connections so we can grow the next generation of leaders. The youth are the vanguards of our future, and we look forward to what you have brought to us, Dr. Wilson, and for years to come. Thank you.

Governor Trent turned the gavel over to President Wilson, who introduced the next two speakers, informing them they each have three minutes to give their statements.

Samuel Aggor

Hello. Thank you for having me here today. My name is Samuel Aggor. Excuse me for my poor health, it's (unclear) right now. I'm a student at Wayne State University, and I was bullied to the point of committing suicide. On December 10, 2012, this student tried to murder me in the basement of the Student Center. And two days after I called the police because he was tormenting me, he was harassing me, he was stalking me. From that point on he kept doing it until I just wanted to give up entirely on life in general. This incident is known to the Dean of Students, the University Provost, the Assistant President of Wayne State University, and the President of Wayne State University. Having been through such gruesome acts of bullying, as many others, it has had effects on my personal health and my mental health. This caused to develop within me several panic attacks where I had to drop many classes due to him constantly following me to classes, constantly using scare tactics, defacing me in public, etc. I went to CAPS, and the Wayne State University psychological doctor to help me remedy this, these issues per se, but I still keep having these panic attacks and they are very troublesome towards my academic progress. Because of these effects, I had to drop many classes and (unclear). I requested financial help from Wayne State University through the classes I dropped because of this bullying, but the Wayne State University president ignored me and failed to provide me a safe place and environment to commit myself to becoming an outstanding individual within this society. The University doesn't want to claim that it's liable towards this case, because it had many opportunities to do so but doesn't want to be responsible at all. This shows how heartless the individuals that I went to and seen to have this act resolved in a peaceful and non-strenuous manner, but in this case I have been through hell and high water these past nine years. And it's gruesome, really gruesome. Since the University doesn't want to help me financially to complete my education even though the University is liable on November 20, 2017 when I wanted to commit suicide, but my CAPS doctor and police officers stopped me from killing myself due to all these strenuous actions. I was sent to Detroit Receiving Hospital, where I stayed there for three days, and I have spent my time at (unclear) Hospital, which I had to spend three weeks, and the very end of November to mid-December. I couldn't spend time with family, I couldn't be with people I loved, all because of an issue that wasn't really resolved truthfully and promptly. I humbly request, humbly, that the Board consider approving a resolution for Wayne State University to award me a financial help so that I can complete my education to a Master's degree in computer science, award these (unclear) before I may have a severe panic attack or commit suicide. Note that the President and his office are heartless and would not give me any financial help, even

if it means I may commit suicide. Additionally, the fees for the classes that I took should be dropped because of what the bully did and what his actions did, it was detrimental to my success. I am an innocent victim being a minority, and being a minority, my voice wasn't heard. Since my voice and my cry for help are ignored, it's been more than three years, I am asking for a special monetary compensation, and I am also asking for to be my new voice. That is all.

Nicholas Aggor

Good afternoon, my name is Nicholas Aggor. I am an alumnus, I have my Master's degree in engineering from here. I am not supposed to be here right now, but I come before the Board to appeal to the Board so that the Board will save the life of my son. My son is Samuel Aggor. I have a cancer, I have a prostate cancer which spread to my lungs and my bones, and I will not be living long at all. But it is very important for me to come here and talk. And please, I know I'm given three minutes to talk, I hope you can give me more than that, because I am not feeling well, I cannot coordinate well, I am not as effective as I can be.

The reason why I'm here is one reason: I would like the Board to save the life of my son for me, please. Maybe this is the last request I will ask before I die on this earth. My son has done nothing wrong. He was attacked at the Student Center by a student with a knife. That student is white; my son is Black, a minority. I tried to send e-mails even to the President; I did that about three times. To me I was totally ignored (unclear) human being, you look down, you are seen as less of a person. That is wrong. The white guy who wanted to stab my son, he is doing fine. But the effect on my son is what? He had a panic attack, he asked the (unclear) or whatever you call it (unclear). A sad story, very sad. Who cares?

I tried to call the President's Office; the assistant to the president sent me some e-mail. I will read one for you, it's so short. But I was working for Ford, it's not that I just had a Master's degree, I was working for Ford as a senior engineer. I was sent to Japan by Ford Motor Company and Mazda. I was trained in advance engineering, Ford Motor Company, office located in Hiroshima, Japan. I came here, I developed many things for them; I trained engineers. I am sick now; I cannot do anything. Maybe I'm just waiting for my death.

When a student asks for help and the University directs the student to a place where there is no help, it's wrong. (unclear) I came to the (unclear) three times. One of the things I want to read is this, I'll make it quickly. When I sent the e-mail to the President's office, the assistant to the president wrote me this, listen to this:

You have left numerous e-mails and voice messages with the President's office concerning your son Samuel's case since I last responded in November. To reinstate once again, this matter was fully considered by the appropriate parties at Wayne State University. In fact, you met with the Associate Provost, Darin Ellis, in February 2018 about this same matter. There will be no further consideration of (unclear) founding outside of (unclear) processes. This is the final communication I will send you on this matter.

Can you believe that? I think we are better than this. This is not what we are. This to me is like (speaker paused), I'm sorry.

President Wilson said that he normally does not respond to Public Comments, but this is the first time he has heard about this. If his office had not responded appropriately, he will check into it, but he asked Mr. Aggor what was it specifically that he was requesting.

Mr. Aggor stated that he would like financial aid to be reinstated for his son. After he was attacked, his son had to drop many of his classes due to fear of further violence, and consequently lost his financial aid. Mr. Aggor stated his son is determined to finish his degree and has even done well in his math classes, but the Financial Aid office told him that they are unable to help him regain any funds.

Governor Barnhill expressed concern about whether or not Mr. Samuel Aggor is taking advantage of all the resources and support systems that are available at the University to deal with the issue of the violent attack and its after-effects. President Wilson assured Mr. Aggor that he will look into the entire matter personally and get back to him.

President Wilson said that three members of the Board have asked to respond to the first set of speakers.

Governor Busuito

Like many of you who spoke, I'm a proud alumnus of this university; like Dr. Kumar, I graduated from the medical school. I appreciate your support of our president, and I certainly don't deny him his accomplishments. You saw just now he acted with the compassion of a physician and you see the type of man he is when he is faced with this tragic situation here. But please be informed: The American philosophy of government is a separation of powers. We were not elected to be his friend. Even though I like him, I was not elected to be his friend; I was elected to hold him accountable. We are the guardians of the people's money and the people's assets.

There have been many press articles over the past month addressing issues surrounding our split board. Unfortunately, many of these news releases have been very misleading and inaccurate. I want to separate fact from fiction. Unfortunately, I have been out of town most of the time while these press releases were put out, and I apologize to the press for not being available. A consultant was hired on July 1, 2015. As far as I could tell, there were no bids requested for the position, and there was no vetting other than his past experience with President Wilson. I cannot find any prescribed timelines for completing his charge, and key performance indicators are lacking. There were four major responsibilities outlined in the contract: 1) Developing and implementing of the WSU and UPG strategic plan; 2) organize and manage Wayne State Health Science resources by fostering new alignment opportunities with Henry Ford and the DMC; 3) improve UPGs governance, operational efficiency and effectiveness; and 4) organizing new health affairs funds flow model. The annual compensation rate was \$500,000 a year plus benefits for 50% effort in an executive capacity, meaning he was a half-time employee. A public search of the FMRE tax

returns showed that he got an additional more than \$300,000 a year in addition to that, more than \$800,000 a year for a half-time employee, an out-of-stater. Now I come here meeting after meeting and I watch students come to that podium and show me how they live in squalor; they've got leaking ceilings and they complain about getting inadequate nutrition, and we're paying a half-time employee who is from out of state more than 10 times the rate of what the governor of the state of Michigan is being paid. I find that deplorable. For all of you who have given statements and are critical of us for being critical of the president, I want a show of hands to see who approves of paying that type of money at a public university for that position. The press is here, I want to see a show of hands, if you approve of ten times the rate of what the governor is paid for doing an out-of-state consultant's job.

The aforementioned consultant was only one of several who were given tremendous authority over UPG and the Wayne State University School of Medicine. After over three and a half years passed, the consultant was relieved of his duties. This decision was made based on the course of events that took place during the consultant's tenure. At almost every Health Affairs Committee meeting the consultant was asked if control would be ceded from the public authority to a private entity, and he was also asked if the deal would affect our Wayne State University School of Medicine accreditation. The Board of Governors was then informed that the Dean of the School of Medicine had very little if any input in the negotiations and the vice deans and chairs essentially had no seats at the negotiation table. Several Board of Governors members asked to review contracts related to the consultants, and they were met with resistance. They were told that the contracts contained highly sensitive information that could bring reputational and legal harm to the university. Finally, two board members placed FOIA requests for the documents. The request was also made by the media for information regarding the failure to pass Leapfrog, and the statement made to the press specifically stated that Leapfrog was dead, and that the statement did not represent the Board as a whole but only four members of the Board. A strong desire was also expressed in the press to move forward with Henry Ford in negotiations using an alternative structure. The request for documents and the statement to the press has resulted in almost daily news releases involving personal criticism of Board members, announcements of investigations, and potentially libelous statements regarding Board members based on hearsay, innuendo, and insinuation. There have been several aggrandizing articles, mentions of personal agendas, and a multitude of other issues that in my opinion amount to a significant waste of university resources in an attempt to undermine Board members. This is all a sideshow to deflect from the true issues.

In asking the difficult questions, Board members are carrying out their fiduciary responsibilities to the people they represent. The Board members who are challenging the work product of the consultants bring no personal issues to the table. This is business; this is about transparency, accountability, and a bad deal for Wayne State University in financial issues. The consultants have all been part-time out-of-state residents.

Governor Trent interrupted and noted that members of the public had been restricted in the amount of time they could speak on the issue. She asked that her colleagues also try to limit their responses. Governor Busuito continued:

After several years and many millions of dollars spent, the work product resulted in an LOI that could not get support from the majority of the Board of Governors; our relationship with the DMC has gone from tenuous to worse, and UPG is in bankruptcy action. More concerning is the fact that our brothers and sisters in University Pediatricians filed a motion for examination production of documents of debtor and non-debtor entities pursuant to a bankruptcy rule. This was filed within the past week. In the motion it is stated that “the state records not produced but not previously available confirmed that over \$54 million in unaccounted funds were not paid to University Pediatricians.” About an hour ago Mr. Lessem indicated to us that he thinks that we have little liability here, and I hope so, but we are still faced with this problem. I have been informed that another one of our Wayne State University School of Medicine departments is following UP’s lead and requesting an investigation.

It’s time to stop with the accusations, the allegations, the misleading press releases, and the sideshows. The Wayne State University School of Medicine has been serving the state and the Detroit community for over 150 years. Our School of Medicine is known for educating the best healers in the state. Let’s stop the nonsense and heal the wounds that are tearing us apart. Thank you.

Governor O’Brien

Thank you Chairman, Chairwoman Trent. And thank you to all the community members who came here out of your busy day to come and speak to us. I wanted to mention that there have been several recent news articles and editorials about the reasons for the policy concerns of the Wayne State University Board of Governors regarding the Wayne State – Henry Ford collaboration deal. Given what was recently presented to the Board of Governors, the opposition of several Board members to this deal is entirely appropriate, and I wanted to set the record straight and discuss our concerns.

The Board of Governors is not at all opposed to an expanded and more meaningful relationship with our long-time and valued partner, Henry Ford. Wayne State has a decades-long medical student education and research collaboration with Henry Ford which will continue and so should our renewed negotiations. Several members of the Board, however, are opposed to using millions of taxpayer dollars to compensate consultants for poor work product. In 2015 President Wilson brought in a number of consultants to represent Wayne State in negotiating a stronger relationship with Henry Ford. After three years of negotiations the consultants presented a non-binding Letter of Intent to the Board. Contrary to what has been reported, the initial response from the Board of Governors was an 8-0 vote to allow President Wilson to continue the negotiations with Henry Ford. It was not a vote in favor of the content of the LOI. The LOI had no input from the broad leadership of the School of Medicine, the School of Medicine faculty, or the faculty union. In fact, two of these groups were only given access to the Letter of Intent months after it was signed by President Wilson. The faculty union is still awaiting its copy. Many Board of Governors and faculty found the LOI extremely problematic. Chief among their concerns was that the LOI would place the control and authority of Wayne State’s 150-year-old medical school into a private, limited liability company controlled by a separate private board; i.e., that means placing the asset of a public university in a private entity. And intentional or not, the LOI also had a significant bias toward Henry Ford control or oversight over Wayne State’s assets. Many of my colleagues and I provided feedback to the President and the

consultants that the LOI was unacceptable and legally concerning, given its handling of the public university's assets. The LOI was deemed a poor work product by many of us given its handling of the public university's assets. Therefore, we challenge President Wilson and his administration to go back to the drawing board and continue negotiations with Henry Ford, based upon the parameters and feedback from the Board of Governors.

This has never been about being anti-President Wilson – excuse me, it's my turn to speak. This has never been about being anti-President Wilson, as has been inaccurately reported in the press. In fact, this board has voted with President Wilson almost 90% of the time on all issues. This is also not about lessening his achievements while he has been here. There have been many, but that does not absolve us of our, that does not absolve us from holding him to account when it is warranted. The discussion at the Board level has been solely about significant concerns of the content of the final LOI, and its attempt to privatize public university assets. In addition, given the poor work product, members of the Board of Governors began to ask questions about the nature of these consultants' contracts, their billings, and how much they were paid, especially because they only work for us part-time. These are basic, legitimate, fiduciary responsibilities of a governing board, to assure that limited public resources are spent wisely.

The preliminary information and feedback to the Board of Governors is that significant payments were made to these three consultants. As my colleagues and I were internally trying to clarify both the nature of the consultants' contracts and the amounts they were paid, we began to receive significant pushback from the administration and the consultants. And now interestingly, that internal disagreement has found its way into the press. Since Board of Governors internal inquiries about the consultants and payments began, one consultant has been fired, another's contract was not extended, and the remaining consultant suddenly resigned of his own accord.

Managing limited public taxpayer dollars is critical. We do not want the cost of expensive consultants to be placed on the backs of our students, many of whom are from low and middle income households. As a first-generation college student of Latino descent myself, I understand the sacrifices required to handle rising college tuition costs. Pushing back on Board of Governors members in the press as we appropriately do our job of inquiring about the nature, billings, and payments of consultants' contracts will not dissuade us from our oversight responsibilities. The issue here is the consultants' contracts and payments for a poor work product. We look forward to collectively formulating a plan to move ahead and leave this unfortunate chapter behind us. Thank you.

Governor Thompson

Thank you, Chairwoman Trent. And thank you all in the community who came and expressed your support for President Wilson, and thank you fellow Board members for expressing your positions. Julie, I want to make sure that my comments will be reflected in the public record, as I am sure they will be. I am bringing maybe a little bit different of a perspective here. I do agree with my colleagues on the policy concerns that we had and the reason why we disagreed with the LOI. And I would like to say in terms of Roy Wilson, the Roy Wilson that I know is not the public relations-packaged figure touted by some in this town who are in a panic and rushing to protect him. The

actions of the Roy Wilson that I know serving at the directions of the Board are a disgrace. They are a disgrace to the University. The Roy Wilson I know is unfit to continue to serve as President, even as some of his enablers in the media as well as in the business community are willing to do his bidding for him at all costs. We are not going to be intimidated by anyone in the media, business community, and others who use scare tactics and antics designed to keep us from holding Roy Wilson accountable. We don't tell the board of directors of those business and foundation leaders who came out to protect Roy Wilson in a recent letter how their board should run and where to invest their money in Detroit and the region. They should stay in their lane and let us do our job. If Roy Wilson had any shred of integrity left in him, he would be leaving the University after today's Board meeting. The Roy Wilson I know does not even have the temperament to be a president, and the Roy Wilson I know has a history of seeking to pit Board members against each other. Any smart and strategic president who wants to govern peacefully and not in chaos will stay away from engaging in divide and conquer tactics when dealing with his Board. I have reminded him of this behavior in e-mails recently, and now it's coming back to haunt him.

What has caused all of this uproar in the press and at the University is Roy's lack of transparency and accountability. For as long as I have been on the Board, Roy has acted like the Board reports to him. His arrogance, petulant behavior, and lack of respect for the process of accountability and oversight is part of the reason the deal with Henry Ford is stalled. It's not due to personal grievances, as some want you to think. We're not uninformed malcontents. We're doctors and lawyers who bring years of professional experience and judgment to the debate.

Now you have heard the concerns from Governors Busuito and O'Brien about the financial costs of the medical school consultants and their lack of results, and the significant problems with the Letter of Intent; and the overarching concern in this situation is that Roy wants to decide when and how he thinks we should get information. He acts like we report to him. Governor Busuito talked about the contracts that we requested, and it's outrageous that we would have to file separate FOIA requests to our General Counsel in order to finally have documents delivered to us. And when we asked for David Hefner to be fired immediately even after the Board agreed to vote to do so, Roy tried to slow-walk the firing and gave Hefner in a dated letter a month or so to pack. It was only after Governor O'Brien told Roy in an e-mail that if he didn't send Hefner a letter firing him immediately, that she would issue a public statement, that Roy finally did what he was told by the Board that he reports to. He feared public embarrassment and decided to act quickly. Imagine a president of a university forcing his Board members to FOIA information that they are legally obliged to receive about the University. And I told Lou Lessem in a recent e-mail that he was acting like Roy Wilson's personal lawyer. The general counsel of a university reports to the president and to the board. It is highly outrageous to favor the president's authority over the board's when we have the ultimate fiduciary responsibility under the Michigan Constitution for the university. We're the ones who are empowered to protect the assets of this university. We're the ones who were elected; we hold the fiduciary duty to the public to act in the best interests of the university and, as a result, the administration has an obligation to make information available to us when we demand it.

You know, it's amazing to me to watch the rush by some in the press, the business community, and the wider community to defend Roy to the extent that they're willing to ignore the constitutional oversight role of an elected board of governors. And even though the MSU crisis is unrelated to the crisis Wayne State University faces, the issue comes down to governance, leadership, and oversight. If previous MSU trustees had exercised greater oversight and demanded accountability, MSU likely not be where it is today. So here at Wayne State we are exercising oversight in a deal that we believe, as envisioned under the Letter of Intent, is not in the best interests of the University, no matter how the administration tries to sugarcoat the deal by its enablers in the media.

Aside from the Henry Ford deal, Roy Wilson's performance at Wayne State is a matter of perspective. Yes, overall enrollment at the University has increased; the overall numbers of Black students at the University continues to dramatically decrease. You know, MSU president Lou Anna Simon could have been viewed as a successful president, but it took one major failed decision to squander her perceived successes. The Henry Ford deal is becoming Roy Wilson's albatross and uninformed columns and comments will not help the public to have a better understanding of what is at stake in this situation. We as members of the Board of Governors are privy to information that the media and the general public do not have about the University. So nothing will dissuade me from doing what I was elected to do, and Roy Wilson's actions have become an embarrassment and a disgrace to the university. As long as I sit on this board, be rest assured that I will continue to remind the administration and Roy of the authority of the Board over the University. Roy Wilson's actions are an affront to democracy and a disgrace, and he can decide to double-down after today's meeting and run back to his handlers in the media and some in the corporate community, but it won't be a pretty ride.

Governor Gaffney

I'm sorry, Madame Chairwoman, to extend the meeting, but I would not want my silence to be taken incorrectly. I would like to go on record as saying I agree with extremely very little that Governor Thompson just said and I disagreed with much of the characterization of Governor O'Brien, and I also disagreed with significant parts of what Governor Busuito said. I found some of it, quite frankly, incorrect. It's not my experience, it's unfortunate; I don't think it helps this university to make public comments like that. We're in fragile water now, fragile negotiations with Henry Ford, trying to put together a huge deal that could be greatly beneficial for medical care to the people of this community. And I'm afraid that when we have discussions like this it sets the deal back and puts it in danger. I support President Wilson; I don't share the same experiences that we have just heard three board members say they have experienced. I understand that's the way they feel, but it's important for me to say I don't see that, I don't experience that. Thank you.

Governor Trent

I think the word for today is irony. It's very ironic, I think, that members of this Board said that they believe that President Wilson and others need to stay in their lane. This Board delegates authority to the president of the university. His lane is running this university; our lane is policy. We are here to guide the president, to give him goals, to track his progress. We are not here to do things like go to the press in the midst of

very fragile negotiations, as my colleague just said; people at this table just expressed shock that the media is getting word from Wayne State University about horrible things that are happening on campus when they're the ones who are issuing statements. Irony! I don't understand how someone can be shocked when they actually gave a statement to the press where they suggested that Wayne State University is trying to avoid the fate of a university whose president has been accused of hiding – I'm someone who has been an advocate of sexual assault victims, I find it extremely disrespectful to those young ladies who were victimized in East Lansing – that you in any way try to link this president, who is a person of integrity, with someone who is being accused of hiding the rape of children. That is absolutely unacceptable and disgusting.

This president has done an excellent job. We extended his contract because he has done an excellent job. I don't in any way back away from that decision. I think that this Board has demonstrated incredibly poor judgment in recent weeks. We are bound as elected by the people of Michigan to serve the interests of Wayne State University and this community. I take this very seriously. My family has been in this community since the late 1800s. I love Michigan; I love Detroit; I love this University – I have two degrees from it. I think we as a Board are trying to come together, are trying to be respectful of different points of view. But for members of this Board to sit here and suggest that this man, who has demonstrated nothing but integrity in his conduct as president of this university, should be ashamed – no, colleagues, we should be ashamed that this conversation even took place today. Members of the community expressed their opinion, which is their right as constituents. I have sat here and been personally attacked by constituents in the past; I have never felt it necessary to attack the constituents back, to issue statements, to try to defame our president. It's actually stunning to me that this happened today. I pledge to you as chair of this board I'm going to continue to work with members of the Board so that we can make good decisions. This is not about (unclear) anyone; as a constituent, everyone in this room is a constituent of this body. They have a right to express their opinion, just as someone who disagrees with Roy Wilson has a right to express his or her opinion.

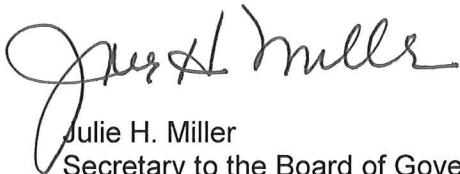
And so, if we are to move forward I actually agree with my colleague Michael Busuito, we need to stop the nonsense. We need to work together; we need to work for the best interests of Wayne State University. We can disagree, and have disagreed. There's nothing wrong with us disagreeing, no one is trying to prevent Roy Wilson from having to answer questions, from having to provide documents, but you have board members who have said they have no interest in following our own code of conduct which guides the way we should behave as members of this board, which incidentally was never a problem until this little brown girl became chair of this board. We never had a problem with following the code of conduct, but all of a sudden it's an issue. I'm not suggesting my colleagues are racially insensitive or racist in any way, but I do think it's interesting that that has never been an issue, but it's all of a sudden an issue and all of a sudden we don't believe we should have to follow the code of conduct. We all know that in societies when you have rules that people arbitrarily decide they don't have to follow, you end up having chaos. Well, on my watch we are not going to have chaos at this university. I urge my colleagues to behave more responsibly; no one is trying to prevent you from getting information. But I hope that when you have information, particularly sensitive information involving personnel and other things like that, that you will handle them as someone who has been entrusted with important documents for this university and in this university's best interests. And I have respect

for my colleagues; I hope that they have respect for this institution. Whether they have respect for me is immaterial; this is about Wayne State University. This person does not deserve what he has experienced today. I'm sad about it; I hope that we can move forward, and as far as I am concerned, this meeting is over. Thank you.

ADJOURNMENT

There being no further business, the meeting adjourned at 4:45 p.m.

Respectfully submitted,



Julie H. Miller
Secretary to the Board of Governors

DRAFT