



OFFICIAL PROCEEDINGS

December 6, 2019

Regular Meeting

The meeting was called to order at 2:34 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, Kelly, Kumar, O'Brien, Thompson, and Trent;
and President Wilson

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

Governor O'Brien, supported by Governor Thompson, moved to amend the agenda to include a presentation from Dr. Busuito at the start of the meeting, regarding a meeting held on November 4 and its ramifications. Governor Trent advised that this issue is on the agenda under Board member concerns for discussion later on the agenda. She added that there is disagreement about whether there actually was a meeting, and that several Board members have requested an opinion from the Attorney General of the State of Michigan on this issue. Addressing Governor Busuito, she stated that some members of the Board strongly believe that there has been a violation of both the Michigan Constitution and the Wayne State University bylaws in his description of that meeting as an official meeting of the Board, and reiterated that time has been set aside for this discussion later in the meeting.

Governor Busuito responded that the vote taken at the November 4 meeting resulted in the firing of President Wilson. He believes the public should know the reasons for that action, that four Board members will not recognize him as the legitimate president of Wayne State University and any actions he takes will not be recognized; therefore, nothing will be passed.

Governor Trent asked Vice President and General Counsel Lou Lessem for clarification, adding that it is her understanding that a response from the Michigan Attorney General had been received this afternoon. Mr. Lessem indicated that he was called out of a meeting with the Executive Committee just prior to the Board meeting to receive the report

from the Attorney General on this matter. He read the relevant portion of the report and provided copies to be distributed to the Board.

Reviewing this matter, this office takes no issue with Judge Stevens' ruling regarding the Open Meetings Act or your position that Board action must be engaged in properly, particularly where it provides for transparency in decision-making, thus promoting the public's right to know. We are persuaded that any future meeting of the Board on the matter of President Wilson's term of office should be conducted as a formal session of the Board, open to the public, in keeping with the spirit of our Constitution, the tradition of our democracy, and the need for public access to the workings of public institutions and agencies.

Mr. Lessem said the question put forward to the Attorney General regarding the legitimacy of the meeting has been answered, and there is no basis at this point to argue that President Wilson is not the president. Governor Busuito asked where in the Constitution it states that firing a president must be done in a public meeting, and to confirm that the Open Meetings Act does not apply to the Board of Governors. Vice President Lessem responded that the Open Meetings Act does not apply to the Board of Governors. However, Article VIII, Section 4 of the Michigan Constitution requires that formal sessions of the Board be taken in public. The only specific duty the Constitution allots to university boards, other than the general management of the finances and the administration of the University, is the hiring of the president. At Wayne State University, as in every public university he is aware of, the president has been retained in public, and every change or modification to a contract has been done in public. The Attorney General has found that the argument that hiring a president must be done in a formal public session is equally applicable to the involuntary dismissal of a president. Governor Trent stated that since the Attorney General of the State of Michigan has ruled on this issue, as of now President Roy Wilson continues as president of Wayne State University.

CONSENT AGENDA

President Wilson asked for approval of the following Consent Agenda.

Board Meeting

- A. Approval of the Official Proceedings of September 20, 2019 (Regular Board)
- B. Personnel Recommendations

Academic Affairs

- C. Establishment of a New Program for the Master of Science Degree in Environmental and Sustainability Engineering
- D. Establishment of a Master of Studies in Law Degree Program
- E. Change the Name of the Department of Geology to the Department of Environmental Science and Geology

- F. Change the Name of the Department of Criminal Justice to the Department of Criminology and Criminal Justice

Budget and Finance

- G. Cohn Building Student Commons
- H. Gordon H Scott Hall Elevator Modernization Project
- I. Towers Residential Suites and Cage Dining Addition – Construction Cost Authorization Increase
- J. Hilberry Gateway Performance Complex Project Authorization

Governor O'Brien requested an amendment to the Consent Agenda, specifically the removal of Item D, the Master of Studies in Law; Item G, the Cohn Student Commons; and Item H, the Scott Hall Elevator Project for separate consideration. The revised Consent Agenda is as follows:

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- E. Change the Name of the Department of Geology to the Department of Environmental Science and Geology
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Budget and Finance

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- J. Hilberry Gateway Performance Complex Project Authorization

MOTION by Governor Gaffney and seconded by Governor Trent to approve the revised Consent Agenda. The motion failed with a vote of 4-4.

President Wilson next presented the three items taken off the original Consent Agenda for individual consideration.

Establishment of a Master of Studies in Law Degree Program (Academic Affairs)

Within the last decade, consumers of legal services have sought ways to lower their costs of these services, and law firms have responded by offering non-traditional pricing plans. In response to this trend, about 80 law schools now offer master's degrees to students who do not wish to acquire a J.D. degree. The primary pool of prospective M.S.L. students consists

of working professionals who could do their job better or get a better job if they had some legal training, but who are not interested in practicing law. An employee who is trained in the law could avoid making statements in emails or other discoverable material that could harm the employer, could interact more smoothly with in-house lawyers, and serve more effectively as the company's contact with outside counsel.

ACTION — Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors established a Master of Studies in Law degree program in the Law School, effective Fall 2020. The motion carried.

Cohn Building Student Commons (Budget and Finance)

The Richard Cohn Building, located at 5557 Cass Avenue, is the home of the College of Nursing. Completed in 1959, it has been carefully maintained and classroom areas have been renovated to support contemporary nursing education. However, the building does not provide informal study space for the students, forcing them to use the hallways and stairwells for study, group work, and informal learning. The College proposes to construct a Student Commons for students to meet, study, work in teams, and collaborate on projects.

ACTION — Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors authorized the President, or his designee, to approve spending to design, solicit bids and award contracts for the conversion of two classrooms into a Student Commons area for a project cost not to exceed \$750,000. Funding for this project will be provided through philanthropic support (a successfully completed effort from alumni, friends, faculty, and staff). Reserve carryforward funds will be utilized to cover contingency costs. The motion carried.

Gordon H Scott Hall Elevator Modernization Project (Budget and Finance)

The Gordon H. Scott Hall of Basic Medical Sciences, at 540 East Canfield, was constructed in 1968. Parts for the five existing elevators are becoming increasingly scarce to source for repairs due to functional obsolescence. The proposed improvements will refurbish the five elevators with new machinery, controllers, and bring them up to code.

ACTION — Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors authorized the President, or his designee, to proceed with the design, solicitation of bids, and the award of contracts for the modernization of elevators in Gordon H. Scott Hall at a cost not to exceed \$2,500,000. Funding for this project will be provided from bonds (\$900,000) and the Project Reserve Fund (\$1.6M). The motion carried.

President Wilson then identified the items that were not approved from the Consent Agenda, and suggested presenting them for individual consideration. Governor Trent concurred.

Approval of the Official Proceedings of September 20, 2019 Regular Board Meeting
(Board)

MOTION by Governor Barnhill and seconded by Governor Trent to approve the Official Proceedings of the September 20, 2019 Regular Board Meeting. The motion failed with a vote of 4-4.

Governor Gaffney asked if there were corrections, additions or deletions needed on the proceedings. Hearing none, the next item was brought forward for consideration.

Personnel Recommendations (Board)

The personnel recommendations were as follows:

School of Medicine

Yaddanapudi Raviindranath, for renewal of the Georgie Ginopolis Endowed Chair in Pediatric Cancer and Hematology, effective July 1, 2019 through June 30, 2024.

Robert Welch, for renewal of the Brooks F. Bock, M.D. Endowed Professorship in Emergency Medicine, effective November 1, 2018 through October 31, 2023.

MOTION by Governor Gaffney and seconded by Governor Trent to approve the personnel recommendations and authorize action in accordance therewith. The motion failed with a vote of 4-4.

Governor Gaffney asked whether there were concerns about either of the faculty members recommended for promotion. Hearing none, the next item was brought forward.

Establishment of a New Program for the Master of Science Degree in Environmental and Sustainability Engineering (Academic Affairs)

The Department of Civil Engineering was formed in 1925 and underwent a name change to the Department of Civil and Environmental Engineering in 1990. However, there was no name change in the available degree options, and students continued to graduate with a B.S., M.S., or Ph.D. in Civil Engineering. The current proposal provides students with a degree that clearly designates the environmental specialization.

MOTION by Governor Trent and seconded by Governor Gaffney to establish a new degree program, the Master of Science in Environmental and Sustainability

Engineering in the College of Engineering, effective Fall 2020. The motion failed with a vote of 4-4.

Governor Gaffney asked, given the support for the program that was received during the morning Academic Affairs Committee meeting, from the faculty, students and board members on the committee, whether there was anything that happened subsequently during the day to change support for this initiative? Governor Barnhill asked Secretary Miller to read the names of the members of the Academic Affairs Committee. The names of those members are: Governors O'Brien, Busuito, Kelly, Kumar and Trent, Professors Roth and Hoogland, Student Representatives Ali Fakhri and Farhana Aktar. There were no additional comments, and the next item was brought forward for consideration.

Change the Name of the Department of Geology to the Department of Environmental Science and Geology (Academic Affairs)

In recent years many universities, including the University of Michigan, Michigan State University, and Western Michigan University, have renamed their Geology Departments due to changing student interests and expanded faculty expertise, as well as the urgency of global environmental problems. At Wayne State, three of the five Department of Geology faculty are environmental scientists. A renamed Department of Geology will reflect growing faculty expertise in this area, as well as signify recognition of student interests by giving the program a visible department-level home.

ACTION — Upon motion by Governor Trent and seconded by Governor Kelly, the Board of Governors changed the name of the Department of Geology to the Department of Environmental Science and Geology in the College of Liberal Arts and Sciences, effective Fall 2020. The motion carried.

Change the Name of the Department of Criminal Justice to the Department of Criminology and Criminal Justice (Academic Affairs)

The title of the Department of Criminal Justice does not accurately represent the current discipline or the curriculum at WSU. Criminology and criminal justice are multi-disciplinary fields of study with overlapping pedagogical and research interests, and the two fields are steadily merging into one. The change will better reflect the expertise of faculty, the curriculum in the department, faculty scholarship and teaching interests, and the academic vision of the department.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Kelly, the Board of Governors the Board of Governors changed the name of the Department of

Criminal Justice to the Department of Criminology and Criminal Justice in the College of Liberal Arts and Sciences, effective Fall 2020. The motion carried.

Towers Residential Suites and Cafe Dining Addition – Construction Cost Authorization Increase (Budget and Finance)

At its meeting of March 20, 2019, the Board of Governors approved the construction authorization for the Towers Residential Suites and Towers Café Addition. At that time the project architect's estimate was in line with the project funding request. A competitive bid process was completed in August 2019, and all four bids came in significantly over the estimated project cost. As with other projects, the current Detroit construction market poses major challenges to estimating projects due to the increased costs of construction, lack of available manpower, and cost fluctuations of materials and equipment.

MOTION by Governor Gaffney and seconded by Governor Trent to authorize the President, or his designee, to increase the current budget for the Towers Residential Suites and Café Dining Facility Addition for a project cost not to exceed \$2,835,000. In March 2019 the Board authorized \$2,150,000 in construction spending. Further, the Board of Governors authorized additional spending of up to \$685,000 for a total of \$2,835,000. Funding will be provided from the Residential Dining Operating Fund. The motion failed with a vote of 4-4.

Governor Kelly commented that at the morning meeting of the Budget & Finance Committee, there was unanimous support for this project. She asked Secretary Miller for the membership of the Budget & Finance Committee. Secretary Miller listed the names as follows: Governors Kelly, Barnhill, Kumar, Thompson and Trent, Professor Beale and Mr. Paul Beavers, and student representatives Mazen Zamzam and Waleed Eliwat. Governor Kelly asked if a member of the committee could explain why their vote was changed, in the interest of openness and transparency. There were no additional comments, and the next item was brought forward for consideration.

Hilberry Gateway Performance Complex Project Authorization (Budget and Finance)

At its meeting of March 23, 2018, the Board of Governors approved the construction authorization for the Hilberry Gateway Performance Complex. The proposed plan renovates the existing Hilberry Theatre, construct a 71,000 square foot addition, and move the historic Mackenzie House to the corner of Forest and Second avenues. At the completion of the project, both the Bonstelle Theatre on Woodward Avenue and the shop building at 95 West Hancock will be decommissioned.

A competitive selection process was completed in August of 2019 resulting in nine proposals, all of which came in over the estimated project cost.

MOTION by Governor Gaffney and seconded by Governor Kelly to authorize the President, or his designee, to increase the current budget for the renovation and construction of the Hilberry Gateway Performance Complex. In March 2018, the Board of Governors authorized \$65,000,000 in construction spending. The request for additional spending is for \$4,500,000 for a total project cost of \$69,500,000. Funding will be provided from philanthropic gift contributions, Designated Fund Account for Nonrecurring Projects, and bond proceeds secured for the purpose of implementing this project. The motion failed with a vote of 4-4.

Governor Kelly repeated her earlier question regarding the change in support for this proposal, and advised in this instance that the project had been previously approved, and the proposal at hand is an addition to the existing budget. There were no additional comments, and President Wilson moved to the next item on the agenda.

PRESIDENT'S REPORT

Athletics — After an unsteady start with the fifth toughest schedule in the country, the football team won eight of the final nine games, beating three nationally ranked teams that had a combined lost record of just two games. As a result Paul Winters was voted the GLIAC coach of the year for the third time, and graduate student Diante Nicholas was selected the GLIAC offensive back of the year.

Awards — The Association of Public and Land Grant Universities (APLU) awarded Wayne State its Innovation and Economic Prosperity Talent Award, recognizing exemplary initiatives in education and work force development. In 2018 WSU received APLU's Project Degree Completion award, for the largest increase in the graduation rate in the country over the previous six years. President Wilson said it is unprecedented for APLU to grant a university national awards in back-to-back years.

The Detroit Regional Chamber presented Dr. Wilson and Wayne State University with its Excellence in Education Leadership Award on December 6, which recognizes individuals who demonstrate outstanding public service and leadership on behalf of the region. The Chamber recognized Wayne State as one of the most innovative universities in the country, and President Wilson thanked the many individuals throughout the University and the community who helped achieve the successes and made the recognition possible.

Finally, the President noted this meeting is Vice President Decatur's last Board meeting, and he thanked him for his time at WSU and for the transformative projects he has undertaken.

The President's Report was completed.

STRATEGIC PLAN — FINANCIAL SUSTAINABILITY AND EXCELLENCE

President Wilson asked Mr. Decatur to give the next presentation in the series providing updates on the Strategic Plan. Mr. Decatur explained that the Strategic Plan has several major goals, the first of which is Financial Sustainability and Excellence. As described in the Strategic Plan's Preamble, it commits the University "to growing revenue and increasing the efficiency and effectiveness of business processes in order to provide adequate resources to support the University's mission while maintaining a value-based tuition structure." Within this goal are five goals, 20 objectives and 46 initiatives completed or in progress to date. Since this goal cuts across numerous divisions and schools, several colleagues will join him in giving the presentation. Using PowerPoint, each of the presenters followed closely and elaborated on the detailed document presented to the Board.

Goal #1 — Increase Enrollment

Vice President Michael Wright introduced this part of the presentation. Student Success and Enrollment was discussed earlier in the committee meetings, but Mr. Wright indicated that Marketing and Communications is also an integral part of Enrollment. There are many variables that enter into a student's decision to enroll at WSU or another university, and his division's role is to raise the stature, reputation and awareness of Wayne State University. He asked Ms. Carolyn Berry, the Associate Vice President in his division, to describe some of the strategies used in accomplishing that goal.

Ms. Berry described the four strategies Marketing is using to help raise the reputation of the University. The "Warrior Strong" campaign was launched in October 2017 with outdoor boards, videos, and social media. Before that launch, an influence tracker was set up in the Detroit market and also markets in Flint, Grand Rapids, and Lansing in order to provide baseline information. The second tracker, done in the fall of 2019, showed that the likelihood to recommend Wayne State remained steady within the Detroit market, but increased outstate in Flint, Grand Rapids, and Lansing.

The second strategy employed by Marketing deals with its Public Relations efforts, primarily through a partnership with an organization called The Conversation that allows them to talk to individuals across the globe. This method has enabled them to highlight 45 faculty

through 204 international publications, with almost 3 million reads. Such results would never have been affordable in other media outlets. The work of the PR team and their outreach efforts has resulted in a 9% increase in overall Tier 1 media coverage in FY 2019, focusing on academic programs, research, student success, and community commitments.

The third strategy is Building Pride on Campus and the Community. This mainly involves social media such as Instagram, licensing, and student takeovers. Ms. Berry showed videos and described a program called Rewards and Violations, where if someone is spotted on campus wearing WSU gear, they are given a Reward; wearing something from another institution earns a Violation. The licensing program has also expanded, where WSU goods are available now in 17 different locations. Other aspects of the program include a promotion with the Bookstore called "Trade Your Tee", where students are encouraged to bring in a T-shirt from another university and in turn are given a free Wayne State T-shirt, as well as WSU brand nights with the four Detroit major league sports teams. As a result of these efforts, WSU licensing sales are up 33% over those of 2018.

The final strategy is that of Building Future Warriors. The goal is to have as many events as possible to attract local students and teachers to campus. The largest and most successful event has been STEM Day; in 2019, 2,067 sixth to ninth graders came to campus, and for 2020 registration for 2500 seats filled up in four minutes, with a wait list of 3500 individuals. So there is a lot of interest and potential to build a student pipeline and get them on campus to interact with faculty members. Ms. Berry concluded her part of the presentation.

Goal #2 - Develop a Culture of Philanthropy Throughout the University and Community

Vice President Susan Burns said there has been great progress in meeting the three main objectives of this goal. The first objective was to achieve the \$750 million Capital Campaign goal, including \$187.5 million in new endowment funds. The Campaign goal was surpassed by \$26.5 million, and the new endowment fund goal by nearly \$12 million. She explained that half of the funds raised for endowments came from cash and cash pledges, and the other half from planned gift expectancies, the majority of which have not yet been realized.

The second objective is to increase involvement of students, faculty, administrators, and alumni in philanthropy. Alumni giving during the Pivotal Moments Campaign, compared to the Wayne First campaign, increased in both dollars raised and number of alumni giving, with \$226 million raised from over 192,000 individual gifts and pledges from alumni. Faculty and staff giving also increased to \$45 million raised from nearly 26,000 new gifts and pledges. Involvement goes beyond donor numbers and dollars raised, and the Division has created a

variety of programs to involve students, faculty, administrators, and alumni. Wayne State University Giving Day has nearly tripled its fundraising since it was launched in 2017, raising last spring \$620,000 from nearly 1,000 donors in just 24 hours. The faculty and staff campaign was renamed Inspire From Within in FY 2017 and in the first year increased participation from 8% to 24%. The Corporate and Foundation Relations team meets with an average of 400 individual faculty across campus each year, and student engagement continues to grow through new programs such as the Student-Alumni Council, the Warrior Funder Crowdfunding Platform, and other initiatives.

The final objective is to steward the investments that are made by donors, and this one would have been done whether it was a goal or not. It is well known that the best prospects are almost always the current donors, so they must be taken care of and thanked for their gifts. The Division has implemented a centrally managed framework to assure all donors are appropriately thanked. The largest donors receive personalized impact reports, with 1600 produced annually and another 150 going out to corporations and foundations as part of their grant reports. In addition, there are several new donor engagement programs, among them Wayne Loyal, recognizing donors who have been giving to the University for at least three consecutive years, and Lifetime Circle with a membership of over 500 individuals who have given for 20 consecutive years. There is also an Investors Forum every year for the endowment donors, where they are able to ask questions and hear about what is being done with their investments. Ms. Burns concluded her report.

Goal #3 — Diversify and Enhance Sources of Revenue

Vice President Decatur stated that the first objective of this goal was partly accomplished a few years ago when WSU was successful in getting the PELL metric included in the State funding formula. Although it has produced over \$1 million in additional revenue since its implementation, he indicated that the formula still does not provide for sufficient support for research universities. State appropriations for the U of M and Michigan State have just now gotten back to the levels they were when the huge cuts were made, and Wayne State still has not come back to that level.

The second objective is to increase return on cash and grow the endowment. The Board's action in September 2018 to modify asset allocation for cash investments and take on a little more risk has paid off, with income increasing 4.8% at the end of FY 2019 versus 0.2% at the end of FY 2018. In October 2016 the Board moved the endowment to an OCIO, an Outsource Chief Investment Officer, and implemented new asset allocations and

reinvested returns, with the result that there was a two-year increase of \$87 million in the portfolio, with \$61 million of that coming from investment returns.

Goal #4 — Achieve Operational Excellence in all of our Processes

Several initiatives fall under this goal, the first of which is creating a culture of service through Continuous Quality Improvement (CQI). Mr. Decatur said the process was introduced in Finance and Business Operations (FBO) in April 2018 and the Division has undertaken a massive educational effort. The second phase of CQI training has begun in order to equip FBO leaders with the knowledge and tools to improve processes and service. The Division also offers project management and support to the entire university through its web page, a quarterly CQI Newsletter, and developing a CQI dashboard to monitor the impact of process improvements.

The second initiative, to develop and implement a university support unit assessment process, came from the development of the responsibility-centered management budget model. The program is entitled the Administrative Unit Review (AUR) process and is analogous to academic accreditation. It involved gathering feedback from clients and customers, bringing in outside external reviewers, identifying opportunities for improvement, and then implementing those improvements. All support units will cycle through every six years, and if an assessment shows issues, they will likely cycle back in three years for an update.

The third initiative, the Campus and Facility Master Plan, was completed by the consulting firm, Dumont Janks. It provides the University with a guide for campus development, capital projects, and space management for the next 10-15 years, and has identified over \$1 billion of capital improvements. The administration will discuss debt capacity and strategies for funding capital with the Board at future meetings.

Next steps in this initiative are to develop and strengthen the FBO and BAO (Business Affairs Officers). Every college, school, and division has a Business Affairs Officer and all report directly to Mr. Decatur. The goal is to improve operational efficiency and effectiveness and achieve excellence in business processes and improve financial controls across the University. Initiatives include improved professional development, moving toward standardized reporting, and launching a Financial Sub-Certification process development and implementation.

The fifth initiative, discussed earlier in the Budget and Finance Committee, is the development of the Responsibility-Centered Management (RCM) based budget model for University-wide use. Mr. Decatur said this is not new to higher education, as several

universities, including the U of M, USC, and Penn State adopted the model in the 1960s, and the model currently is widely used. One of the key goals is to create incentives for those responsible for generating revenue, that is, the schools and colleges. The administration is ready to fully implement the model for FY 2021, beginning nine months from now. Mr. Decatur added it is a very broad-based effort. Six task forces, including 70 faculty and staff, looked at revenue and cost allocation and other variables, and made their recommendations. The administration developed the model and went to the deans and faculty budget committees of every college and school for their feedback, and made additional modifications.

Mr. Darin Ellis of the Office of Institutional Research discussed the sixth initiative, data-informed decision-making. He and Daren Hubbard lead many of the University's initiatives on data and have been working to improve the climate for data-informed decision-making. This past year they launched a platform through the Educational Advisory Board called "Academic Performance Solutions" to help the deans and the chairs with their instructional resource allocation, assignments, and in tracking enrollments. The effort will also help determine which way enrollment trends are going and how to better align the University's resources to support those growing areas.

There has also been a complete redesign and launch of the Wayne State data Dashboards using the new Microsoft PowerBI platforms and resulting in improvements to the usability and accessibility of the data. Feedback has been good, and he and Daren Hubbard have been working with several groups within the University to bring in more detailed information that is customized to their needs.

The last project Mr. Ellis described is the university-wide data governance initiative, an effort to break down the silos between the various functional areas of the University. One no longer talks about "owning" data, but rather how to share data — within regulatory compliance, privacy, and other constraints — and keep the university's data ecosystem strong. Mr. Decatur added that the RCM budget model together with the data-informed decision-making initiative create a powerful framework for the deans to manage their schools and colleges in new ways, generate revenue, and become much more sensitive to their cost structures.

The last initiative is the Banner Reimplementation Project, described by Daren Hubbard. He thanked Vice President Decatur for his leadership in the project, which started in 2017 with three primary goals: bringing in state of the art technology, increasing productivity across all our schools, colleges, and divisions, and a review of all business processes to bring in new efficiencies. His team has succeeded in implementing operational efficiencies and

completing 24 milestones in the first two and a half years, and they expect many more improvements in the finance area and in HR during the next two and a half years.

Goal #5 — To Ensure Environmental Sustainability

Mr. Darryl Pearson presented the fifth goal, Environmental Sustainability. The university launched the Sustainability Plan in 2017 and aligned it with the Strategic Plan to make sure objectives were being met. In order to establish measures, a Greenhouse Gas Inventory was conducted each year. Several major findings were observed, chief among them that transportation is an issue in terms of single drivers coming to campus. In an effort to establish a plan for reducing the University's carbon footprint, other items were identified and categorized as to what can be controlled. Among them are waste and recycling, such as single-use plastics, the green building program, and implementing energy conservation measures. Mr. Pearson's office has been working with the Student Senate and other student organizations to address the recycling program around campus, and will implement a green office program in the coming year. He said efforts are headed in the right direction, but he needs continued support from the campus community and the Board.

Governor Barnhill commended all the members of the administration who are responsible for the impressive results given in the presentations. He has learned much during his first year on the Board. He understood that although most of the audience was present for other reasons, they should take note of the positive outcomes that people in the University have been working hard to deliver.

BOARD COMMITTEE REPORTS

President Wilson reported that three 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 (Reported by Governor O'Brien)

Governor O'Brien first thanked Vice President Decatur for his time and efforts at the University. She reported that the Academic Affairs Committee met earlier in the day and considered a number of action items and heard a presentation on Faculty Development and Success given by Professor Annmarie Cano, Associate Provost for Faculty Development and Faculty Successes.

Budget and Finance Committee (Governor Kelly)

The Committee had five action items that were considered earlier in the Board meeting. It also heard four informational reports. There were no transfers requested from the **Contingency Reserve**, and the FY 2020 balance remains at \$500,000.

The administration gave an **Overview of the New Budget Model** that will be adopted for FY 2021, moving from the Incremental to the RCM, or Responsibility Center Management Model. The current Incremental Model provides little to no incentive to grow revenue or become more efficient in spending. The RCM Model is focused on operational decentralization, moves budget authority from central administration to the individual school, colleges or divisions, and therefore enables units to have greater control over their revenue and costs.

The report on **Major Capital and Real Estate Projects** listed the progress on 26 major capital projects and two new real estate ventures. Finally, the **Purchasing Exceptions** report summarized purchase orders above \$25,000 that were issued without competitive bids during August and September of 2019.

Student Affairs Committee (Reported by Governor Busuito)

The Committee heard a report from Associate Provost Monica Brockmeyer on the **Student Success** program which showed that the University is drastically improving its graduation rates and disparity rates between minority and non-minority students. Due to time constraints, the Fall 2019 Enrollment Report will be presented at a subsequent meeting.

President Wilson stated that two other Board committees, the Health Affairs Committee and the Bylaws Review Committee, had items to report.

Health Affairs Committee

Governor Gaffney reported that the Committee has a recommendation for Board approval. Because of time constraints, he did not provide a background description but suggested that anyone wishing further information should refer to the document presented.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Trent, the Board of Governors authorized Wayne State University's participation in the Interlocal Agreement of the MIDOCs Consortium. The partnership will begin once the contract is signed by all four institutions of the Consortium. In the event that funding appropriations from the State are no longer allocated to the MIDOCs Consortium, the partnership will conclude. Wayne State University has the ability to withdraw from the agreement at any time. The motion carried.

At this point, President Wilson called for a short recess in order to set up equipment for a video participant in the next committee report.

Bylaws Review Committee

The meeting resumed after a brief recess, and President Wilson called upon Governor Kelly for a report from the Bylaws Review Committee. Governor Kelly reviewed the history of the Bylaws Review Committee's consideration of the proposed Code of Conduct over the last year.

The Bylaws Review Committee recently met and approved the revised Code of Conduct with the recommendation that the Board of Governors adopt the Code. The Code is based on an earlier version developed during Governor O'Brien's term of office as Chair of the Board. Almost no changes have been made with the exception of the last section, which provides for sanctions in the event that a board member is found by the Board to be in violation of the code.

Governor Kelly explained that the Board has this item on its agenda for continued discussion as a result of a directive from the Higher Learning Commission (HLC). The HLC, based in Chicago, is responsible for the University's accreditation, and continued accreditation is imperative for Wayne State University. The HLC's action was in response to complaints it received earlier in the year that a Board member violated part of HLC criteria II.C.4, which states "that the governing board must delegate day-to-day management of the institution to the administration of the University."

Governor Kelly advised that the HLC requested a report on the complaints. The University appointed an independent attorney, from a firm in Des Moines, Iowa, to do an independent assessment of the complaints and forward the report to HLC. HLC then indicated that the University should implement three remedial recommendations made by the attorney and report on the progress of those recommendations by March 24, 2020.

The first of the three recommendations is that the Board should adopt a Code of Conduct for all members elected to its membership. The code should prescribe guidelines for behavior within the Higher Learning Commission accreditation criteria and include a process for censure when conduct violates the code. Consequently, the Bylaws Review Committee met again, added a sanction section to the Code, and voted it out with a recommendation to the Board for its adoption.

In the meantime, Governor Trent contacted Mr. Richard Legon of the Association of Governing Boards (AGB), and invited him to speak at today's Board meeting. The AGB, a national organization of hundreds of universities and colleges, has great expertise and

experience which it readily shares with the boards of educational institutions in this country. Mr. Legon has been with AGB for 36 years and served as president for 14 years. He has written extensively about board governance, led hundreds of board retreats and workshops, and is regularly sought after as a voice in higher education leadership. Governor Kelly thanked him for his willingness to join the meeting via Skype, and asked him to comment on matters appropriate to the discussion, including the need for codes of conducts, the frequency with which boards adopt them, what function they tend to serve; as well as the HLC accrediting body, its importance to WSU and the reason for and practical application of its core criteria number II.

Mr. Legon thanked the Board for allowing him to address them via Skype from the AGB offices in Washington, D.C. He indicated his address will stay closely to the issues laid out by the chair, and that he will try to contextualize and offer some thoughts as he proceeds. At the end, if the Board wishes, he would be willing to engage in appropriate discussion. Mr. Legon continued with the following statement:

Let me begin with something I find has grounded me in my thoughts about Board Governance since almost the day I arrived at AGB back in 1983. At that time, one of higher education's iconic leaders was Clark Kerr. Some of you may know Clark Kerr had a stellar career in higher ed and was probably best known during the Vietnam War years as the president of the University of California. He also at that time led a commission on Board Governance for AGB and crafted much of the language in that body's final report. He stated – and this is a loose quote but it's generally a pretty precise paraphrase – that “No institution ultimately can ever be better than the effectiveness and quality of its governing body.”

So, just keep that in mind as we go, and let's just be candid by saying it's absolutely no denying the extended governance dysfunction that is plaguing Wayne State University and its board over the recent period of time. Failed governance at any institution in higher education has a very real and usually negative set of risks and consequences for the institution itself, for its students, for its faculty, for other internal and external stakeholders including your donors, public institutions, public policy leaders, legislators, as well as others. It is never a good or positive position for Governance to be the primary story that defines an institution in the minds of the public. Governance that lacks respect for fiduciary boundaries is bad for Wayne State University, it's bad for the State of Michigan, and it's bad for higher education. There have been many – and you know them, including one in your own state – there have been many examples in recent years of Governance failure, usually Governance failure by neglect from the Board, but at Wayne State, what I think we witnessed is a kind of proactive failed Governance.

So that gets us to the current situation and the attention that been given to Wayne State and its Board by the Higher Learning Commission, better known as HLC. So HLC as I understand it, is urging the Wayne State Board to take very specific steps to achieve and demonstrate an improved level of effective Board Governance. Now something about accreditors and governance I think needs clarification. Probably over

the last 10 or 12 years, regional accreditors – and over those years most of them overlapped with my term as president – have given increasingly close attention to the quality, the structure, the behavior of institutional governing boards and institutional governance. AGB has a long history of providing and chairing best practices for boards and presidents. Regional accreditors have the kind of clout that is needed to make sure that good colleagues like you and boards of other institutions maintain a focus on how they carry out their governance responsibility. So accreditors are paying close attention when they carry out their broad responsibilities, not only institutional, finance, academic plans and the traditional areas of accreditor engagement, but they are co-equally paying close attention, as they have a right, to how board governance is carried out at the respective institutions. Accreditors have taken board dysfunction seriously. They are well led, the accrediting agency and HLC especially, and the president of HLC has a passion based on her own background for effective boards and board fiduciary responsibilities. As you know, it's no secret that accreditors have a unique degree of authority and power and influence. Accreditors hold the key to federal financial student aid assistance as well as research scholars, and I don't have the numbers upon which Wayne State is dependent on federal largess, but knowing the mission and the scope and the success and the reputation of your fine university, I'm just assuming those dollars are substantial.

So being in the cross hairs of an accrediting body, especially about governance, to be frank, is a very dangerous place to be and addressing the concerns of your regional accreditor, as it relates to the challenges they put before you to address specifically how better to improve Board Governance at Wayne State, is not only your best option, it's probably your only option. And I would encourage you to recognize their authority as a means perhaps of finally turning the dial on governance at the university.

To go on, I have worked with hundreds of governing boards, public and private, where on the private side board members are self-renewed, self-perpetuating, and where public board members predominately are selected by governors and approved with the advice and consent of a state legislative body, and in a handful of institutions like yours, the three constitutional institutions in Michigan, elected statewide. In those institutions where board members are elected, either statewide or through some district structure, there is frequently a bit of a conundrum for board members whose members are in fact elected, who you believe the populace has sent you to serve them as your constituents, serving on the board in this case of Wayne State. The conundrum comes when it has to be balanced with the fact that in fact you as a board are a fiduciary body. In your minds, the debate may be are we a political body, almost a legislative body if you will, or are we in fact a fiduciary body regardless of how we got to those seats you're sitting in. You are a fiduciary body, each of you is a fiduciary in the board as a corporate entity is a fiduciary. Fiduciary bodies have clear authority. They also have limits to that authority. I like to refer to it as kind of the scope and the limit of board responsibility and board authority. Most notably within that framework there is the fiduciary standard that no single board member – none of you, not the chair nor any other one of you – has any individual authority to act, to take action or to speak on behalf of the institution or the board, unless you as an individual board member are charged with such responsibility by the board as a whole. No member of a fiduciary body has the authority to act individually on behalf of the institution or the board.

So I spent the last week or so reviewing some of the recent reports and investigative summaries about board members, board member behavior, and board member violations. I know you don't want me to expound on any of those in particular, but I monitored – and most of you that – the performance of your board. I've spoken with,

as I just indicated, a fair number of you. You all know that AGB has had a relationship with your president during the past period of the governance gridlock, as I think you'd have to admit to has taken hold of Wayne State for the last period of time. And clearly there is a culture within your board, driven to a substantial extent. If the press is to be trusted and what I hear is to be respected, by the relationship between the board and your president, but it's a culture that's easily best defined as toxic. Keep in mind that Wayne State University is too important of an institution with too big of a reputation to keep your issues with each other alive, with your president, with the administration, within your family; your dysfunction is well known across higher education and other places across the country.

So HLC, a higher learning commission, has registered its concerns and urged a series of remedies. As the committee chair just reported, HLC's core component, specifically core component II., section C, item number four, basically says (this has been read, but I'll read it again) "That the governing board delegates day to day management of the institution to the administration and expects the faculty to oversee academic matters." Not a lot of words, but it means a great deal and I think that the Wayne State Board needs to remind itself of that standard going forward. The September report details a series of very specific violations of core component II.C, especially item 4, in its report and it gives the university until mid or late March to respond to those complaints that were filed with HLC and to initiate Governance remedies. So a Board Code of Conduct is probably HLC's primary recommendation, and I'm going to detail a little bit about my thoughts about the Code of Conduct in just a moment, but before I get into that and some other specific recommendations, as long as I have your ear, let me just say that I hope that you all take the guidance of the Council, the urgings and demands of the HLC, quite seriously, because they have a degree of authority that can — as I said — put you in the cross hairs and put the university in a rather dangerous situation if you're not appropriately responsive.

So, let me talk about several specific areas I urge you to consider, including relating to the Code of Conduct. Let me start with the Code of Conduct. So the Code of Conduct is something that AGB has been promulgating probably for the last 15 years for boards. And it can be called the Code of Conduct, some institutional boards call it the Statement of Board Responsibilities, and some call it the Statement of Board Member Commitment. I don't care and I don't think HLC cares much what you entitle it, as long as it is clear and it is a serious statement of expectations that are consistent with the fiduciary standards that boards are required to follow and that they can lead. I saw their suggested code, it has some pertinent elements. I saw the draft code coming out of your bylaws committee. I would actually start there. I think it's better and stronger to start, there probably should be more points added to it, but I think it's a better framework, the draft coming from your own committee and I think it largely would meet the expectations of HLC.

Let me talk a little bit more about codes of conduct. First of all, they're not uncommon. If you approve the code of conduct or whatever you call it, you will be trailing the pack. About 75% of all four-year public institution governing boards have such a document, and while I don't know the percentage on the private side, I would anticipate that at least 75%, if not maybe more, of boards in private higher education have a similar formal statement. Now this statement is both a policy statement and one that needs to be adhered to and one that the board should use in hopefully a positive way, but can use to call to the attention of individual board members who fail to adhere to those standards, and provide for some sanctions within the scope of your authority to sanction your own board members if it became necessary. A code of conduct again

has both a policy rigor to it, but it also is symbolic and it may be in the symbolic side of the options that its value is the most pertinent, especially if I dare say for the board of Wayne State. The Board of Wayne State needs to begin the process to get out of its own way. It's got to get out of being in the middle of everything that anybody thinks about when it comes to Wayne State. You need to be able to demonstrate that those of you on this board are truly committed to moving the institution forward and not having, not allowing Governance to stand in the way of progress. So the symbolism of that is also important.

Now the way a code of conduct works best is that this document would be approved in whatever form under whatever name, and I'm sure that every year the Wayne State Board has in its bylaws that a certain meeting in the calendar year is your so called annual meeting of the board. At that meeting it would be prudent and appropriate, and you'd all look terrific, if you publicly, led by the chair, have the Code of Conduct – I'm using that title just as a stalking horse – read aloud into the minutes and that each of you have a copy of that document in front of you at that annual meeting and sign it in public session. So what's the value of that? No one is going to haul you off to jail by signing it and then violating it, but I think it does send a clear message that your board, this board who has the ultimate authority as the fiduciary body at Wayne State, is sending a signal to its stakeholders and the general public, that it recognizes the importance of effective Board governance and that you, as Board members, choose to adhere voluntarily to the standards of what governance is all about. Keep in mind, and I don't know if Wayne State has one, so many schools do, you probably do, you probably have things like Student Code of Honor. If you do, or the equivalent of that, when students are asked to sign a document, that indicates that they will follow a code. It is, again, symbolically beneficial for the Board, the ultimate authority, to also recognize the importance of officially and symbolically demonstrating that the Board and Board members adhere to a standard of practice that is unquestionably what it should be for the betterment of the University. So I urge you, even if HLC didn't have you in their sights, I would urge you, if I was there with you in a normal AGB kind of education session, I would be encouraging you to develop such a document; and again a great starting point, I think, is the little draft I saw coming from the Bylaws Committee. So that's where I am on the Code.

But let me just offer two or three other specific recommendations, if I might Madam Chair, and I know I'm probably abusing my time. The first one is a Governance Committee. Now I know you have a Bylaws Committee, I do not know if you have or do not have a Governance Committee; if you don't you should get one, and if you do, you need to make sure that the charge for that committee is clear, has the key responsibilities where the Governance Committee in effect becomes the police of effective Board governance. Effective Board governance committees, if done well, are probably, whether you have dysfunctional governance or perfect governance, the key to insuring a long lasting governance effectiveness to the point where you need to have as the Chair, as the leadership of the Governance Committee, someone other than the Chair who commands the kind of respect and has the stature the rest of you, if that's possible, admire and can follow. So I would urge you to consider that. And if you did that, I would take your current Bylaws Committee, I don't know that that's an ad hoc committee or a standing committee, but if it is the latter, I would take the Bylaws Committee and merge it into a more comprehensive 21st century governance committee. That's my recommendation.

Second, is a review of your conflict of interest policy. There's been a lot of coverage – you all know, some of you've been a part of it – over either the appearance or the

material conflict of interest that one or more of you may have had during the challenges confronting the governance dysfunctionality at Wayne State over the last period of time. A conflict of interest policy that is based on a state public agency's conflict of interest is not appropriate for a higher education institution. I would call your attention to AGB's model conflict of interest policies which have a special add-on that we call a compelling benefit provision, and lots of institutions have adhered to precisely that model conflict of interest policy document, and more and more institutions are layering on a compelling benefit clause that really, at the end of the day, protects you and demonstrates again to the outside world and your internal stakeholders that your Board takes seriously its fiduciary responsibilities and it has a current conflict of interest standard that is regularly overseen. Again, that would go to the Governance Committee to ensure that it is developed, implemented and made compelling for each of you.

Third, I think your Board could do well to invite someone into it – in an open or closed session, I don't care – where the Board engages in a fundamental review of fiduciary responsibilities, what they are, what they are not, what does it mean to be, to bear responsibility under the duty of care, loyalty and obedience while also serving a public trust in the state of Michigan. I would urge you to consider that. It would clarify the scope and limits of the Board as an entity and each of you individually and would ultimately make it very clear how to protect yourselves from the risks of violating HLC's core confidence II.C.4.

My last recommendation is orientation. In most boards – and I've mentioned this to Julie and others of you with whom I've met over this last year or so – a board orientation, for public boards as well as private boards, is notoriously poor if not done well, and I dare say because I work with a number of them including yours, elected boards often have an even weaker orientation program. In a perfect world, members who are considering running to be elected to the board of Wayne State or Michigan or Michigan State or anywhere else should probably be oriented before they are even allowed to file to run. In the state of Texas where boards are appointed by the governor (these are public board members), board members cannot go to a board meeting, or cast a vote until they take an online program, which AGB happened to prepare a number of years ago, and pass an online test before they are eligible to go to their board meeting and vote. And this was at the request of the governor and the state coordinating board even though the governor has the appointing authority of those individuals. The predicate for much of what is in that program has to do with fiduciary responsibilities and, again, where so many boards fall down is on the awareness of where the line is. You know the old line is, Roy and his team do management, and you do policy and strategy. I've been doing this for 36 years, and in a million years I couldn't tell you what that means, because the shifting sands on what boards engage in, appropriately or not, has changed fundamentally over those nearly 40 years. But there is clarity in fiduciary standards, in terms of what you can do, should do, and shouldn't do, and I think this board should commit itself to a stronger orientation program, as well as this fiduciary training.

Let me conclude by saying the following. As we all know in recent years there have been a lot of governance failures in higher education institutions, mostly public, from Penn State to the University of Virginia to your neighbor, Michigan State, I could go on and on. The most valuable asset you have as a fiduciary, again I probably said fiduciary more than anything else, but as a fiduciary, you are responsible for the assets and the students and the mission of your place. The asset for which you are primarily responsible for is the reputation of the institution for which you are accountable and

which you hold in trust. And in each of those crises at those various institutions where ultimately it was demonstrated that the board had failed in meeting its responsibilities, it's the reputation of those institutions that suffered. Now you can have a financial crisis, God forbid, you can have other kinds of management issues that we don't wish on anybody, but from each of those you can work your way back. When the reputation of an institution suffers and when the governance body of that institution affects the weakening of that institution's reputation, it is hard to predict how long it will take to reclaim that reputation. So Penn State, which had its crisis 7 or 8 years ago and has worked its way back, it has massive numbers of students, it has restoration of major resource support, etcetera, it's still always referenced as the place where that crisis happened, as will Michigan State for many, many years to come and other places as well. Your responsibility primarily at the end of the day is to hold yourselves to a higher level of performance, to hold yourselves to account because in your hands lies the reputation of Wayne State University, and over the course of the last period of time, that reputation has been put at risk directly due to the fact that governance at Wayne State has fallen short in meeting its fiduciary responsibilities.

Mr. Legon concluded his presentation. President Wilson asked him to stay on the line in case anyone has questions.

Governor Barnhill related his family history and how their lives improved after his mother earned two degrees in Nursing at Wayne State University. He is proud to be part of an institution that provides such opportunity for people. He realizes that each Board member has his or her own personal experiences and concerns for serving on the Board, but he believes that somewhere that commitment has been misplaced and consequently the University's reputation is being damaged. Passing the Code of Conduct would help remediate that and show the community that the Board is concerned about the University. Any objections to any part of the Code should be handled by discussion and, if necessary, amendments. Given the Attorney General's decision, Board members must accept that President Wilson will continue as president for the foreseeable future and move forward with the business of the University.

Governor Busuito stated that the meeting was hijacked by one side, and that he believes the public has a right to hear the other side of the story. He noted that Mr. Legon mentioned "fiduciary responsibility" at least 20 times, and as a representative of the four Board members who lost confidence in the President, he should be allowed to present his case so that the public can see his facts. He feels that there has been fiduciary irresponsibility by the University and that 4 Board members are trying to be responsible and they are being rejected. Following considerable discussion on whether Governor Busuito's presentation was germane to the topic under consideration at this time on the agenda, Governor Kelly reiterated that there is a motion before the Board on the Code of Conduct, which is the matter at hand. She advised Governor Busuito that if he wished to make comments on other matters, that they come at another time. She then turned to the motion at hand:

MOTION by Governor Trent and seconded by Governor Gaffney that the Board of Governors adopt the Code of Conduct.

Governor Kumar said that, much like Governor Barnhill, serving on the Board was part of his American dream. He was a graduate of Wayne State’s medical school, but when he started to see social injustice, he decided to enter the political arena to try to correct it. He understood his responsibilities on the Board to be fiduciary as well as oversight. Further, he noted that when he arrived eight months ago, there was a severe split among the Board members, with neither side receptive to the other’s point of view. At the time, Governor Kumar suggested that a Bylaws Committee be created to study the Bylaws on a monthly basis and make amendments. He said this was never done. He appreciated Mr. Legon’s recommendation that there should be a Governance Committee and felt that it should include regular review of the Bylaws by all Board members. Finally, he expressed doubts that he has a legal, moral, or personal ability to censure his colleagues who were elected by the people of Michigan, and he hoped that a Governance Committee could overcome that difficulty. He, therefore, will not vote for the Code of Conduct as it stands.

Governor Gaffney called the question, and Governor Kelly asked for a roll-call vote on the motion.

MOTION by Governor Trent and seconded by Governor Gaffney that the Board of Governors adopt the Code of Conduct.

Governor Barnhill – Yes	Governor Kumar – No
Governor Busuito – No	Governor O’Brien – No
Governor Gaffney – Yes	Governor Thompson – No
Governor Kelly – Yes	Governor Trent – Yes

The motion failed.

Governor Kelly and President Wilson thanked Mr. Legon for his participation, and his Skype call ended.

REPORTS AND RECOMMENDATIONS FROM THE UNIVERSITY ADMINISTRATION

Academic Affairs

Provost Whitfield highlighted three parts of his report that dealt with student achievements. The official opening of the Anthony Wayne Drive apartment complex was held October 9 with a ribbon-cutting street fair. He added that WSU’s partnership with Corvias includes an endowed scholarship program, and the 2019-2020 Corvias Scholar recipients were Melissa Torres, a Biomedical Engineering sophomore, and Kaitlin Pierce, a freshman Chemistry major. Finally, Stuart Baum, the Student Senate president, was selected as a

2019-2020 Newman Civic Fellow. This program recognizes and supports community committed students who are change makers and public problem solvers at campuses around the country.

Extramural Research Funding New Research Awards

In Vice President Lanier's absence, President Wilson said that in FY 2019 research awards were over \$313 million, twice as much as in FY 2014 when Dr. Lanier arrived at WSU. The figure is almost \$70 million more than FY 2018 and includes all categories of research, including the NIH.

Governmental Affairs Report

Vice President Lindsey provided an update on funding for the MIDOCs program, which the Board approved earlier in the meeting. Although Governor Whitmer line-item vetoed the \$3.7 million funding in her budget, the House and Senate later restored that money and the Governor is expected to sign the bill.

Economic Development Report

Vice President Staebler called attention to TechTown's Start Studio, an inclusive technology accelerator in the city of Detroit. He also extended an invitation to the 45th annual Noel Night on December 7; WSU will have a number of tents that include the CFPCA's Winter Art retail market and companies from TechTown, and the new mural painted by students on the Simons Building.

Development Report

Vice President Burns reported that for the second year in a row, WSU was awarded the CASE Award (Council for Advancement and Support of Higher Education) for the best Alumni Magazine. Although it was a three-way tie, Wayne had the honor of tying with Ohio State and the University of Michigan.

Establishment of Endowment Funds

ACTION — Upon motion by Governor O'Brien and seconded by Governor Barnhill, the Board of Governors established endowment funds that total \$1,221,616.25 for the purposes presented. The motion carried.

1. The Evelyn and Jerome Ackerman Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the James Pearson Duffy School of Art and Art History in the College of Fine, Performing and Communication Arts. \$24,996.76
2. The Arab American Association of Engineers and Architects Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Engineering. \$25,000
3. The Baiardi Family Foundation Corporate Law Speaker Series to support an annual speaker series in the Law School. \$100,000
4. The Joseph T. Batdorf, M.D. and Carol Batdorf, Kado Family Clinical Skills Support Fund to support operations in the Kado Family Clinical Skills Center at the Wayne State University School of Medicine. \$25,000
5. The Christine L. Borgman and George M. Mood Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Department of Mathematics in the College of Liberal Arts and Sciences. \$25,000
6. The John and Mary Burke Endowed Memorial Scholarship Fund to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Nursing. \$25,000
7. The David W. Chaffee Endowed 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
8. The Doris J. and Donald L. Duchene, Sr. HIGH Program Endowment to support the mission of the HIGH program. \$25,000
9. The Dr. Jerome and Mrs. Joanne Finck Memorial Scholarship Fund to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the College of Engineering. \$25,000
10. The Drs. Debra Karling and Richard Isaacs '88 Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the School of Medicine. \$30,000
11. The Asta MacDonald Undergraduate Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education at Wayne State University. \$400,000
12. The Bernard and Judith Mindell Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Law School. \$100,000
13. The Jimmy Rich Endowed Scholarship for Organ Studies 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
14. The Romano Stancroff Endowed Faculty Development Award to recognize outstanding faculty achievement and encourage continued progress of faculty in the Law School. \$100,000

15. The Romano Stancroff Endowed Support Fund to support operations at the Law School's efforts to elevate its national ranking and reputation. \$150,000
16. The Michael T. and Georgia Ann Salwitz 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
17. The Professor Robert Sedler Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Law School. \$25,000
18. The Kathleen Vieth Endowed Scholarship to recognize scholastic achievement, encourage continued progress, and provide assistance to students in financing their education in the Department of Mathematics in the College of Liberal Arts and Sciences. \$25,000
19. The Purifoy Wanzo Cass Tech Alumni Association Endowed 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. \$41,619.49

Dissolution of Endowment Funds

The College of Fine, Performing, and Communication Arts, with the agreement of the donor, recommends dissolving the Purifoy Wanzo Cass Tech Alumni Association Endowed Support Fund and using the funds to establish an endowed scholarship under the same name.

ACTION — Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors approved the dissolution of the Purifoy Wanzo Cass Tech Alumni Association Endowed Support Fund (revised). The motion carried.

BOARD MEMBER CONCERNS

Governor Trent introduced the next topic, and noted that the opinion announced earlier in the day by the Attorney General's office has rendered the topic of the presentation out of order. However, she was willing to entertain a motion to allow the presentation to go forward.

MOTION by Governor O'Brien and seconded by Governor Thompson to allow the presentation regarding Board member concerns.

Governor Gaffney indicated his opposition, stating the topic was a moot point based on the Attorney General's ruling. Governor Kumar disagreed. The topic deals with fiduciary responsibility, and if there are any breaches, he said that should be discussed. He further added that his ability to have oversight has been hindered when he has not gotten the information necessary or has only been given a couple days to make a decision on important issues.

Governor Kelly recalled that this item was put on the agenda at Governor O'Brien's request for the explicit purpose of discussing the action which was alleged to have fired the president. That point is now moot. She added that any discussion of greater concerns about this administration, although appropriate, is not appropriate at this meeting.

Governor Busuito noted that the Attorney General's report mentions the Constitution, tradition of democracy, and public access to the workings of public institutions and agencies. He contended that he represents the voice of the people, and if prevented from speaking at the meeting, he will release his PowerPoint presentation to the press.

Governor Thompson said the presentation should take place. During her five years serving on the Board, she has tried to protect the fiscal health of the University and its students, but has encountered resistance in getting basic information that Board members should receive. Governor O'Brien agreed, stating that all Board members have a commitment to protecting the institution and its finances. However, there is often a pattern of practice that does not give full disclosure and full transparent information.

Governor Barnhill responded that the incidents mentioned have not been his experience on the Board. He said Board members may have disagreements about processes and management, but it is an entirely separate thing to ridicule and attack someone's character. That damages not only the University but also an individual's reputation, and he cannot tolerate that.

Governor Busuito, agreed with Governor Barnhill, but believes that what is occurring is an effort to shut down free speech. He referred to past issues of concern including requests for information that were not fulfilled and newspaper accounts that suggested that he violated a code of conduct that didn't exist. Governor Trent interjected at this time, indicating that Governor Kelly had called the question on the motion before the Board. Governor Trent asked for a voice vote on the motion to allow Governor Busuito's presentation.

MOTION by Governor O'Brien and seconded by Governor Thompson to allow the presentation regarding Board member concerns. The motion failed, with a vote of 4-4.

Following the vote, Governor Busuito offered to share his presentation following the meeting to anyone who was interested in it.

PUBLIC COMMENTS

Governor Trent introduced the Public Comments, and asked Secretary Miller to explain the rules. Secretary Miller explained that due to the large number of individuals requesting to speak, the time for each speaker must be limited to one and a half minutes, and

that speakers would receive a signal when there was 30 seconds remaining on the time limit. Governor Trent asked the first speaker, Governor Emerita Diane Dunaskiss, to come to the podium.

Governor Emerita Diane Dunaskiss

Thank you. I am Diane Dunaskiss and I have had the privilege of serving on this Board for 24 years previously. In all that time there were numerous disagreements over issues, but we have never had a group of members of this Board conduct themselves in a manner that does disservice to the University. I gave a great deal of thought about what to say today. Quite frankly, it's been difficult, because during the past few weeks so much has been said by so many respected members of this university, of the greater community, countless individuals and organizations about the contributions of this President to this great institution. But unfortunately for this University, they seem to be unheard by those members who need to hear them most. So I speak first to President Wilson to say thank you for your vision and your leadership and for bringing the University community together to address several vital concerns that I can attest to that we struggled with as a Board and they are now being addressed. Most substantially and importantly is the graduation rates and the closing of the gap for our African American and Latino students. So thank you for the awards, but that's not what is important; it's the underlying reason that our students are achieving more success, and the underlying reason for that is your leadership.

To those members of the Board who have maintained their vision for the University and have not become short-sighted, I would also like to thank you. You understand that you are elected to serve the best interests of this entire institution and not to be self-serving. So now I speak to the remaining Board members. You seem to seek counsel only among yourselves. It appears that you view the collective wisdom of the four of you to be greater than that of so many others, your colleagues on the Board, former members, University members, community and business leaders, activist groups. Notwithstanding the recognition this University has received, you seem to ignore the underlying data that supports all the accomplishments that have been made during this presidency.

Finally, your response today regarding the adoption of a code of conduct reflects that you even believe that you should ignore the recommendations of the University's accrediting agency. That's quite an assumption. You have lost your vision, ladies and gentlemen. You need to regain your vision for this University, and if you'd like help, I can recommend an ophthalmologist.

Thomas Wilson, Jr.

President Wilson, honorable Board members, fellow citizens, I am as I signed my letters to the editor, Thomas A. Wilson, Jr. I'm a graduate of Wayne State University; I'm a Tartar, always have been. I'm here to voice my support for Dr. Wilson. I'm a former educator as well, and I think the greatest investment we can make in our children is an education, the most important investment is education. And I want to applaud Dr. Wilson for the Heart of Detroit scholarship program that he came up with, that is going to give some of these kids the ability to, as the Temptations so eloquently sang, reach the impossible dream in terms of them being able to go to Wayne State

University. Whereas before this came up, it would have been a struggle. Also there's the Warrior Way Back program, which is a debt forgiveness program of returning students with an outstanding balance at Wayne State University. He created the position for Associate Provost for Diversity and Inclusion and Chief Diversity Officer in 2014; he created an office of multicultural engagement to provide an inclusive environment and promote awareness initiatives that encourage academic success for under-represented minorities and historically marginalized students. And according to the December 1, 2019 edition of the College Gazette, Wayne State is one of the "hidden gems" of public universities in the country. I would like to ask this question just for a point of clarity. I don't see how, and I will stand corrected if I'm wrong, I don't see how a person can be working at another university, meaning the University of Michigan, and sit on the Board of Wayne State University. That would be just like me ...

Governor Thompson interjected to clarify that her situation was determined not to be a conflict.

Mr. Wilson continued:

OK, that would be just like me being employed by the Detroit Public Schools and sitting on the charter commission. Thank you.

Steven Durant

Good afternoon, everybody, I'm Steven Durant. I was a student here at Wayne State, I graduated. When my daughter died three years ago, I established a memorial fund in her name. So I'm standing up here on behalf of her, the students, the faculty, and all the staff. So if you love Wayne State, please rise. Now, I do have some recommendations for this Board. Based upon everything that I have been reading and hearing, I think there needs to be a Memorandum of Understanding with the Governor to address things such as adopting a Code of Conduct, but not just the policy, because you can have something in writing, but you have to adhere to it. The other thing is you need to stop the bickering. I strongly encourage you to work with the HLC, get some mentors, get an executive coach to help you as leaders; you are obviously not leading the University. So when I look around and I see the body of the University, and I look at you and your body language, that is not what I expect from a board. What I expect from a board is to lead a university, not to micromanage a university. And that's what you're doing. Put your egos aside.

This, I believe strongly in this university; before I die, I want to make sure, because I will be leaving, I have bequested the University, a half a million dollars. I don't want Board members like you all leading this university. So within a certain time frame, if you cannot meet the provisions of — just a few more seconds — if you cannot meet those provisions, I believe Governor Whitmer should remove every last one of you. And by the way, thank you President Wilson. And I believe this Board owes the student body, the donors, an apology.

Michael Russell

President Wilson, Board of Governors, I thank you for allowing me this brief audience today. My name is Mike Russell; I'm a former editor-in-chief of the South End and a former Wayne State Tartar football player and as the video said earlier, I went pro. I am currently the managing attorney for Fieger Law. I have two family members that are in the Wayne State Athletic Hall of Fame; a second cousin who was a tennis player

in the 1940s, and an older brother, Cliff Russell, who passed away was a basketball player here. My blood and my roots run deep at Wayne State University. But I'm here today not more so on my behalf but as another (unclear) here at Wayne State, but I want to thank President Wilson and the Board of Governors for that as a member of Kappa Alpha Psi chapter. Would all the members of Kappa Alpha Psi who are here today raise their hands? It's a very long, deep, profound history we have here at Wayne State University but unfortunately some years ago some of our members had an unfortunate misconduct and we were removed. We had a chance to meet with President Wilson, the Provost, Dean Strauss, and they gave us the opportunity to come back to Wayne State University. We have lawyers, doctors, prominent members of society that are here today that are in the community that are appreciative of President Wilson in giving us the opportunity to come back and to assist in your goal, in our goal, to have African American young men matriculate and go on to be proud and prominent alumni and leaders of the community. So we want to thank you Dr. Wilson, and the Board of Governors, we thank you also.

Dewey Jones spoke in place of Chris Pizana, who was unable to attend the meeting.

Hello everyone. My name is Dewey Jones. Because Chris couldn't make it today, I am speaking on behalf of the Alpha Beta chapter of Kappa Alpha Psi. I am currently the vice president of the chapter. On behalf of Alpha Beta we would like to extend ourselves to make a sincere thank you to President Wilson for all that he has done for the University and us as well. I am speaking from the perspective of the organization. Last year President Wilson made a very thought-out and unselfish decision to bring back our chapter to this wonderful campus. This decision alone has brought back an entire chapter to reconnect and has allowed 11 young men to enter a brotherhood that we will be thankful for the rest of our lives. We would also like to say thank you to Wayne State and the administration under the leadership of President Wilson, Dr. Keith Whitfield, and its Board of Governors; we would like to extend a thank you as Wayne State undergraduates. This all occurred June 23, 2017 and was approved October 31, 2017 with conditional return, and we have flourished ever since. We are truly grateful and extend our love and continued support.

Eva Garza Dewaelsche

Thank you for giving me the opportunity to speak to you today. I will express my honest opinion, and I believe I have the right to do so given that I am a lifelong resident of Detroit who has been involved with Wayne State in some capacity for decades. I received my Bachelors and Masters at Wayne State, starting my education in 1969, and I have witnessed the transformation of the University over the last 50 years. I also have the honor of serving on the Wayne State Alumni Board for nearly 12 years. It is very clear to me, as it should be to you, that President Wilson has the overwhelming support of the community. I have not seen one single report in the newspaper or media or to the contrary, and if there has been, it is my opinion that 90% of the media coverage has been favorable towards President Wilson and the tremendous job he is doing currently and has done throughout his tenure. Additionally, I have not spoken with anyone who has said that they want President Wilson fired. And believe me, as an administrator of a large nonprofit, and someone who sits on many boards and commissions and is very actively involved in my community and the city, I have talked to many, many people. So if you think you are representing the will of the people by demanding that he be fired, then I say that you need to open your eyes and open your mind, for you are terribly mistaken. Most of the people I speak with feel as I do, very

sad, very disturbed, very embarrassed, and very disappointed in what is happening here at our beloved university. It has taken so many years to build Wayne State University. This has got to stop. This is our community, it's our city, it's our future, period.

Sandy Colvin

Good afternoon. As stated my name is Sandy Colvin and my husband is Jay Colvin, and we both graduated from the Business School in 1984 and from the Law School back in 1989. This is my fourth year as a member of the Wayne State University Alumni Association, and I am currently serving as the president of the board of the Alumni Association. We have 20 amazing board members from all over the country, and we represent over 274,000 distinguished alumni from all over the world. Our alumni engagement efforts include encouraging alumni to stay connected by visiting campus often, staying informed, volunteering and attending alumni events, and we support the professional and personal success through a diverse slate of alumni programs and initiatives. We have been diligently working to increase the visibility of the Alumni Association and engage current students, prospective students, and our alumni base. However, this year has been extremely challenging due to the ongoing issues between the President and the Board of Governors, which is having a significant impact on the University's success now and into the future. We welcome you to check out the Alumni Association's Facebook page, enjoy reading our award-winning magazine and monthly E-newsletter and join us at our events. We are extremely proud and passionate about our university community, and we would like all of you to PLEASE start working together and work with the Alumni board to make Wayne State University Warrior Strong.

Vernelis Brown

Good afternoon. Thank you so much. And I would like to thank the President, M. Roy Wilson. I have glaucoma and my mother has glaucoma. I've been tracking him since before he got to the University. Both my parents went to Wayne. My father caught the crosstown bus here to take his classes. I want to back up a little bit; I was a fetus in my mother's womb when she walked across the stage to get her first degree; I was here in 1967 when she got her Masters of Library Science, the first African American to get that degree endorsed by the American Library Association. I am currently a caregiver for my mother, and I am a volunteer STEM recruiter at another university, but I'm coming back to help out. In this very room when I worked as a tutor, the Provost met at a holiday gathering with Wayne State employees, and he explained it was very important as employees to have teamwork and to say positive things about the University. And in the words of Dr. David Satcher, leadership is not position-dependent; we can all be leaders, we can all work together, help him out. He's an M.D., not a Ph.D. Ph.D.'s run the University; he is from the NIH, budget, that's where the STEM money comes from. Thank you.

Steven Spreitzer

Thank you Board of Governors, President Wilson, Cabinet, and Wayne State community. Thank you for your service. I'm Steven Spreitzer, president and CEO of the Michigan Roundtable for Diversity and Inclusion, a 79-year-old human relations and racial justice organization. It's been my honor to work with Wayne State, oh my gosh, for about 20 years, with the Medical School, the School of Social Work, the Keith

Center for Civil Rights, the Police Department. I was especially grateful to meet with the national accreditation board when they were on campus a couple years ago to tell them about our experiences. Sorry, I'm trying to race through this. While serving on the President's Community Advisory Group has allowed me to get to know President Wilson, it is in the community that I have seen his humble presence at meetings with the many groups that make up the community of Detroit. This valuing of the other by listening and serving is what has led President Wilson to be successful, and he is simply being faithful to those relationships he has formed.

So a few highlights in the area that I do business in. The area of diversity: The numbers of new non-white students are up significantly, a feat most colleges and corporations struggle to accomplish. In the area of inclusion, which is how we honor those at risk of exclusion because of their identity, the percentage of diverse students is up, triple the graduation rate for black students. Another key accomplishment is the hiring of Marquita Chamblee as the University's first Chief Diversity Officer. The more difficult area of equity, the Heart of Detroit tuition pledge, is a bold and spot-on move. My admiration for President Wilson and the support from those he serves and leads is earned as a result of his integrity and commitment to those he serves. Just before I get double-beeped, I want to urge you guys to figure out how to help him, because a heck of a lot more work needs to be done in inclusion and equity.

Allan Gilmour, 11th President of Wayne State University

Good afternoon, everyone. I realize the meeting is running a little late, so the freeways will be already blocked, so don't worry about it. Members of the Board, President Wilson, when I stepped down from the presidency some six years ago, I never expected to return to a Board of Governors meeting. I am happy at home, but the growing conflict between some members of the Board and the President is doing harm to the reputation of this University and of a good university president. I come here concerned and worried and sad. This state of affairs cannot continue. With my experience at Ford – and I'm delighted that Governor Barnhill is working there and I hope he increases the dividend – and my experience here at Wayne State, I am familiar with the challenges of running a big complex organization like Wayne State. It's both demanding and rewarding, but without the support of an effective and involved board, it's almost impossible to get that job done. We've heard already, particularly at the beginning of the meeting today, all the things that Roy Wilson has accomplished since he's been here. One thing that I left to him, and I told him this without any pride in 2013, was the Medical School. I had not been able, in my 35 months, to get into what was going on there. Data weren't understandable, at least by me. But Roy dug in, and the results have been gratifying. So these accomplishments around this whole University are the direct result of President Wilson's leadership. I think it's clear that anyone who looks at the real record will recognize that his leadership has been exceptional.

One comment on Henry Ford. Prior to coming here at Wayne State, earlier I had been chair of the board of Henry Ford Health System and later of its foundation. And back then we knew that a good relationship with Wayne State was going to be important for the long run. And so now we see progress and then roughly a year ago today, this month, it stopped. It's been halted by a coalition of board members who seem motivated by personal agendas. This has led to an ongoing conflict that has become personal and political and ugly. And what's the cost? Reputation, whether it is the university or — I will just end right now, Chair Trent, and say when this is all over, I'm

going back to retirement, preferably in a warmer place than this, although we're doing well in the warmth here today. I leave with the hope that something can be done soon to resolve this conflict between the board and the President, and help the University regain momentum. The President deserves it, the University deserves it, the Board deserves it, the area deserves it, the state deserves it. And one final comment on that. If the board and President Wilson don't straighten this out, someone will do it for them. Thank you.

Gabrielle Gordon

Good evening. I want to thank each and every one of you for every good thing you've done for this university. Unfortunately, that is not the only reason I am here. I am representing a group of students who are equally ashamed, appalled, and horrified at each of your conduct. You could have been our doctors, you could have been our lawyers, you could have been our professors, but you are not. You are our governors, and you are our president. You are representing us. I am a senior; I am about to graduate, and I do not want to be ashamed when I say I graduated from Wayne State University. If you need a code of conduct to do your job, then I strongly urge you to pass it. But no matter what, we the students believe you need to keep us at the forefront of every action you make. And we haven't been seeing that. So I yield my time, and again I strongly urge you to do what you need to do because we can't have this going forward.

The first group of speakers concluded their presentations. Governor Trent introduced the next topic, which was sanctuary campuses, and called the names of Elizabeth Williams, Kate Stenvig, and Justin Cheong. None of these speakers were present, however, and the Public Comments section was concluded.

ADJOURNMENT

There being no further business, the meeting adjourned at 5:02 p.m.

Respectfully submitted,



Julie H. Miller
Secretary to the Board of Governors