



OFFICIAL PROCEEDINGS

May 1, 2020

Regular Meeting

The meeting was called to order at 3:04 p.m. by President Wilson via video conference. Secretary Miller called the roll. A quorum was present, with the following Board members in attendance:

Governors Barnhill, Busuito, Gaffney, Kelly, Kumar, O'Brien, Stancato, and Thompson ; and President Wilson

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

The meeting was live-streamed, and President Wilson welcomed viewers to the meeting. He indicated that because some Board members are attending remotely, there may be more roll-call votes than usual in order to capture the votes accurately.

APPROVAL OF CONSENT AGENDA

ACTION – Upon motion by Governor Thompson and seconded by Governor O'Brien, the Consent Agenda was approved as presented. The motion carried.

Board Meeting

- A. Approval of the Official Proceedings of March 20, 2020 (Regular Board)
- B. Personnel Recommendations

Academic Affairs

- C. Establishment of a New Program for the Bachelor of Science in Welding and Metallurgical Engineering Technology
- D. Establishment of a New Program for the Master of Science in Robotics
- E. Establishment of a Master of Science Program in Data Science and Business Analytics with a Statistics Concentration
- F. Discontinuance of the Undergraduate Certification in Control System
- G. Discontinuance of the Graduate Certificate in Orchestral Studies
- H. Discontinuance of the Master of Arts with a major in Rehabilitation Counseling and Community Inclusion

Budget and Finance

- I. Authorization to Sell Bonds

President Wilson questioned whether the list was complete, and later, after he completed his President's Report, Secretary Miller agreed that one item from the Academic Affairs Committee had been mistakenly left off the Consent Agenda, specifically the Discontinuance of the Bachelor of Arts in Education with a Major in Learning Design and Technology. President Wilson asked for a formal vote to add the item to the Consent Agenda.

ACTION – Upon motion by Governor Thompson and seconded by Governor Kelly, the Discontinuance of the Bachelor of Arts in Education with a Major in Learning Design and Technology was approved as part of the Consent Agenda. The motion carried.

Approval of the Official Proceedings of March 20, 2020 (Board)

ACTION – Upon motion by Governor Thompson and seconded by Governor O'Brien, the Official Proceedings of the March 20, 2020 Regular Board Meeting were approved as presented. The motion carried.

Personnel Recommendations (Board)

ACTION – Upon motion by Governor Thompson and seconded by Governor O'Brien, the personnel recommendations were approved and action authorized in accordance therewith. The motion carried.

Mike Ilitch School of Business

Anand Jha, associate professor, for tenure per University year in the Department of Finance, effective August 18, 2020.

Scott Tainsky, Department of Management and information Systems, for promotion from associate professor to professor, effective August 18, 2020.

College of Education

Erin Whitney Moore, associate professor, for tenure per University year, effective August 18, 2020.

College of Engineering

Kamram Avanaki, associate professor, for tenure per University year in the Department of Biomedical Engineering, effective August 18, 2020.

Alexander Kotov, associate professor, for tenure per University year in the Department of Computer Science, effective August 18, 2020.

Eranda Nikolla, Department of Chemical Engineering and Materials Science, for promotion from associate professor to professor, effective August 18, 2020.

Mohammad Mehrmohammadi, associate professor, for tenure per University year in the Department of Biomedical Engineering, effective August 18, 2020.

Liyong Zhang, associate professor, for tenure per University year in the Department of Biomedical Engineering, effective August 18, 2020.

Yongli Zhang, associate professor, for tenure per University year in the Department of Civil and Environmental Engineering, effective August 18, 2020.

Zichun Zhong, associate professor, for tenure per University year in the Department of Computer Science, effective August 18, 2020.

College of Fine, Performing and Communication Arts

Kristin Eckert, associate professor, for tenure per University year in the Department of Communication, effective August 18, 2020.

Michael Fuhlhage, associate professor, for tenure per University year in the Department of Communication, effective August 18, 2020.

Billicia Hines, associate professor, for tenure per University year in the Department of Theatre and Dance, effective August 18, 2020.

Samantha Noel, associate professor, for tenure per University year in the Department of Art and Art History, effective August 18, 2020.

College of Liberal Arts and Sciences

Michael Belzer, Department of Economics, for promotion from associate professor to professor, effective August 18, 2020.

Paul Burghardt, associate professor, for tenure per University year in the Department of Nutrition & Food Science, effective August 18, 2020.

Jessica Damoiseaux, associate professor, for tenure per University year in the Department of Psychology, effective August 18, 2020.

Lauren Duquette-Rury, associate professor, for tenure per University year in the Department of Sociology, effective August 18, 2020.

Smiti Gupta, Department of Nutrition & Food Science, for promotion from associate professor to professor, effective August 18, 2020.

Penelope Higgs, associate professor, for tenure per University year in the Department of Biological Sciences, effective August 18, 2020.

Matthew Larson, associate professor, for tenure per University year in the Department of Criminal Justice, effective August 18, 2020.

Julie Lesnik, associate professor, for tenure per University year in the Department of Anthropology, effective August 18, 2020.

Haiyong Liu, Department of Classical and Modern Languages, Literatures and Culture, for promotion from associate professor to professor, effective August 18, 2020.

William Llope, associate professor, for tenure per University year in the Department of Physics and Astronomy, effective August 18, 2020.

Karen Marrero, associate professor, for tenure per University year in the Department of History, effective August 18, 2020.

Elena Past, Department of Classical and Modern Languages, Literatures and Culture, for promotion from associate professor to professor, effective August 18, 2020.

Federico Rabuffetti, associate professor, for tenure per University year in the Department of Chemistry, effective August 18, 2020.

Jared Schrader, associate professor, for tenure per University year in the Department of Biological Sciences, effective August 18, 2020.

Valerie Simon, Department of Psychology, for promotion from associate professor to professor, effective August 18, 2020.

Pei-Yong Wang, Department of Mathematics, for promotion from associate professor to professor, effective August 18, 2020.

Jennifer Wareham, Department of Criminal Justice, for promotion from associate professor to professor, effective August 18, 2020.

Yifan Zhang, Department of Nutrition & Food Science, for promotion from associate professor to professor, effective August 18, 2020.

School of Medicine

Asfar Azmi, associate professor, for fractional 50% tenure per University year in the Department of Oncology, effective August 18, 2020.

Zeenat Bhat, Department of internal Medicine, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Elizabeth Berger, associate professor, for tenure per University year in the Department of Ophthalmology, Visual and Anatomical Sciences, effective August 18, 2020.

Juliann Binienda, Department of Family Medicine and Public Health Sciences, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Teena Chopra, Department of Internal Medicine, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Nitin Chouthai, Department of Pediatrics, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Robert Dunne, Department of Emergency Medicine, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Nardhy Gomez-Lopez, associate professor, for fractional 50% tenure per University year in the Department of Obstetrics and Gynecology, effective August 18, 2020.

Zhengqing Hu, Department of Otolaryngology, Head and Neck Surgery, for promotion from associate professor to professor, effective August 18, 2020.

Jing Li, Department of Oncology, for promotion from associate professor to professor, effective August 18, 2020.

Sharon Marshall, Department of Pediatrics, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Mary Morreale, Department of Psychiatry and Behavioral Neurosciences, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Stephan Patrick, Department Oncology, for promotion from associate professor to professor, effective August 18, 2020.

Lisa Polin, Department of Oncology, for promotion from associate professor (research) to professor (research), effective August 18, 2020.

Lobelia Samavati, Department of Internal Medicine, for promotion from associate professor to professor, effective August 18, 2020.

Abdulghani Sankari, Department of Internal Medicine, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Ghulam Saydain, Department of Internal Medicine, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Herbert Smitherman, Department of Internal Medicine, for promotion from associate professor (clinical) to professor (clinical), effective August 18, 2020.

Sokol Todi, Department of Pharmacology, for promotion from associate professor to professor, effective August 18, 2020.

Nerissa Viola-Villegas, associate professor, for fractional 50% tenure per University year in the Department of Oncology, effective August 18, 2020.

Robert Wessells, associate professor, for tenure per University year in the Department of Physiology, effective August 18, 2020.

College of Nursing

Cynthia Bell, associate professor, for tenure per University year, effective August 18, 2020.

Ramona Benkert, for promotion from associate professor to professor, effective August 18, 2020.

Rick Zimmerman, for appointment as professor with tenure per University year, effective January 2, 2020. Professor Zimmerman will serve as Associate Dean for Research.

Eugene Applebaum College of Pharmacy and Health Sciences

Kyle Burghardt, associate professor, for tenure per University year in the Department of Pharmacy Practice, effective August 18, 2020.

Arun Iyer, associate professor, for tenure per University year in the Department of Pharmaceutical Sciences, effective August 18, 2020.

Paul Stemmler, Department of Pharmaceutical Sciences, for promotion from associate professor to professor, effective August 18, 2020.

Wassim Tarraf, associate professor, for tenure per University year in the Department of Health Care Sciences, effective August 18, 2020.

Special Notes on Administrative Appointments

College of Nursing

Laurie Lauzon Clabo, for reappointment as Dean, effective April 1, 2020 for a period of five years. The term of the appointment as dean is subject to the pleasure of the President or his/her designee.

Eugene Applebaum College of Pharmacy and Health Sciences

Catherine Lysack, for extension of appointment as Interim Dean, effective July 1, 2020 through July 1, 2021, subject to the pleasure of the President or his/her designee during the term of the assignment.

Establishment of a New Program for the Bachelor of Science in Welding and Metallurgical Engineering Technology (Academic Affairs)

The demand for Welding and Metallurgical Engineering Technology graduates at the Bachelor of Science level is growing, and the Division of Engineering Technology (ET) would like to offer a Bachelor of Science in the area. The program will be an upper two-year program. Students are expected to complete their lower two-year welding or similarly named programs at one of the surrounding community colleges, then transfer to WSU to complete the four-year B.S. degree.

ACTION – Upon motion by Governor Thompson and seconded by Governor O’Brien, the Board of Governors established a new degree program, the Bachelor of Science in Welding and Metallurgical Engineering Technology (BS WMET), in the College of Engineering, effective Fall 2020. The motion carried.

Establishment of a New Program for the Master of Science in Robotics (Academic Affairs)

The College of Engineering is proposing a new interdisciplinary master’s degree program in Robotics with three majors. The goal is to build a highly visible and coherent program serving the interests of students, industry, and faculty in robotics foundations and applications. Students will select one of the three majors, administered by an existing department in the College of Engineering:

- Industrial Automation, administered by the Division of Engineering Technology;
- Intelligent Control, administered by the Department of Electrical and Computer Engineering;
- Smart Mobility, administered by the Department of Computer Science.

ACTION – Upon motion by Governor Thompson and seconded by Governor O’Brien, the Board of Governors established a new degree program, the Master of Science in Robotics, in the College of Engineering, effective Fall 2020. The motion carried.

Establishment of a Master of Science Program in Data Science and Business Analytics with a Statistics Concentration (Academic Affairs)

Analytics is a relatively new, fast-growing science, technology, engineering, and mathematics (STEM) field that spans areas of computing, statistics, operations research, and business. The field is defined as “the scientific process of transforming data into insight for making better decision.” There is an incredible demand for individuals who can synthesize meaningful narratives from data to transform all operational aspects of an organization. On January 5, 2016 a website listed more than 950 jobs within 100 miles of Wayne State University and posted with the keyword “analytics”. Further, at a symposium in 2015, industry representatives from companies such as DTE, Ford, General Motors, and IBM expressed strong interest in the program and its graduates.

ACTION – Upon motion by Governor Thompson and seconded by Governor O’Brien, the Board of Governors established the Master of Science in Data Science and Business Analytics in the College of Liberal Arts and Sciences, effective Fall 2020. The degree with a Statistics concentration from the Department of Mathematics will be offered along with the concentration options offered by the College of Engineering and the Mike Ilitch School of Business. The motion carried.

Discontinuance of Academic Programs

The administration requested the discontinuance of the three academic programs below. In the first two cases, no students have ever enrolled in the programs. The Graduate Certificate in Orchestral Studies has seen a decline in enrollment and has been in moratorium since 2013.

Discontinuance of the Undergraduate Certification in Control Systems (Academic Affairs)

ACTION – Upon motion by Governor Thompson and seconded by Governor O’Brien, the Board of Governors approved the discontinuance of the Undergraduate Certification in Control Systems in the College of Engineering, effective Fall Term, 2020. The motion carried.

Discontinuance of the Bachelor of Arts in Education with a Major in Learning Design and Technology (Academic Affairs)

ACTION – Upon motion by Governor Thompson and seconded by Governor O’Brien, the Board of Governors discontinued the Bachelor of Arts in Education with a major in Learning Design and Technology in the College of Education, effective Fall Term 2020. The motion carried.

Discontinuance of the Graduate Certificate in Orchestral Studies (Academic Affairs)

ACTION – Upon motion by Governor Thompson and seconded by Governor O'Brien, the Board of Governors approved the discontinuance of the Graduate Certificate in Orchestral Studies in the College of Fine, Performing and Communication Arts, effective Winter 2020. The motion carried.

Discontinuance of the Master of Arts with a Major in Rehabilitation Counseling and Community Inclusion (Academic Affairs)

The Division of Theoretical and Behavioral Foundations in the College of Education is the administrative unit for the Master of Arts (M.A.) with a major in Rehabilitation Counseling and Community Inclusion (RCCI) as well as for the M.A. with a major in Counseling. The two national accrediting bodies for both programs merged; the result is that Rehabilitation Counseling as a discipline is now considered part of the Counseling discipline, and rehabilitation programs are merging with counseling programs nationally. The Division has established a new Clinical Rehabilitation Counseling concentration in the M.A. in Counseling replacing the M.A. with a major in RCCI. While the program is discontinued as a separate major, it will continue as a concentration under the major of Counseling.

ACTION – Upon motion by Governor Thompson and seconded by Governor O'Brien, the Board of Governors The motion carried.

Authorization to Sell Bonds (Budget and Finance)

The administration recommends the issuance of taxable general revenue bonds at this time to take advantage of the University's current favorable credit ratings and interest rates generally which are now at historically low levels. The bulk of the funding from this bond offering will be set aside for the construction and renovation costs for State Hall.

ACTION – Upon motion by Governor Thompson and seconded by Governor O'Brien, the Board of Governors adopted the Resolution, as presented, authorizing the issuance of Wayne State University taxable general revenue bonds in the aggregate principal amount necessary to produce proceeds of \$118 million for new money projects plus the amount necessary to accomplish any refunding transaction depending upon market conditions at the time of pricing. Currently, the University is monitoring the outstanding Series 2013A bonds for an interest rate refunding savings opportunity. The \$118 million includes \$85 million to fund the renovation of State Hall, and \$33 million for other general capital projects, including deferred maintenance, general operating purposes and for

general bond closing costs, capitalized interest and contingencies. The bond issuance will have a term of up to 30 years. The motion carried.

RESOLUTION OF THE BOARD OF GOVERNORS OF WAYNE STATE UNIVERSITY
AUTHORIZING THE ISSUANCE AND DELIVERY OF GENERAL REVENUE BONDS
AND PROVIDING FOR OTHER MATTERS RELATING THERETO

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

WHEREAS, in the exercise of its constitutional duties and in order to properly serve the needs of students attending the University, the Board has determined that it is appropriate and in the best interests of the University to finance all or a portion of the costs of certain capital improvements of the University, as described in Exhibit A attached hereto (all of such capital improvements described in Exhibit A being collectively referred to herein as the “Projects”); and

WHEREAS, the Board has further determined that it is appropriate and in the best interests of the University to enhance the University’s liquidity position by borrowing additional funds for general operating purposes of the University; and

WHEREAS, the Board has previously issued and has outstanding certain series of General Revenue Bonds payable from and secured by a lien on General Revenues (collectively, the “Prior Bonds”); and

WHEREAS, it may be appropriate and in the best interests of the University to refund all or portions of the outstanding Prior Bonds as shall be determined by an Authorized Officer (as hereinafter defined) (the portions of the Prior Bonds to be refunded, if any, as determined by an Authorized Officer, is referred to herein as the “Bonds to be Refunded”); and

WHEREAS, in the exercise of its constitutional duties, and in order to prudently control and direct expenditures from the University’s funds, the Board determines it is necessary and desirable to authorize the issuance and delivery of General Revenue Bonds of the Board, in one or more series (the “Bonds”), to be payable from and secured by a pledge of General Revenues (as hereinafter defined), in order to provide funds that, together with other available funds of the Board, will be used to pay all or part of the costs of the Projects, to provide additional liquidity for general operating purposes of the University, and to pay all or part of the costs of refunding the Bonds to be Refunded, if any, and to pay costs incidental to the issuance of the Bonds and the refunding; and

WHEREAS, one or more trust indentures (collectively, the “Trust Indenture”) must be entered into by and between the Board and a trustee (the “Trustee”) to be designated by an Authorized Officer, pursuant to which the Bonds will be issued and secured; and

WHEREAS, it is necessary to authorize the Authorized officers, or either of them individually, to negotiate the sale of the Bonds with one or more underwriters or groups of underwriters to be selected by an Authorized Officer (collectively, the “Underwriter”) and to enter into one or more bond purchase agreements with the Underwriter (collectively, the “Bond Purchase Agreement”) setting forth the terms and conditions upon which the Underwriter will agree to purchase the Bonds and the interest rates thereof and the purchase price therefor; and

WHEREAS, in order to be able to market the Bonds at the most opportune time, it is necessary for the Board to authorize the President and the Vice President for Finance and Business Operations, Treasurer and Chief Financial Officer (each an “Authorized Officer”), or either of them individually, to negotiate the terms of and to execute and deliver on behalf of the Board the Trust Indenture, the Bond Purchase Agreement, one or more remarketing agreements with the Underwriter or other remarketing agent selected by an Authorized Officer (collectively, the “Remarketing Agreement”), and other related documents, to establish the specific terms of the Bonds and to accept the offer of the Underwriter to purchase the Bonds, and undertake such other actions and make such other determinations on behalf of the Board as authorized hereby, all within the limitations set forth herein; and

WHEREAS, the issuance of the Bonds for the purposes described herein will serve proper and appropriate public purposes; and

WHEREAS, the Board has full power under its constitutional authority for supervision of the University, and control and direction of expenditures from the University’s funds, to acquire, construct, furnish and equip the Projects, to refund the Bonds to be Refunded, if any, and to issue the Bonds to provide funds to pay all or a portion of the costs of the Projects, to provide additional liquidity for general operating purposes of the University, and to pay all or part of the costs of refunding the Bonds to be Refunded, if any, and to pledge General Revenues for payment of the Bonds, as provided for herein.

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

1. The Board hereby approves the definition of the term “Projects” as set forth in Exhibit A attached hereto. Subject to final approval of the Board in the case of any of the projects described in Category II of Exhibit A attached hereto, the Board authorizes the Authorized Officers, or either of them individually, to determine the components of the Projects to be financed, in whole or in part, from the proceeds of the Bonds, and to determine the specific amount of the cost of each such component of the Projects to be financed from the proceeds of the Bonds, and to fund, as appropriate, the remaining costs of the Projects from other available funds. The Board further approves the refunding of all or any portion of the Prior Bonds, and authorizes the Authorized Officers, or either of them, to select the portion, if any, of the Prior Bonds to constitute the Bonds to be Refunded, in order to produce interest or other cost savings or a more favorable debt service structure, to provide for more favorable terms or covenants or to reduce or eliminate unfavorable covenants or restrictions applicable to the Prior Bonds, as shall be determined by

an Authorized Officer, and to fund, if deemed appropriate, a portion of the costs of the refunding from available funds of the Board and the balance of such costs from the proceeds of the Bonds, and to proceed with the refunding.

The Board further approves the use of proceeds of the Bonds to provide additional liquidity for general operating purposes of the University, in the amounts and for the specific purposes, if any, as may be determined by an Authorized Officer; *provided, however*, that absent further approval of the Board, the maximum amount of proceeds of the Bonds to be used for general operating purposes (exclusive of any other use of proceeds of the Bonds authorized or permitted by this Resolution) shall not exceed \$1,000,000.

2. The Board hereby authorizes the issuance, execution and delivery of the Bonds of the Board, in one or more series, to be designated GENERAL REVENUE BONDS, with appropriate series designations, in the aggregate original principal amount to be established by an Authorized Officer, but not to exceed the principal amount necessary to produce proceeds of ONE HUNDRED EIGHTEEN MILLION DOLLARS (\$118,000,000) for the payment of the costs of the projects, to provide funds for general operating purposes of the University, as provided herein, and for the payment of the costs of issuance of the Bonds, plus the amount, if any, necessary to accomplish the Refunding of the Bonds to be Refunded and to pay costs related thereto, as determined by a Authorized Officer. The Bonds shall be dated as of the date or dates established by an Authorized officer, and shall be issued for the purpose of providing funds which, together with other available funds, will be used to: (a) pay all or a portion of the costs of the Projects, including, if determined to be appropriate by an Authorized Officer, capitalized interest related to all or any portion of the Projects for a period specified by an Authorized Officer; (b) provide additional liquidity for general operating purposes of the University, subject to the limitation set forth in Section 1 of this Resolution; (c) pay all or a portion of the costs of refunding the Bonds to be Refunded, if any; and (d) pay costs related to the issuance of the Bonds and the refunding, including the costs of bond insurance premiums, if an Authorized Officer determines such insurance to be appropriate. The Bonds shall be serial bonds or term bonds, which may be subject to redemption requirements, or both, as shall be established by an Authorized Officer, but the first maturity or mandatory redemption date shall be no earlier than November 1, 2020, and the last maturity shall be no later than December 31, 2051. The Bonds may be issued as federally tax-exempt bonds or as federally taxable bonds, or any combination thereof, as shall be determined by an Authorized Officer. The Bonds may bear interest at stated fixed rates for the respective maturities thereof as shall be established by an Authorized Officer, but the weighted average yield of the Bonds (computed using the stated coupons and the stated original offering price) for the Bonds shall not exceed 5.50% per annum for tax-exempt bonds and 8.00% per annum for taxable bonds. Alternatively, all or part of the Bonds may bear interest at a variable rate of interest for all or a portion of their term, at indexed or market established rates or any combination thereof, and the variable rate of interest shall not exceed the lesser of 25% per annum, the maximum rate permitted by law or the maximum rate, if any, specified in the Trust Indenture. The Bonds may be subject to redemption or call for purchase prior to maturity at the

times and at the prices (which may be expressed as a percentage of the principal amount being redeemed or be based on a “make-whole” formula, or both) as shall be established by an Authorized Officer. Interest on the Bonds shall be payable at such times as shall be specified by an Authorized Officer. The Bonds shall be issued in fully-registered form in the denominations, shall be payable as to principal and interest in the manner, shall be subject to transfer and exchange, and shall be executed and authenticated, and may be issued in book-entry-only form, all as shall be provided in the Trust Indenture. The Bonds may be sold to the Underwriter for a price to be established by an Authorized Officer (but the Underwriter’s discount, exclusive or original issue discount, shall not exceed 1.50% of the principal amount thereof) plus accrued interest, if any, from the dated date of the Bonds to the date of delivery thereof.

Any or all of the Bonds may be made subject to tender for purchase at the option of the holder thereof or to mandatory tender for purchase. The obligation of the Board to purchase any Bonds subject to tender for purchase may be limited to remarketing proceeds of such Bonds, or may be made payable from General Revenue (as defined in Section 3 below), from available cash reserves of the University, subject to such limitations as may be specified in the Trust Indenture, or from, directly or as support for the cash reserves of the University, a letter of credit, line of credit, standby bond purchase agreement or other liquidity device, or one or more of the same, or any combination thereof (collectively, the “Liquidity Device”), all as shall be determined by an Authorized Officer. Any reimbursement obligation for draws under the Liquidity Device shall be a limited and not a general obligation of the Board, payable from, and may be secured by a pledge of, General Revenues. Each Authorized officer is individually authorized to execute and deliver at any time, for and on behalf of the Board, any agreements or instruments necessary to obtain, maintain, renew or replace, and provide for repayments under, any Liquidity Device deemed by such officer to be required for the purposes of this Resolution.

In relation to the debt service on all or any portion of the Bonds, or in relation to debt service on all or any portion of the Prior Bonds, either Authorized Officer may, at any time, on behalf of and as the act of the Board, enter into or modify an interest rate swap, cap, forward starting swap, option, swaption, rate lock or similar agreement or agreements (collectively, the “Swap Agreement”) with a counterparty or counterparties selected or to be selected by the Authorized Officer. Such Swap Agreement shall provide for payments between the Board and the counterparty related to interest on all or any portion of the Bonds or the Prior Bonds, at indexed or market established rates. If the Swap Agreement is entered into at approximately the same time as the issuance of the Bonds and is related to the Bonds, the expected effective interest rates on the Bonds to which the Swap Agreement relates, taking into account the effect of the Swap Agreement, shall be within the limitations set forth herein. Any Swap Agreement may, if determined necessary or appropriate by an Authorized Officer, be subsequently terminated, in whole or in part, which may result in termination payments due by the Board. Any such required termination payments and other costs of termination may be funded from available funds of the Board or the proceeds of the Bonds or other indebtedness of the Board, as shall be determined by an Authorized Officer.

3. The Bonds, and the obligations of the Board under any Swap Agreement or Liquidity Device, if either or both is entered into, shall be limited and not general obligations of the Board, payable from and, except as provided below in this Section 3, secured by a lien on, the General Revenues (as shall be defined in the Trust Indenture in a manner generally consistent with the definition thereof contained in the trust indentures pursuant to which the Prior Bonds were issued). For the avoidance of doubt, General Revenues do not include “Gross Revenues” of the University’s housing facilities that are controlled and operated by Corvias Campus Living–WSU, LLC or its successors, as concessionaire (the “Concessionaire”), under that certain Service Concession Agreement for the Operation and Management of Student Housing, dated November 30, 2017 (the “Concession Agreement”), between the Board and the Concessionaire, and which “Gross Revenues” the Concessionaire has the right to receive and retain under the Concession Agreement. Except as otherwise determined by an Authorized Officer, as provided below in this Section 3, the lien on General Revenues securing the Bonds, the Swap Agreement and the Liquidity Device, if any, shall be on a parity basis with the liens on General Revenues securing the Prior Bonds and other previously issued obligations of the Board secured by a first lien on General Revenues. The Bonds, and the obligations of the Board under the Swap Agreement, if any, and the Liquidity Device, if any, may also be payable from and secured by a lien on moneys, securities or other investments from time to time on deposit in certain funds created pursuant to the Trust Indenture or the agreements entered into in connection with the Swap Agreement or Liquidity Device.

No recourse shall be had for the payment of the principal amount of or interest or premium on the Bonds, or for the payment of any amounts owing under the Swap Agreement, if any, or the Liquidity Device, if any, or for any claim based thereon against the State of Michigan, or any member or agent of the Board (including, without limitation, any officer or employee of the University), as individuals, either directly or indirectly, nor, except as specifically provided in the Trust Indenture or the agreements entered into in connection with the Swap Agreement, if any, or the Liquidity Device, if any, against the Board, nor shall the Bonds and interest and premium with respect thereto, or any obligations of the Board in connection with the Swap Agreement, if any, or the Liquidity Device, if any, become a lien on or be secured by any property, real, personal or mixed, of the State of Michigan or the Board, other than the General and the moneys, securities or other investments from time to time on deposit in certain funds established as pledged pursuant to the Trust Indenture or pursuant to the agreements entered into in connection with the Swap Agreement, if any, or the Liquidity Device, if any.

Any pledge of General Revenues, and funds specified in the Trust Indenture or in agreements entered into in connection with the Swap Agreement, if any, or Liquidity Device, if any, shall be valid and binding from the date of the issuance and delivery of the Bonds or such agreements, and all moneys or properties subject thereto that are thereafter received shall immediately be subject to the lien of the pledge without physical delivery or further act. The lien of said pledge shall be valid and binding against all parties (other than the holders of any other bonds, notes or other

obligations secured by a parity first lien on General Revenues) having a claim in tort, contract or otherwise against the Board, irrespective of whether such parties have notice of the lien.

Notwithstanding anything herein to the contrary, any obligations of the Board under the Swap Agreement or the Liquidity Device may, if determined appropriate by an Authorized Officer, be payable and secured on a subordinated basis to the Bonds and other General Revenue obligations of the Board, or may be payable from General Revenues but be unsecured.

4. The right is reserved to issue additional bonds, notes or other obligations payable from General Revenues and secured on a parity or subordinated basis with the Bonds, the Prior Bonds and other obligations of the Board so secured by a lien on General Revenues, upon compliance with the terms and conditions therefor as shall be set forth in the Trust Indenture.
5. Either Authorized officer is hereby authorized and directed, in the name and on behalf of the Board, and as its corporate act and deed, to select the Trustee, and to negotiate, execute and deliver the Trust Indenture in the form as an Authorized Officer may approve upon recommendation of legal counsel, which, which approval shall be conclusively evidenced by the execution of the Trust Indenture by an Authorized Officer. The Trust Indenture may contain such covenants on behalf of the Board and terms as either Authorized Officer deems appropriate, including, but not limited to covenants with respect to the establishment of General Revenues at levels expressed as a percentage of debt service on the Bonds or all General Revenue obligations of the Board, and with respect to the issuance of additional bonds, notes or other obligations payable from and secured by General Revenues. In addition, either Authorized Officer is hereby authorized, empowered and directed to negotiate, if deemed appropriate by an Authorized Officer in connection with the issuance of the Bonds, for the acquisition of bond insurance and to execute and deliver an insurance commitment or other documents or instruments required in connection with such insurance.
6. Either Authorized officer is hereby authorized and directed, in the name and on behalf of the Board, and as its corporate act and deed, to select the underwriter and to negotiate, execute and deliver the Bond Purchase Agreement with the Underwriter setting forth the terms of the Bonds and the sale thereof, and containing such other covenants and agreements of the Board as may be required by the Underwriter in connection therewith, in the form as an Authorized Officer may approve, all within the limitations set forth herein. Either Authorized Officer is further individually authorized and directed, in the name and on behalf of the Board and as its corporate act and deed, to negotiate, execute and deliver the Remarketing Agreement, if any, with the Underwriter or other remarketing agent selected by the Authorized Officer.
7. Either Authorized officer is hereby authorized, empowered and directed, in the name and on behalf of the Board, and as its corporate act and deed, to execute the

Bonds by manual or facsimile signature, and to deliver the Bonds to the Underwriter in exchange for the purchase price therefor.

8. Either Authorized Officer is authorized to solicit ratings on the Bonds from any national rating services that the Authorized Officer deems appropriate and to cause the preparation of a Preliminary Official Statement and an Official Statement with respect to each series of the Bonds, to deem such official statements “final” in accordance with applicable law, and to execute and deliver the Official Statements. Either Authorized Officer, or the Underwriter or the University’s financial advisor, as appropriate, is authorized to circulate and use, in accordance with applicable law, the Preliminary Official Statements and the Official Statements in connection with the offering, marketing, and sale of the Bonds.
9. The President, the Vice President for Finance and Business Operations, Treasurer and Chief Financial Officer, the Assistant Treasurer, the Secretary to the Board, and any other appropriate officer or representative of the Board or the University are each hereby authorized to perform all acts and deeds and to execute and deliver, for and on behalf of the Board, all instruments and documents required by this Resolution, the Trust Indenture, the Bond Purchase Agreement, the Remarketing Agreement, the Swap Agreement or the Liquidity Device, or necessary, expedient and proper in connection with the issuance, sale and delivery of the Bonds, as contemplated hereby, including, if deemed appropriate, one or more escrow deposit agreements with an escrow agent to be selected by an Authorized Officer as may be necessary to accomplish the refunding of the Bonds to be Refunded. Either Authorized Officer is authorized to designate and empower the escrow agent to subscribe for United States Treasury Securities – State and Local Government Series, on behalf of the Board, as may be necessary in connection with any refunding authorized hereby. Either Authorized Officer is further authorized to execute and deliver all instruments and documents for and on behalf of the Board or the University, and to take all actions required, necessary or appropriate for the ongoing administration or operation of the financing program represented by the Bonds, the Trust Indenture, the Bond Purchase Agreement, the Remarketing Agreement, the Swap Agreement, and the Liquidity Device. Any action required under the Trust Agreement, the Bond Purchase Agreement, the Remarketing Agreement, the Swap Agreement or the Liquidity Device or any other instrument related to the Bonds, and any action necessary or appropriate in connection with the ongoing administration of the financing program authorized hereby, may be taken by and on behalf of the Board by an Authorized Officer. Any reference to an officer of the Board or the University herein shall include any interim or acting officer appointed by the Board.
10. In accordance with the requirements of Rule 15c2-12 of the United States Securities and Exchange Commission, the Board may be required in connection with the issuance of the Bonds to enter into one or more continuing disclosure undertakings for the benefit of the holders and beneficial owners of the Bonds. Either Authorized Officer is authorized to cause to be prepared and to execute and deliver, on behalf of the Board, the continuing disclosure undertakings.

11. Either Authorized Officer is hereby authorized and delegated the power to execute, on behalf of the Board, one or more declarations of intent to reimburse the University from Bond proceeds for any expenditures with respect to the Projects incurred prior to the issuance of the Bonds, and for future projects to be funded with the proceeds of future bond issues, all in accordance with U.S. Treasury Regulation §1.150-2. Any and all actions of an Authorized Officer previously taken in connection with the execution of such declarations of intent are hereby ratified and confirmed.
12. If deemed necessary by the University's bond counsel, either Authorized Officer is authorized to arrange for the publication of a notice of and to conduct a public hearing with respect to the issuance of the Bonds, all in accordance with requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.
13. Any resolutions or parts of resolutions or other proceedings of the Board in conflict herewith are hereby repealed insofar as such conflict exists.

EXHIBIT A – PROJECTS

The Projects, as that term is used in the Resolution to which this Exhibit A is attached, consists of the capital projects set forth below.

Category I

Renovation, furnishing and equipping of State Hall. The currently estimated cost of this project to be funded from Bond proceeds (exclusive of capitalized interest and bond issuance costs) is \$85,000,000.

Category II

All capital projects heretofore or hereafter approved by the Board with an identified total or partial funding source as proceeds of bonds or other debt obligations issued by the Board.

PRESIDENT'S REPORT

President Wilson began with an update on the University's response to the COVID-19 pandemic. Students have stepped up to meet the challenges and have been very understanding of the changes that had to be made. The President expressed his gratitude to the faculty for pivoting very quickly from regular classroom instruction to remote instruction.

He also discussed several examples of community activism, and more specifically, the collaboration of WSU with Ford Motor Company, BlueCross and BlueShield, and the Ralph Wilson Foundation to launch the "Go To Testing" program, using Ford SUVs specially equipped for COVID testing. The program involves on-site

testing where medical professionals bring tests to first responders in remote locations and to citizens, such as residents in nursing homes and senior high rises in Detroit, who are unable to go to established testing sites. This is particularly important for minority populations without good access to testing. By going to the hotspots and offering testing, the program is providing a huge service that will hopefully decrease the death rates in some of these communities.

Wayne State opened Atchison Hall as housing for front-line health care professionals from the DMC and Henry Ford Hospital, with approximately 25 people currently in the residence. These are medical professionals who do not want go home, where they may possibly infect their families, and provides safe, secure and comfortable rooms to these important service providers.

Researchers at the University have proposed more than 60 research projects to detect, prevent, treat and recover from COVID-19, several of which have been submitted to federal agencies and other funding organizations for funding consideration. Susan Davis, a clinical professor of Pharmacy Practice at the Eugene Applebaum College of Pharmacy and Health Sciences, and an Infectious Diseases Pharmacy specialist at Henry Ford Hospital, is serving on the newly released NIH's COVID-19 treatment guidelines panel that was convened in late March by Dr. Anthony Fauci, the Director of the National Institute of Allergy and Infectious Diseases.

A Post-pandemic Campus Restart Committee was initiated on April 16th to consider and implement policies and procedures for a near normal time in the future. The Restart Committee is guided by four principles, specifically, safety first, to continue the academic mission of the University, to hold people harmless to the extent possible, based on the university's financial situation; and to learn as much as possible from the shutdown and make adjustments as necessary to apply what was learned, and reimagine the university for the future. The goals of the Restart Committee are to reenergize the academic mission, teaching, learning, research; return the campus to as near normalcy as possible while continuing to prioritize safety; make necessary short-term adjustments based on budget and finance realities; adjust policies, processes and procedures to accommodate new learning; and ensure preparedness for future events.

Nine committees were formed. "Academics, Teaching, and Learning", chaired by Provost Whitfield, will study how to start the Fall semester and what proportion of the

instruction will be online versus on-campus, as well as look at all the issues involved with that decision and will try to prepare for both possibilities.

The “Research Committee” is chaired by Vice President Lanier. Research is one of the activities that can start prior to the learning instruction in the fall, and certain preparations can be made while waiting for the Governor’s approval to begin work in this area. There are many issues to consider in opening up research, which will be done in a phased fashion and in collaboration with the VPs of Research at two other research universities.

The “Finance and Budget Committee” is chaired by Rebecca Cooke. The “Public Health Committee”, chaired by Dean Laurie Clabo of the College of Nursing, is composed of experts in this particular health problem. Their responsibility is to be aware of the science from a public health perspective and to advise the other committees what is happening from a medical perspective.

The “Facilities Committee”, chaired by Rob Davenport, will deal with issues of cleaning the facilities and deciding which ones can open and which should stay closed. “Housing, Dining, and Campus Retail” is chaired by Tim Michael.

The “Athletics Committee”, chaired by Rob Fournier, will be dealing with many issues, including the question of whether athletics can start in the fall, and if so, whether they will be in modified form.

Darren Hubbard chairs the “Computing & Information Technology Committee”, and Carolyn Haffner chairs the “Human Resources Committee.”

All the committees are meeting on a routine basis and sharing the outcomes of their discussions with each other. The goal is to try to anticipate as much as possible in advance so that, hopefully, there will be a smooth reopening in the fall.

President Wilson announced that Wayne State University celebrated the class of 2020 through a digital graduation celebration on April 29. This included school/ college degree conferral videos, social media activities, E-cards and updated commencement website and various school/college digital activities. The hope is to eventually have an in-person commencement ceremony at a future date when it is safe for the community to gather in public, but WSU wanted to recognize its graduates now when the moment was appropriate. Additional digital activities are planned for the Law School in May and the School of Medicine in June.

Wayne State continues to actively promote the 2020 census to the campus community, encouraging faculty, staff, and students to be counted as part of the city of Detroit and state of Michigan census outreach campaigns. The University is encouraging students who lived in University housing for the 2019-2020 academic year, as well as those who live nearby campus, to complete the census for their Detroit address.

Finally, President Wilson welcomed Dean Mark Schweitzer as the new Dean of the School of Medicine and Vice President for Health Affairs at Wayne State University.

The President concluded his Report.

SPECIAL TOPIC – STRATEGIC PLAN 2016-2021 UPDATE

As part of the administration's regular updates on various parts of the Strategic Plan, Vice President Staebler gave a slide presentation on Entrepreneurship at Wayne State University. He advised that entrepreneurship and innovation are not only his office's purview; those activities involve many people across all sectors of the University, as will be evidenced in the presentation. His office, along with the Provost's office, provides a leadership and coordination role. Mr. Staebler also cautioned that, as this is a five-year plan, not everything outlined in the two goals and 13 objectives has been completed. And once all the objectives have been completed, the nature of the process demands that the work must continue.

The first goal, to create a thriving culture, involves getting more people on campus thinking about entrepreneurship and innovation both as a career path and as a way to add to their scholarship and their research. The second goal is to simplify and coordinate the process. The goals apply to both faculty participation and the student experience.

Under the first goal, many new programs have been created through internships, co-op programs, and mentorships that have increased the number of students exposed to the opportunities and challenges of entrepreneurship. Through TechTown, the Anderson Engineering Venture Institute and the Belinsky Labs have also provided opportunities to students. The creation of the Council of Entrepreneurship has helped coordinate some of the entrepreneurial activities in collaboration with other groups across the University. Wayne State has also collaborated with other organizations that are also

involved with entrepreneurship and with Detroit's revitalization. These efforts have established the University as a thought leader in the area and have given it national and international recognition.

The objectives of the second goal, to simplify and coordinate the entrepreneurship process, include engaging faculty, staff, and students in entrepreneurship, education and training; development of entrepreneurial courses; facilitating collaborations and partnerships with industry, foundations and the venture community; coordinating and scaling innovation programs across the University; and ensuring that University leadership takes tangible steps to remove institutional impediments. To drive and facilitate these objectives, Vice President Staebler and Provost Whitfield established the Innovation and Entrepreneurship Steering Committee, whose members include faculty and students from various academic departments and disciplines. Mr. Staebler contrasted this interdisciplinary approach to that of some universities where entrepreneurship is driven by a school or college, creating silos, which is antithetical to the concept of innovation.

The committee meets regularly, and its work has resulted in the creation of several frameworks and facilitating partnerships that promote innovation and entrepreneurship. The Innovation Hub and Studio, directed by Jennifer Daniels, is located at the WSU Industry Innovation Center across the street from TechTown. Ms. Daniels works in partnership with many sectors across the University, and the Studio provides students with free assistance toward developing projects and business ventures, and helps students develop skills and connect with resources they will need to succeed in the 21st century workforce.

Detroit Urban Solutions (DUS), directed by Paul Riser, is a technology innovation consortium that develops solutions to challenges facing Detroit and other urban areas. The consortium focuses on smart city technologies that improve the lives of Detroit citizens, including mobility, energy, digital health, and civic technologies. DUS is now working with a New York group, CivLAB, to build a platform that will better coordinate all of the innovation and technology occurring in the city. Microsoft is helping fund many of these efforts.

A new development is the Office of Business Innovation (OBI), directed by Matt Roling. Mr. Staebler related how his group turned to national experts for advice on what

should be done to solve the challenges faced in its commercialization as well as its corporate engagement enterprises. Initially, the idea was to create a research foundation along the lines of the Wisconsin Authority Research Foundation (WARF). However, after discussion and analysis, a framework was determined, and the OBI was established, with a governance and oversight committee that includes administrators and faculty from across the University. The goal is to coordinate the University's relationship with businesses, industry associations, national organizations, and other entities, and to provide a single point of contact. This kind of coordination helps the University proactively market its research enterprise and further develop its technology commercialization process. It removes barriers and bureaucracy, creates relationships, and indicates that WSU is open to partner with business.

Governor Thompson asked about the timeline for Mr. Roling's appointment and his plans for improving the technology transfer process. Mr. Staebler advised that Mr. Roling was appointed at the end of 2019, but he has also had a concurrent position as Chair of the Accounting Department, which concludes March 2020. President Wilson added that because of the dual position, Mr. Roling has not yet fully developed his plans, but he will ask Mr. Roling to make a presentation to the Board at a future meeting. In the meantime, another expert is advising with the development of the OBI.

Mr. Staebler explained that the expert referred to by the President is Mr. Jack Miner, who worked at TechTown 12 years ago. After leaving TechTown, for the past dozen years or so, he directed Battle Creek Unlimited, an economic development group; the venture accelerator at the University of Michigan; and for the past five years the Cleveland Clinics venture group. He wanted to return to Michigan, and will work with Mr. Roling in developing the Office of Business Innovation.

Vice President Staebler continued his slide presentation with a discussion of the STEAM Challenge, that is STEM with an added "A" representing the Arts. The third annual event was hosted by the Ilitch School of Business and the School of Social Work, with the theme "Innovating change and developing solutions toward a just society." The prizes totaled \$25,000, and the teams were interdisciplinary from across the local entrepreneurial community.

Earlier in his report, Mr. Staebler referred to the Belinsky Labs, and he further explained that BELL, or the Belinsky Entrepreneurial Learning Laboratory housed in the

Ilitch School of Business, is an accelerator that helps students get investment-ready start-ups. BELL also works with TechTown so that some of their start-ups can feed into TechTown's incubation program.

The Ilitch School of Business also has a Corporate Mentorship Program. The program pairs students, those who are first-generation college students, with a member of the business community to provide career guidance, job search and networking.

Governor O'Brien asked about the process that was utilized to create the OBI, and how that office is funded. Mr. Staebler replied that the process was of two-year duration. An advisor from the Wisconsin Authority Research Foundation was asked for recommendations, and after much discussion, including conversations with the Board, it was decided not to create an external research foundation but to develop an office internally so that the University would have oversight over the process and the intellectual property. He referred the question of funding to the Provost or the Vice President for Finance.

Governor Thompson indicated she was not clear about the status of the Council of Entrepreneurship. Provost Whitfield joined Mr. Staebler in response, explaining that the Council of Entrepreneurship is composed of deans and vice presidents, those managing the various programs around the University. The Innovation and Entrepreneurship Steering Committee is composed of faculty and students, those actually doing the work. They provide summaries to the Council so that everyone knows what is being done in other areas. The overall intention is to better coordinate what is being done, allowing for cross-collaboration and cross-communication. Mr. Staebler provided a concrete example. Jennifer Daniels in the Innovation Studio was involved in an entrepreneurial program. In communicating with the Steering Committee, she learned the University already had a license to a similar, more efficient platform, and ended up creating content on that platform and saving \$30,000. Provost Whitfield added that the STEAM Challenge is another example of colleges working together and deepening connections.

The update on Entrepreneurship was concluded.

BOARD OF GOVERNORS FACULTY RECOGNITION AWARDS

The Board of Governors presented the 2020 Faculty Recognition Awards which are based on works of extraordinary contribution to scholarship completed during the past twelve months. Each recipient receives a framed citation, an engraved plaque, and a monetary award of \$2,500. Nominations are submitted in writing to a selection advisory committee appointed by the President. The selection committee is chaired by the Provost or his designee and composed of their faculty peers. The names of the five awardees and the citations presented are shown below.

Hong-Qiang (Henry) Heng, Department of Molecular Medicine and Genetics

Governor Barnhill read the following citation:

The Board of Governors recognizes Hong-Qiang (Henry) Heng, Professor of Molecular Medicine and Genetics in the School of Medicine, for the publication of *Genome Chaos: Rethinking Genetics, Evolution and Molecular Medicine* (Academic Press, 2019).

In this ambitious book, Heng introduces new genome-based evolutionary theories that will shape the field of genomic theory for decades to come. Heng introduces new frameworks of genome-defined system inheritance and genome variation-mediated macroevolution, including his own original and creative genome theory, which reexamines existing theories of cancer emergence. He is a pioneer in visualizing how genome reorganization is central to both microcellular and macrocellular evolution and applying it to cancer development. His book will serve as resource for researchers across a number of fields including cancer biology, molecular medicine, genomics, and evolutionary biology.

The Board of Governors is pleased to recognize Hong-Qiang Heng for his contributions to Wayne State University and the Department of Molecular Medicine and Genetics.

Yuson Jung, Department of Anthropology

Governor Gaffney read the following citation:

The Board of Governors recognizes Yuson Jung, Associate Professor in the Department of Anthropology, College of Liberal Arts and Sciences, for the publication of *Balkan Blues: Consumer Politics after State Socialism* (Indiana University Press: 2019).

In *Balkan Blues*, Jung draws on 16 years of ethnographic fieldwork in Bulgaria to explore the ways that citizens participate in and experience the making of a consumer society during the transition from a production-oriented, centrally planned economy to a consumption-oriented capitalist market economy. Consumption, she argues, is

not merely a question of individual choice or an expression of cultural identity. Rather, through the daily consumption practices of shopping and using utilities, citizens define rights and demand responsibilities in a globalized consumer society. In post-socialist societies, the unregulated market provides new challenges, unequal access and unreliable choices, that force vulnerable consumers to take on risk. Consumer protest transforms that risk into a form of politics, situated within evolving conversations about rights, responsibilities, and accountability. By integrating multiple levels of analysis, Jung highlights the degree to which consumer experiences are always both part of global processes and constituted through local cultures and histories of value. In the process, *Balkan Blues* raises important questions about the role of the state and of citizens in twenty-first century neoliberal economies.

The Board of Governors is pleased to recognize Yuson Jung for her contributions to Wayne State University and the Department of Anthropology.

Elena Past, Department of Classical and Modern Languages, Literatures, and Cultures

Governor O'Brien read the following citation:

The Board of Governors recognizes Elena Past, Associate Professor in the Department of Classical and Modern Languages, Literatures, and Cultures, College of Liberal Arts and Sciences, for the publication of *Italian Ecocinema Beyond the Human* (University of Indiana Press: 2019).

Italian Ecocinema is an extraordinarily original study of the material dimensions of cinema and its relation to a network of agents that include people and countries, above-ground and underground landscapes, living bodies, industry and oil, economic processes, and geopolitical dynamics. Through an exploration of five films shot in different parts of Italy, Past's study takes into account what happens to the environment while filming on location, the material traces the film industry leaves behind, as well as the impression the natural environment leaves on film. *Italian Ecocinema* seeks to uncover cinema's ecological footprint and demonstrate cinema's potential to offer alternative outlooks on the human and the nonhuman world. Giving new voice to hydrocarbons, dirt, goats, nonhuman sounds, and volcanoes, Past maps unexpected encounters, interactions, and collaborations, providing a methodological template and a source of inspiration for further studies in ecocinema.

The Board of Governors is pleased to recognize Elena Past for her contributions to Wayne State University and the Department of Classical and Modern Languages, Literatures, and Cultures.

Ljiljana Progovac, Department of English

Governor Kelly read the following citation:

The Board of Governors recognizes Ljiljana Progovac, Professor in the Department of English, College of Liberal Arts and Sciences, for the publication of *A Critical Introduction to Language Evolution, Current Controversies and Future Prospects* (Springer: 2019).

In her book, Progovac provides clear and operational criteria to evaluate the myriad of competing hypothesis that attempt to account for the course of language evolution throughout history. This book introduces new foundational goals, concepts, and definitions of current approaches to the origin, changes, and understanding of the biological basis not only of social interactions, but also and more generally of our human nature and existence. Progovac's research is a major contribution to the interdisciplinary study of a field that is now recognized as central for scholars in the social sciences, cultural studies, and the humanities. *A Critical Introduction to Language Evolution* represents an innovative approach to the historical and anthropological study of the human condition. The research conducted by Progovac has demonstrated that she is a mature scholar, and it has served to raise her professional visibility, and that of Wayne State, in the field of linguistics.

The Board of Governors is pleased to recognize Professor Ljiljana Progovac for her contributions to Wayne State University and the Department of English.

Sarah Trimpin, Department of Chemistry

Governor Thompson read the following citation:

The Board of Governors recognizes Sarah Trimpin, Professor in the Department of Chemistry, College of Liberal Arts and Sciences, for receiving the 2019 Biemann Medal.

The Biemann Medal from the American Society for Mass Spectrometry (ASMS) recognizes significant achievement made in the early stages of a career in basic or applied mass spectrometry. It is the highest recognition a mid-career scientist contributing to the advancements of measurements can receive. In 2019, the ASMS awarded the medal to Trimpin for her discovery and development of novel ionization processes that the ASMS feels will advance mass spectrometry into new applications, with considerable societal benefits in diagnostics, security, environment, and other areas, by providing real-time information-rich data. Trimpin's research accomplishments show levels of creativity that clearly place her among the very best in her field. Among her many contributions to the study and application of mass spectrometry, her discovery of methods for producing abundant multiply-charged ions for matrix-assisted laser desorption/ionization (MALDI) mass spectrometry is likely to have a lasting and important impact on the practice of mass spectrometry, and it has established her as one of the very finest young researchers in this area.

The Board of Governors is pleased to recognize Sarah Trimpin for her contributions to Wayne State University and the Department of Chemistry.

President Wilson added his congratulations to the faculty for their accomplishments and for their contributions to their respective disciplines, to the academic profession, and to the University.

STANDING 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

Governor Gaffney reported that the Academic Affairs Committee met earlier in the morning and considered eight action items and received two informational reports from the administration. The committee first heard from Dean John Corvino of the *Honors College*, who provided an overview and update on the college, which is a community of 2200 high achieving undergraduates. He described the structure of the honors program, including the foundational seminars that students can choose from. He spoke briefly about a few projects his students had been involved in, which included tutoring programs for DPS students where students in the Honors College had provided almost 65,000 hours of tutoring through fall of 2019. The College has a focus on civic engagement in the City of Detroit.

. The Committee also received the annual report on *Course Material Fees*, and discussed changes that arose there from the pandemic.

Most of the other action items reviewed by the Committee were included in the Consent Agenda approved earlier. They were the four discontinuations and the three establishments of programs. One action item not included on the Consent Agenda needs to come forward now for consideration by the Board. That is an amendment to the Board's statute 2.43.03.240 regarding the General Education Program.

Revision of BOG Statute Section 2.43.03.240

The administration proposed revisions to the composition of the General Education Oversight Committee. The current statute provides for faculty representation but not for formal student representation. Since the GenEd Program significantly impacts student success, and since students can provide valuable insight in designing the Program, the administration proposed language to institutionalize student representation on GEOC.

ACTION – Upon motion by Governor Thompson and seconded by Governor Barnhill, the Board of Governors revised section 2.43.03.240 of the General Education Program statute, which is related to the make-up of the General Education Oversight Committee, effective immediately. The motion carried.

The revised section 2.43.03.240 reads as follows:

General Education Oversight Committee

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

The Academic Affairs Committee report was concluded.

Budget and Finance Committee

Governor Barnhill reported that the Budget and Finance Committee also met earlier in the day and considered five action items and heard four informational reports from the administration. One of the action items was approved as part of the Consent Agenda earlier this afternoon, and that is the authority to sell bonds, which are being considered at this time to take advantage of the University's current favorable credit ratings and interest rates generally at historically low levels. The bulk of the funding from this bond offering will be set aside for the construction and renovation costs for State Hall. The Committee approved a request for transfers from the *Contingency Reserve*, with the full report as follows:

FY 2020 Allocation	\$500,000
FY 2020 Current Balance	\$500,000

Transfers approved by Budget and Finance

Committee May 1, 2020:

• Search for Vice President, Finance and Business Operations	(\$175,000)
• Search for Dean, Applebaum College of Pharmacy & Health Sciences	(\$150,000)
• Search for Dean, Graduate School	(\$40,000)
• Return of unused funds: Search for AVP Facilities Planning & Management	<u>(\$42,288)</u>
FY 2020 Remaining Balance	\$177,288

The Committee received an update on the *Status of Repairs to Elevators* throughout the campus, much of which has been delayed due to the shelter-in-place orders issued by Governor Whitmer. The University hopes that those repairs can restart as soon as the state order is lifted, as they also impact other construction projects on campus, reflected in the informational reports on *Major Capital and Real Estate Projects*.

The Committee also received informational reports on *Purchasing Exceptions* and heard from the University's financial external auditors, Plante Moran, Inc., on the annual *Audited Financial Statements*, for which the University received a clean, unmodified opinion that the statements present fairly the financial position of the University and its financial operations for the year. The audited financial statements have been previously reviewed in depth by the Board's Audit Committee.

Two items on the Budget and Finance Committee agenda were not included on the Consent Agenda and will come forward for a separate vote by the full Board.

Housing and Residential Life Room and Board Rates, FY 2020-2021

ACTION - Upon motion by Governor Barnhill and seconded by Governor Kelly, the Board of Governors approved the 2020-2021 campus as presented. All 2019-2020 meal plans will be discontinued and replaced by the new plans presented, which do not have current price equivalents for comparison. Block meal plans remain for purchase by non-resident students, faculty and staff. The motion carried.

The complete housing and meal plan rates for 2020-2021 can be found on-line at housing.wayne.edu.

School of Medicine Tuition Rates, FY 2021

MOTION by Governor Gaffney and seconded by Governor Kelly that the Board of Governors adopt a 4.5 percent increase in the FY 2021 base tuition rate for Year 1, Year 2, Year 3 and Year 4 resident, and a 2.5 percent increase in the FY 2021 base tuition rate for Year 1, Year 2, Year 3 and Year 4 non-resident students in the School of Medicine M.D. program.

Further, that the Board of Governors adopt a 4.5 percent increase in the following M.D. Program student fees:

- Student Medical School Support Fee (annual fee)
- Student Services Fee (per credit hour fee)

Governor Busuito had a few comments regarding discussion in the Committee meeting. First, the statement that if a tuition increase is not imposed, then the School of Medicine would lose accreditation, he felt was a dishonest mischaracterization of the choices. Second, he was shocked at the proposed salary decreases in the School, fearing that many faculty would leave. Next was a discussion of using 60% of PEPPAP dollars to help the School of Medicine. Many clinical faculty in the School practice with Medicaid patients, and he felt it would be unfair to use the PEPPAP dollars and also cut their pay. Finally, he asked where the PEPPAP was housed and felt there should be more transparency. He then made the following statement in opposition to the tuition increase.

I absolutely oppose the Wayne State University School of Medicine tuition increase. We are in the midst of the greatest crisis to challenge this country since World War II. Currently our students are unable to adequately access the hospitals, the labs, the clinics, and the classrooms, thus being denied the educational experience for which they paid. The pandemic is not the fault of the students or the university. However, to raise tuition at this time

is dishonest, immoral, and unconscionable. I add this proposal to the growing list of strategies that I've opposed coming from this administration. It is no secret that I believe a change is long overdue. We give this administration yearly tuition increases and the results have not been acceptable. As an example, they claim to be experts in addressing racial disparities. Over the past eight years despite an overall 7% decrease in enrollment, our enrollment of white students is up 4% while it is down 32% for African-Americans. The number of degrees and certificates awarded is up 20% for our white students and down 10% for African-American students.

While we bleed faculty, our administration is bloated by 22 percent. This is not an acceptable trajectory. Last week I asked why we would increase tuition on our medical students when Wayne State has an account of over 79 million dollars of PEPPAP money. It was always my understanding that the intent of the PEPPAP dollars was to, quote, increase access to healthcare by boosting the pay of physicians who work in poor or underserved areas, unquote. That is what our Wayne State physicians do. The percentage of PEPPAP dollars that was paid to the physicians who provided their care to poor people has drastically changed after David Hefner was put in charge of health affairs by Roy Wilson. Traditionally, pre-Hefner, the tax on the PEPPAP dollars was involved a 6% administration fee and 6% dean's tax. The rest of the money went to the physicians who delivered the care. Hefner set a goal to increase the tax on the physician's payments from 12% to 60%. Six zero. 60%. To justify this, he brought in Larry Gage, from Austin and Byrd, an alleged expert in PEPPAP programs. Mr. Hefner never got a formal legal opinion but instead an initial high-level assessment. I will quote from Hefner's presentation to the board of February 8th, 2018 regarding Gage's opinion. Wayne State University has the ability to assess the following fees on the program and funds (inaudible) taxes, administrative fees, and institutional adjustments. Once the funds have been received from the state and the health plans, Wayne State University has broad discretion in determining the uses for which adjustments may be applied. Wayne State University's established principle is that these adjustments are to be earmarked for specific purposes that align and contribute to the mission and goals for the program. Institutional adjustments are applied towards academic support and mission related clinical access programs. Some examples include but are not limited to training programs and institutional support to increase supply of specialists / sub-specialist physicians and the health professions.

Don't all of these apply to the mission of our School of Medicine? At a Board meeting of May 7, 2018, the Board was presented with a PEPPAP funding summary slide. It showed a fund balance of 61.5 million dollars after expenditures of over 11.5 million dollars. This was the first time that I know of that the board was made aware of this account. We asked what this money represented, and we were told these funds came from the PEPPAP dollars generated by our pediatricians. Governor O'Brien asked David

Hefner why there were expenditures from the account of 11.5 million and he stated that it was for, quote, consultants and to pay bills. Governor O'Brien asked for an accounting of the money spent and we still have not been provided with the data. Last Sunday I asked for an accounting of the PEPPAP moneys in Wayne State University accounts, especially the expenditures from those accounts, I still do not have the complete information but I will share with you my reasons for opposing the tuition increase based on the incomplete information that I received. The end balance in 2015, Hefner's first year was 4.7 million dollars. It then grew to 28.5 million in 2016. 47.4 million in 2017, and 62.4 million in 2018. The expenditures during that period were over 150 million dollars. The balance in the account is currently 79 million dollars. When I asked last Sunday why we would increase tuition on our students when we had tens of millions of PEPPAP dollars available to us, I was given the following response:

WSU did not withhold money owed to University pediatricians. Further, the 61 million has no relevance to University pediatricians. These funds were never intended to defray the costs of medical education programs. Given increased scrutiny of these funds by the state and CMS, WSU was interpreting allowable uses of these funds very conservatively. Without a physician seeing a patient and generating a Medicaid claim, there are no PEPPAP dollars. These are clinically generated dollars. I cannot find anywhere in the PEPPAP guidelines where it says that the intended use of these dollars is to hoard PEPPAP moneys in a WSU account and let them collect dust. I see nowhere in the government's guidelines where it says that it is okay to stockpile PEPPAP dollars in a WSU account in the hope that this board will change in the coming election to give the President a fifth vote so he can try to carry out his pet projects but trying to give our School of Medicine a Henry Ford Hospital, a deal that provided no solution to our problems and no pledge to support our research. When the Higher Learning Commission President was recently brought in to push a Code of Conduct to silence the President's critics on the Board, she was informed that four Board members irreversibly lost confidence in this President. She was asked what she would do under the circumstances and she told us she would resign. Mr. President, your failure to resign in the face of a split board has paralyzed this University. You split this Board. Now you hold 79 million dollars of the hard-earned money of our physicians and you want us to burden our students with an increase in tuition during a national crisis. By letting that money sit while you are waiting for political change, how are we not stealing that money from the physicians who generated it and the school of medicine? Is this why we lost our pediatricians to Central Michigan University? Is this why our pediatricians are suing us? Is this why the Wayne State University physician group went bankrupt? Is this why the School of Medicine is in need of money? If we believe the justification of David Hefner and Larry Gauge for taking the money in the first place, then a perfect use of these dollars is to avoid a tuition increase on our students; to avoid a tuition increase would entail using less than 2% of the hoarded funds. To ask the students to bear this burden would be dishonest, immoral,

and disgraceful. I will not support a tuition increase. Furthermore, since I don't have a fifth vote, I ask that the students, faculty, and taxpayers support my request for a forensic audit in light of the black box accounting that has been used to manage our PEPPAP dollars.

President Wilson noted there were several inaccuracies in the statement, but because of time concerns they will have to be addressed at another time.

Governor O'Brien commented that the Board received two letters from the medical student union. One of them referenced the April 30 deadline where students must choose which medical school they will attend. The issue was on social media, and she wondered whether students who had multiple offers chose to go somewhere else because of the possible tuition increase. She also noted that the last few years have seen real progress in increasing the diversity of incoming medical students, and questioned whether the tuition increase had any effect on that progress. Dean Schweitzer said he will look into both matters and get the answers to the Board as soon as possible.

Governor Busuito suggested putting \$50 million of PEPPAP money back into the School of Medicine, holding tuition, and making the School a top ten public medical school. He said that since those moneys came from WSU physicians who saw Medicaid patients and generated Medicaid claims, why shouldn't that money go back to the medical school to avoid a tuition increase.

Governor Kelly indicated her support of Dean Schweitzer and his request for a modest tuition increase that would leave the School of Medicine in good standing with the accreditation agency. She stated she would not call him dishonest in requesting the tuition increase. She further believed the Dean when he said that the cost of attending WSU's medical school, the percent of students with loans, and their average indebtedness is very much below average compared to other medical schools. For those reasons she supports the tuition recommendation and believes that WSU is anything but paralyzed.

Governor O'Brien stated she will not support the tuition increase. She is not convinced, from the reasons given, that the increase is necessary. She added that many brave medical students are voluntarily working on the front lines against COVID-19, and to thank them by increasing their tuition she felt is grossly unfortunate. She assumed

that all eight Board members will work with Dean Schweitzer and help him in any way they can, but she cannot support the tuition increase under the pandemic circumstances.

Governor Gaffney noted that the issue had also been discussed with some eloquence for almost an hour during the Budget and Finance Committee meeting, and he asked that the vote be taken.

ACTION – Upon motion by Governor Gaffney and seconded by Governor Kelly, the Board of Governors adopted a 4.5 percent increase in the FY 2021 base tuition rate for Year 1, Year 2, Year 3 and Year 4 resident, and a 2.5 percent increase in the FY 2021 base tuition rate for Year 1, Year 2, Year 3 and Year 4 non-resident students in the School of Medicine M.D. program.

Further, the Board of Governors adopted a 4.5 percent increase in the following M.D. Program student fees:

- Student Medical School Support Fee (annual fee)
- Student Services Fee (per credit hour fee)

The motion carried with the following roll-call vote:

Governor Barnhill - yes	Governor Kumar - yes
Governor Busuito - no	Governor O'Brien - no
Governor Gaffney - yes	Governor Stancato - yes
Governor Kelly - yes	Governor Thompson - no

The School of Medicine M.D. tuition and fee rates for FY 2021 are as follows:

Category	Resident	Non-Resident
Flat Tuition Rates (40 or more credit hours)		
M1	\$35,571	\$62,949
M2	\$35,571	\$62,949
M3	\$35,571	\$62,949
M4	\$35,571	\$62,949

Tuition Per Credit Hour (Students enrolled in less than 40 credit hours)		
M1	\$712	\$1,258
M2	\$712	\$1,258
M3	\$712	\$1,258
M4	\$712	\$1,258

For both Resident and Non-Resident:

Student Medical School Support Fee (annual)
M1 through M4 \$961

Student Service Fee (per credit hour)
M1 through M4 \$27

Student Affairs Committee

Due to time constraints, the Student Affairs Committee meeting was postponed to June 19th.

RECOMMENDATIONS AND REPORTS FROM THE ADMINISTRATION

The Provost and the vice presidents submitted written informational reports describing activities in their divisions. President Wilson asked that any additional comments be brief, due to time constraints.

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

Provost Whitfield called attention to the College of Nursing, which is becoming a leader not only in the summer programs and opportunities offered to students, but also in connecting with the City of Detroit and delivering remote and online summer programs to students. The College is also collaborating with the School of Social Work in creating a crisis hotline for metro Detroit first responders and health care professionals.

Report on Research Awards – Vice President Lanier had no additional comments.

Government and Community Affairs

Vice President Lindsey stated that the budget situation in Lansing is in a chaotic state. The impact of the pandemic on the current fiscal year is approximately \$3 billion, including the general fund and the school aid fund, and for the next fiscal year it is expected to increase to at least \$4 billion. He cautioned these are estimates, and the picture may remain cloudy even after the Revenue Estimating Conference.

Since a program could not be conducted to celebrate the Spirit of Community Awards, his Division has highlighted the winners in all categories on social media and other channels.

Economic Development Report

Vice President Staebler added to his written report. Early in the public health crisis, his group recognized that there would be an economic impact to Detroit's small business. They quickly mobilized and were able to get support from dozens of foundations and hundreds of individuals to establish the Detroit Small Business Stabilization Fund. By mid-March they distributed \$600,000 to 350 small businesses across the city, those with fewer than 10 employees and whose owners made less than 80% of the area's median income. They have completed their second round, distributing a total of \$1.2 million, grants of less than \$5,000, to 700 small businesses that employ about 3500 people, 3,000 of whom are Detroit residents.

Development and Alumni Affairs

Vice President Burns provided updates to her report. Because of the COVID-19 pandemic, the spring annual giving campaign was shifted, and instead a newly created relief and response campaign started on March 23 and will continue through May, resulting in over 500 gifts from alumni and friends. The annual WSU Giving Day, normally held in April, was postponed until the fall. Her Division will be participating in the Global Giving Tuesday to raise support in response to COVID-19. As the President mentioned earlier, several corporations, foundations, and individuals have contributed toward WSU's COVID-19 testing program, with funds totaling over \$1.3 million so far.

Conflict of Interest Contract

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

Math Corps

- i. The parties involved in the contract are Wayne State University and Math Corps.

- ii. a) The contract is in support of the WSU Math Corps' year-round programming. The University's Center for Excellence and Equity in Mathematics (CEEM) will operate the WSU Math Corps Summer camp and High School Bridge Program and Fall and Winter Super Saturdays programs for over 400 middle and high school students from Detroit, Highland Park, and Hamtramck.
- b) The contract will have an initial term of 24 months, with a start date of May 1, 2019.
- c) The program will be housed in Old Main and Manoogian.
- iii. Professor Steve Kahn's pecuniary interest derives from receiving one month of summer salary for his work on the project.

ACTION – Upon motion by Governor Barnhill and seconded by Governor Thompson, the Board of Governors authorized the President, or his designee, to contract with Math Corps, a non-profit organization, to perform services in support of the Wayne State University Math Corps, a university outreach program for Detroit public school children. The motion was adopted with the following roll-call vote:

Governor Barnhill - yes	Governor Kumar - yes
Governor Busuito - yes	Governor O'Brien - yes
Governor Gaffney - yes	Governor Stancato - yes
Governor Kelly - yes	Governor Thompson - yes

Establishment of Endowment Funds

ACTION – Upon motion by Governor Stancato and seconded by Governor Kelly, the Board of Governors established endowment funds that total \$2,249,054.64 for the purposes presented. The motion carried.

1. The John and Ethel Anthony Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Mike Illitch School of Business. \$40,000
2. The Lucille Musser Arking Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Nursing. \$25,000
3. The Don Baylor Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Department of Athletics. \$26,000
4. The Lawrence and Marsha Brown Endowed Scholarship to recognize scholastic

- achievement, encourage continued progress and provide assistance to students in financing their education in the Mike Ilitch School of Business. \$25,000
5. The David H. Bull 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
 6. The Dr. John and Denise Carethers 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
 7. The College of Education Pivotal Moments Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Education. \$25,000
 8. The Roger and Norine Black Demont Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Education. \$25,000
 9. The A.J. Desmond and Sons Endowed Scholarship for Mortuary Science to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Eugene Applebaum College of Pharmacy. \$25,000
 10. The Lobna Elhasan-Fakih, M.D. 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
 11. The G.W. Ellenwood Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Department of Classical and Modern Languages, Literatures, and Cultures in the College of Liberal Arts and Sciences. \$100,000
 12. The Professor Hani Fakhouri and Professor Aleya Rouchdy Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Department of Classical and Modern Languages, Literatures, and Cultures in the College of Liberal Arts and Sciences. \$50,000
 13. The Alexander Freeman Endowed Support Fund to provide support for operations at the Law School. \$109,027.24
 14. The Dr. Lester and Mrs. Sheila Kalisher 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
 15. The Carl M. and Sandra Al Krampert Memorial to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their

- education in the Mike Illitch School of Business. \$55,141.30
16. The Dr. Ralph Kummeler Engineering Endowed Student Success Fund to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Engineering. \$50,000
 17. Charlotte A. MacLean Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Mike Illitch School of Business. \$43,886.10
 18. The Professor Lawrence C. Mann Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Law School. \$25,000
 19. The Men's Basketball Endowed Support Fund to support operations of the Wayne State University Men's Basketball Team and Men's Basketball Program in the Department of Athletics. \$25,000
 20. The Michigan Mortuary Science Foundation Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Eugene Applebaum College of Pharmacy and Health Sciences. \$200,000
 21. The Professors Ratna and Vaman Naik Endowed Lecture in Interdisciplinary Physics to support annual scholarly lectures of public interest in interdisciplinary areas of physics in the Department of Physics of the College of Liberal Arts and Sciences. \$100,000
 22. The Uma Raghavan Endowed Computer Science Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Engineering. \$100,000
 23. The Roberts Family Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Irvin D. Reid Honors College. \$500,000
 24. The Dr. Joseph Sales and Judge Norma Dotson-Sales Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Education and the Law School. \$25,000
 25. The Beverly Schneider Endowed Scholarship in Urban Teaching to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Education. \$25,000
 26. The Charles and Sandra Schultz Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the Mike Illitch School of Business. \$250,000

27. The Weston L. Schultz 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
28. The Kim Trent Endowed Scholarship (Fund Functioning as an Endowment) to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education at Wayne State University. \$25,000
29. The Michael and Sara Nancy Horn Vandierdonck and Caroline M. Bartholomy Vandierdonck Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Education. \$125,000
30. The Juanita B Washington Endowed Scholarship to recognize scholastic achievement, encourage continued progress and provide assistance to students in financing their education in the College of Education. \$25,000
31. The Iris R. and Daniel W. Winey 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. \$50,000
32. The Women’s Basketball Endowed Support Fund to support operations of the Wayne State University Men’s Basketball Team and Women’s Basketball Program in the Department of Athletics. \$25,000
32. The Ann Goldin Zirulnik Endowed Scholarship for Dance 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 Maggie Allesee Department of Dance. \$25,000

Dissolution of Endowment Funds

The administration recommended the dissolution of two endowment funds. In both cases, the balance of the funds will be transferred to other endowment funds.

ACTION – Upon motion by Governor O’Brien and seconded by Governor Gaffney, the Board of Governors dissolved two endowment funds:

1. The Alexander Freeman Loan Fund
2. The Ambika Mathur, Ph.D. and Deepak Kamat, M.D., Ph.D. Endowed Scholarship.

The motion carried.

STATE BUILDING AUTHORITY REQUIREMENTS – STEM INNOVATION LEARNING CENTER

The construction of the STEM Innovation Learning Center is nearing completion, and the State Building Authority (SBA) will finance \$14,749,800 of the costs through its commercial paper note program. To obtain these funds, the SBA requires that the University execute certain documents, among them a Resolution demonstrating that the Board has approved the University's participation in the commercial note program and authorizes the President and the Vice President for Finance to execute all required documents. Vice President Lessem explained that the attachments are not included as they are lengthy and have not changed, but he would send them to any individual Board member if they so wish.

ACTION – Upon motion by Governor Busuito and seconded by Governor Barnhill, the Board of Governors adopted the resolution as presented approving a construction and completion assurance agreement, a conveyance of property, a lease and an easement agreement, if necessary, for the Wayne State University STEM Innovation Center. The motion carried.

The resolution is as follows:

WAYNE STATE UNIVERSITY
 APPROVING A CONSTRUCTION AND COMPLETION ASSURANCE AGREEMENT,
 A CONVEYANCE OF PROPERTY, A LEASE AND AN EASEMENT AGREEMENT, IF
 NECESSARY, FOR THE WAYNE STATE UNIVERSITY STEM INNOVATION
 LEARNING CENTER

A RESOLUTION of the Board of Governors of Wayne State University (i) approving (a) a form of construction and completion assurance agreement (the "Construction Agreement"), by and among the State Building Authority (the "Authority"), the State of Michigan (the "State"), and the Board of Governors of Wayne State University, a Michigan constitutional body corporate (the "Educational Institution"), providing for the rights, duties and obligations of the Authority, the State and the Educational Institution with respect to the Educational Institution's STEM Innovation Learning Center and the site therefor (the "Facility") during the construction, renovation and/or equipping of the Facility and prior to the conveyance of the Facility to the Authority, (b) the conveyance of the Facility to the Authority, (c) a lease (the "Lease"), by and among the Authority, the Educational Institution and the State, for the purpose of leasing the Facility to the State and the Educational Institution, and (d) an easement agreement (the "Easement Agreement") between the Authority and the Educational Institution, if necessary in

connection with the entering into or performance of the Lease; and (ii) providing for other matters related thereto.

WHEREAS, the Authority has been incorporated under and pursuant to the provisions of Act No. 183, Public Acts of Michigan, 1964, as amended (“Act 183”), for the purpose of acquiring, constructing, furnishing, equipping, owning, improving, enlarging, operating, mortgaging and maintaining buildings, necessary parking structures or lots and facilities, and sites therefor, for the use of the State, including institutions of higher education created pursuant to Section 4, 5, 6 or 7 of Article 8 of the Michigan Constitution of 1963 (the “State Constitution”), or any of its agencies; and

WHEREAS, the Educational Institution has been maintained and created pursuant to Sections 4 and 5 of Article 8 of the State Constitution; and

WHEREAS, the State and the Educational Institution desire that the Authority finance the acquisition, construction, renovation and/or equipping of the Facility in consideration of (i) the Educational Institution granting a license to the Authority to enter upon the site of the Facility (the “Site”) in order to undertake such construction, renovation and/or equipping, (ii) the Educational Institution undertaking on behalf of the Authority the oversight of such construction, renovation and/or equipping, and (iii) the Educational Institution conveying the Facility to the Authority on or prior to the date of its completion, and the Authority is willing to provide such financing in consideration of the items described above; and

WHEREAS, in accordance with the Construction Agreement, the State and the Educational Institution desire that the Authority acquire the Facility on or prior to the date of its completion, and lease the same to the State and the Educational institution, and the Authority is willing to acquire the Facility and lease the same to the State and the Educational Institution; and

WHEREAS, the Site is presently owned by the Educational Institution, the Facility will be constructed by the Educational Institution on behalf of the Authority, and it is intended that the Site and the Facility be conveyed to the Authority by the Educational Institution; and

WHEREAS, the acquisition of the Facility by the Authority for use by and lease to the Educational Institution and the State is necessary in order for the State and the Educational Institution to carry out necessary governmental functions and to provide necessary services to the people of the State as mandated or permitted by constitution and law, and the use of Act 183 to accomplish such acquisition represents the most practical means to that end at the lowest cost to the State and the Educational Institution; and

WHEREAS, section 7 of Act 183 provides that the Lease shall be approved by the Authority, by the State Administrative Board of the State and as provided in an appropriations act and if the Lease is for an institution of higher education existing or created pursuant to Section 4, 5, 6 or 7 of Article 8 of the State Constitution, then in addition, the Lease shall be authorized by the institution of higher education and signed

by its authorized officers and, accordingly, it is necessary that the Educational Institution authorize and approve the Lease; and

WHEREAS, if it is determined that (i) the Authority will require an easement from a public road to the Facility over real property owned by the Educational Institution so that the Authority has access to the Facility, (ii) the Educational Institution will require for future use certain easements through the Facility, (iii) the Authority and the Educational Institution will require an agreement to share a common structural wall, or (iv) the Authority will require an easement over real property owned by the Educational Institution so that the Authority has sufficient parking available in connection with the reasonable use of the Facility, then in order to meet any such requirement, it may be necessary for authorized officers of the Educational Institution to approve an Easement Agreement to provide for such easements or the sharing of a common structural wall, as the case may be;

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

1. The plans for the Facility, as filed with the Educational Institution, are hereby approved.
2. The Educational Institution hereby authorizes and approves the Construction Agreement in substantially the form attached as Exhibit A, and the then seated President and the then seated Vice President for Finance and Business Operations and Treasurer and CFO of the Educational Institution are hereby authorized and directed to execute and deliver, at the appropriate time, the Construction Agreement in substantially the form attached as Exhibit A for and on behalf of the Educational Institution. Such officers are hereby authorized to approve such changes in and modifications to the Construction Agreement as do not materially adversely affect the Educational Institution.
3. The conveyance of the site and the Facility to the Authority in accordance with the Construction Agreement is hereby approved, and the then seated President and the then seated Vice President for Finance and Business Operations and Treasurer and CFO of the Educational Institution are hereby authorized and directed to execute and deliver a warranty deed in substantially the form attached as Exhibit B and bills of sale to accomplish such conveyance in such form as may be from time to time approved by such officers.
4. The Educational Institution hereby authorizes and approves the Lease in substantially the form attached as Exhibit C, and the then seated President and the then seated Vice President for Finance and Business Operations and Treasurer and CFO of the Educational Institution are hereby authorized and directed to execute and deliver the Lease in accordance with the Construction Agreement and in substantially the form attached as Exhibit C for and on behalf of the Educational Institution and such officers are hereby designated as authorized officers of the Educational Institution for purposes of Section 7 of Act 183. Such officers are hereby authorized to approve such changes in and modifications to the Lease as do not materially alter the

substance and intent thereof as expressed in the Lease and the request for action submitted to the Board of Governors in connection therewith; provided such officers are not hereby authorized to approve a change in the Lease with respect to the range of rental, the description of the Facility or the material financial obligations of the Educational Institution contained in the lease approved herein. The Educational Institution hereby determines that the maximum rental in the amount described below is reasonable and the authorized officers are hereby authorized to approve in the Lease, as executed, rental in annual amounts determined by the final appraisal of "True rental," but not exceeding \$1,206,000 in any 12-month period and a lease term of not exceeding 40 years.

5. If in connection with the entering into or performance of the Lease, and any two of the following then seated officers of the Educational Institution: the then seated President and the then seated Vice President for Finance and Business Operations and Treasurer and CFO of the Educational Institution determine that (i) the Authority will require an easement from a public road to the Facility over real property owned by the Educational Institution so that the Authority has access to the Facility, (ii) the Educational Institution will require for future use certain easements through the Facility, (iii) the Authority and the Educational Institution will require an agreement to share a common structural wall, or (iv) the Authority will require an easement over real property owned by the Educational Institution so that the Authority has sufficient parking available in connection with the reasonable use of the Facility, then such officers are hereby authorized and directed to execute and deliver an Easement Agreement, or any amendments thereto, if necessary in order to meet any such requirement.
6. The President and the then Vice President for Finance and Business Operations and Treasurer and CFO of the Educational Institution are hereby severally authorized and directed to take or cause to be taken all other actions, including, without limitation, making requests of and approving requests from the Authority and the State and signing certificates, documents or other instruments, each on behalf of the Educational Institution, as they deem necessary or desirable under the circumstances to accomplish the purposes of the transactions authorized in this Resolution.
7. The Educational Institution further confirms its obligations to perform the duties and obligations specified in the Construction Agreement (only upon its execution by authorized officers of the Educational Institution) and the Lease (only upon its execution by authorized officers of the Educational Institution) and acknowledges that such obligations do not depend upon passage of title to the Facility to the Educational Institution without consideration upon termination of the Lease. The Educational Institution hereby recognizes that it would execute and deliver the Lease even if title to the Facility would not pass upon termination of the Lease.
8. The Educational Institution recognizes that the Authority shall pay for costs of the Facility in an amount not in excess of \$14,749,800.
9. All ordinances, resolutions and orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

10. This Resolution shall be effective immediately upon its adoption.

RATIFICATION OF ELECTRONIC VOTES

Due to timing issues and other constraints, several actions had to be taken by the Board electronically, between formal Board meetings, and these were now brought forward for ratification. The first two items were the **Approval of a Personnel Action**, and **Authorization to Suspend Test Requirement**, both of which were ratified in one motion.

ACTION – Upon motion by Governor Barnhill and seconded by Governor Gaffney, the Board of Governors ratified the following two actions:

1. The personnel action adopted by the Board of Governors by electronic vote March 30-April 1, 2020, by a vote of 8-0, approving rank and tenure for Professor Patricia Wren.
2. The action adopted by the Board of Governors by electronic vote on April 20, with a vote of 8-0. The action authorized temporary suspension of the standardized test score requirement for admissions for Fall 2020 (BOG Statute section 2.34.09.020).

The motion carried.

Request for Posthumous Degrees

To be awarded a posthumous degree, Statute section 2.43.62.040 requires that the student would have completed 90% of the requirements in each published category. The administration requested an exception to the statute for two students, and the Board of Governors approved two actions electronically to award the posthumous degrees so that the students could be recognized at the virtual commencement held earlier in the week.

Darrin Adams successfully completed 84% of the requirements with a GPA of 3.64. He was actively working to complete his remaining requirements when he passed away from complications caused by COVID-19.

Dwayne Carrero-Berry successfully completed 81% of his degree requirements. Mr. Carrero-Berry was diagnosed with heart disease in 2012 and underwent a heart transplant in 2015. In the fall semester 2017 he was enrolled in three courses that would

have fulfilled additional degree requirements, but passed away of heart failure in December 2017.

ACTION - Upon motion by Governor Thompson and seconded by Governor O'Brien, the Board of Governors ratified the action adopted by the Board of Governors by electronic vote on April 17, with a vote of 8-0, approving the award of a Baccalaureate Degree to Darrin Adams, posthumously. The motion carried.

ACTION – Upon motion by Governor O'Brien and seconded by Governor Thompson, the Board of Governors ratified the action adopted by the Board of Governors by electronic vote on April 17, with a vote of 8-0, approving the award of a Baccalaureate Degree to Dwayne Carrero-Berry, posthumously. The motion carried.

BOARD EXPENSES

In accordance with Board policy, Secretary Miller presented the annual informational report on expenses incurred by Board members during calendar year 2019.

GOVERNOR KIM TRENT

Governor Kim Trent stepped down from the Board in December 2019 to take on other responsibilities elsewhere, and President Wilson introduced a tribute and two action items to recognize her service at Wayne State. The actions were originally scheduled for the March 2020 meeting but were deferred because of the pandemic crisis. Governor Gaffney read the following tribute.

As you know, when a board member completes their term of service or steps down from their position on the Board, our tradition has been to take a few moments to honor their service that they gave to the University and to take two actions to memorialize that service.

This afternoon I am pleased to speak on behalf of the Board as we recognize former Board member Kim Trent for her service to Wayne State University. Kim was elected to the Board in November 2012. She completed just under 7 years of her 8-year term as a member of the Board of Governors, the last year as Chair of

the Board, when she stepped down in December of 2019 to accept a role working for the State of Michigan for Governor Whitmer's administration. Part of that role is going to be finding students who can find their way to college and increasing those numbers across the state.

To say that Kim was dedicated to this University is an understatement. She is and has been a Warrior through and through. She earned two degrees from Wayne, a bachelor's degree in journalism and Africana Studies and a master's degree in communication. She has been a strong advocate for the University for our students, for the City of Detroit, and for southeast Michigan, for more than two decades. Kim brought significant background and experience in public policy and advocacy when she joined the Board. Her work with Congresswoman Carolyn Cheeks Kilpatrick, Senator Debbie Stabenow, and Governor Jennifer Granholm is a testament to the value of Kim's counsel, and her understanding of issues important to their constituencies. Her commitment to serving as an advocate has never wavered.

From the start of her service as a Board member and throughout her 7 years on the Board, Kim has been focused on our improving lives of our students, on expanding their university experience, and the opportunities for them to succeed, and on how we can make their success at Wayne a top priority. She has raised the consciousness of the Board on many policy issues and has championed policy issues that have helped us positively impact the student experience.

One of Kim's proudest moments as a Board member was her advocacy for recognition of Viola Liuzzo, a worker for social justice who was killed in 1965 in Selma, Alabama. Kim first brought the concept of honoring Ms. Liuzzo to the President and Board of Governors in 2005, when she served as President of Wayne State University's Organization of Black Alumni. Her request was that the University recognize Mrs. Liuzzo with an honorary degree from the University. While University policy did not permit the awarding of an honorary degree posthumously, the University did grant Mrs. Liuzzo, a student in the College of Nursing at the time of her death, with the President's Distinguished Service Award. Ten years later, then as a member of the Board of Governors, Kim again raised this issue. The Board granted an exception to the policy, and the University then hosted an important celebration of Mrs. Liuzzo's life, including the awarding to her of an honorary degree. Viola Liuzzo's children and dignitaries from throughout Michigan and around the U.S. were present. It was an important moment for the campus, for the City of Detroit, and for the Civil Rights Movement. It would not have happened without Kim's vision, passion, and perseverance.

There has been much important progress at the University since Kim joined the board. Major accomplishments include the financial partnership with Corvias Campus Living, which secured on-campus housing for our students well into the future, completion of the University's \$750 million capital campaign, the groundbreaking of the Hilberry Gateway Project and the STEM Innovation Center, and the completion of the Ilitch School of Business. And in 2018 we all celebrated the University's Sesquicentennial, the 150th year of our existence as an important

and critical institution for southeast Michigan. We've seen nationally award-winning recognition of improvements in graduation rates and retention, and the narrowing of the graduation gap between black and white students, an issue of importance not only to Kim but to all of us on the Board. New programs have been approved, new faculty, new deans, the Provost, and perhaps most importantly to Kim, our President joined the University during her service on the board. These accomplishments and many more occurred through the leadership of the whole Board, but Kim's dedication, support and advocacy of so many issues will have a long-term positive impact on the University. Wayne State University is stronger because of Kim Trent's service.

Kim has served in a number of leadership positions on the Board during her service, culminating in her term as Chair of the Board in 2019. She continues to serve on the board of many organizations that are dear to her, including the Rosa Parks Scholarship Foundation and Habitat for Humanity of Detroit, and has been recognized for her contributions with a number of awards throughout her career. Her husband Ken and her son Jackson have been familiar faces on campus, and we hope Jackson will continue in his mother's footsteps and become a Warrior when he graduates high school in just a few short years.

We extend our deepest thanks to Kim for her service to the University and continued best wishes to her and her family as she continues her service now to the State of Michigan.

President Wilson introduced two action items, one approving emeritus status and the other the establishment of an endowed scholarship fund in Governor Trent's name.

Approval of Emeritus Status

ACTION – Upon motion by Governor Gaffney and seconded by Governor Kelly, the Board of Governors named Kim Trent as Governor Emeritus. The motion carried.

Establishment of Endowed Scholarship Fund

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

PUBLIC COMMENT

Secretary Miller received a request to speak from Mr. Eric Kehoe, a member of the campus community. President Wilson informed the speaker that he has three minutes to present his remarks. Mr. Kehoe made the following statement:

Well, thanks so much. I know it's been a long day for everybody. But just wanted to make a comment on tuition. I'm a student in the Master of Urban Planning program, also a former employee of the University and past President of Preservation Detroit, so I was pretty involved in the University over the last few years. I recently read an article in the *Atlantic* that should have been passed out to folks from Mitch Daniels who is the President at Purdue.

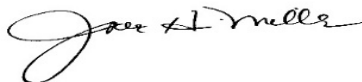
And in it, it goes into detail about how he has frozen tuition at Purdue for going on 7 years now. So they have had the same tuition rate for 7 years and when he first started, one of the main questions he asked wasn't how much are we raising it this year, but asking the question, do we need to raise tuition this year. And he looked at everything and made cuts in very low-hanging fruit areas, things like getting rid of landline telephones in the dorms and cutting down on paper use and things like that. I know they're not necessarily a peer institution, but I know Virginia Commonwealth has frozen tuition last year and I know given the COVID-19 crisis, other universities in Michigan are doing the same. So I ask as the next school year approaches that you consider freezing tuition for the year, taking a look at things that you might be able to do to make easy cuts, not affecting or minimizing the effect on employees as much as possible, and, yeah, take a look at that. And that's really it. I thank you for your time, and I thank you for your consideration for this.

President Wilson thanked Mr. Kehoe for his remarks and assured him the administration is sensitive to the problem of tuition increases.

ADJOURNMENT

There being no further business, the meeting adjourned at 4:53 p.m.

Respectfully submitted,



Julie H. Miller
Secretary to the Board of Governors