



**BOARD OF TRUSTEES  
CLEVELAND STATE UNIVERSITY**

**MINUTES OF THE MEETING**

**BOARD OF TRUSTEES MEETING**

**DATE:** Thursday, March 21, 2019, 7:30 a.m.  
**PLACE:** Student Center, Room 313/315  
2121 Euclid Avenue

**PRESENT:** Chair David H. Gunning II, Trustees Terrence P. Fergus, Thomas W. Adler; Stephen F. Kirk, Dan T. Moore, David M. Reynolds, and Deborah A. Vesey; Student Trustees Erykah J. Betterson and John A. DeMarco; Community Board Members Robyn Gordon, Heather Lennox, Linda McHugh and Joseph D. Roman; Faculty Representative Dr. Stephen F. Duffy; Secretary to the Board of Trustees Dr. William J. Napier and President Harlan M. Sands.

Chair Gunning called the meeting to order at 7:30 a.m. and confirmed the presence of a quorum. He called for a motion to approve the minutes of the January 19, 2019 Board meeting; moved by Trustee Fergus and seconded by Trustee Reynolds, the minutes were approved by voice vote.

**REPORT OF THE CHAIR**

Chair Gunning reported on the February 28, 2019 Executive Committee Meeting (**Attachment A**), noting that the following resolution was passed by the Executive Committee and is entered into the record.

**EXECUTIVE COMMITTEE RESOLUTION 2019-01**

**Authorizing the execution of a Term Sheet to provide funds secured by a pledge of Limited Available Receipts of the University in a principal amount not to exceed \$28,000,000 to pay certain Lease Obligations and execution of Related Documents**

This Executive Committee of the Board of Trustees, acting pursuant to Section 3344-1-02(J) of the Ohio Administrative Code, has determined that it is prudent to obtain financing to pay certain lease obligations arising under Lease Agreement made and entered into as of December 29, 2010 by and between 1901 East 13<sup>th</sup> LLC (“1901”) and the University relating to the Lease of the Middough Building located at 1901 E. 13<sup>th</sup> Street, Cleveland, Ohio (the “Lease”), and to enter into certain agreements with 1901 relating to the future disposition of the real estate which is the subject of the Lease. In connection therewith, this Executive Committee has been presented with the Preliminary Summary of Terms and Conditions for Direct Purchase of Tax-Exempt Fixed Rate

Bonds/Notes, submitted by PNC Bank, National Association, dated February 7, 2019, as revised February 15, 2019, as further revised February 20, 2019, as further revised February 22, 2019 and as further revised February 25, 2019.

By this Resolution, this Executive Committee has approved the terms of the Term Sheet, authorizes its execution and directs the Authorized Officers (as defined herein) to enter into certain agreements with 1901.

BE IT RESOLVED BY THE EXECUTIVE COMMITTEE BOARD OF TRUSTEES OF CLEVELAND STATE UNIVERSITY, acting on behalf of the Board of Trustees, as follows:

**Definitions and Interpretations. Where used in this Resolution, the following terms shall have the following meanings:**

“Act” means Section 3345.11 and 3345.12 of the Revised Code, as the same may be amended from time to time, together with the provisions of Sections 9.96 and 9.98 to 9.983 of the Revised Code and any act or resolution of the General Assembly authorizing or limiting the issuance of bonds of the University.

“Authorized Officer” refers to each of the President of the University, the Fiscal Officer, and the Chair and Vice-Chair of the Board.

“Fiscal Officer” means the Vice President for Business Affairs and Finance and also means, as an alternate, the Associate Vice President for Business Affairs and Finance and Controller of the University.

“Lease” means that certain Lease Agreement made and entered into as of December 29, 2010 by and between 1901 East 13<sup>th</sup> LLC (“1901”) and the University relating to the Lease of the Middough Building located at 1901 E. 13<sup>th</sup> Street, Cleveland, Ohio, and which houses the University’s Theater and Dance Departments.

“Lease Payment” refers to the rent payment due under the Lease on March 15, 2019.

“Limited Available Receipts” means “available receipts” as defined in Ohio Revised Code 3345.12(A)(11) but excluding receipts from student fees and charges.

“Outstanding Obligations” means all bonds, notes and other instruments evidencing obligations of the University issued pursuant to the Trust Agreement dated as of May 1, 1993 between the University and U.S. Bank National Association, as Trustee, as supplemented from time to time, including without limitation by the Ninth Supplemental Trust Agreement dated as of September 1, 2011 and the Eleventh Supplemental Trust Agreement dated as of February 1, 2016, together with all other obligations of the University secured by a pledge of and lien on General Receipts, as such term is defined in the foregoing Trust Agreement as supplemented.

“Term Sheet” refers to the Preliminary Summary of Terms and Conditions for Direct Purchase of Tax-Exempt Fixed Rate Bonds/Notes, submitted by PNC Bank, National Association, dated

February 7, 2019, as revised February 15, 2019, as further revised February 20, 2019, as further revised February 22, 2019 and as further revised February 25, 2019.

“Transfer & Disposition Agreement” refers to an agreement to be negotiated and entered into with 1901 East 13<sup>th</sup> LLC (“1901”) in connection with the Lease Payment to provide for the disposition and/or transfer, at the direction of the University, of the real estate known as the Middough Building located at 1901 E. 13<sup>th</sup> Street, Cleveland, Ohio and which is the subject of the Lease, and containing such other terms as deemed necessary or advisable by University legal counsel.

Unless the context otherwise indicates, words importing the singular number shall include the plural number, and vice versa. References to sections, unless otherwise stated, are to sections of this Resolution.

(b) **Authority.** This Resolution is adopted pursuant to the Act, and is adopted by the Executive Committee on behalf of the Board pursuant to Section 3344-1-02(J) of the Ohio Administrative Code.

(c) **Authorization and Direction to Execute Term Sheet and Transfer & Disposition Agreement.** It is declared to be necessary to, and the University shall, execute and deliver the Term Sheet, and the Authorized Officers are instructed to undertake such further action as may be necessary in order to effectuate the terms of the Term Sheet. In connection with the transactions contemplated by the Term Sheet, the Authorized Officers, or any one of them, are directed to negotiate and thereafter execute the Transfer & Disposition Agreement, which shall be in such form and contain such terms as deemed necessary and advisable by the Authorized Officers, such execution to be conclusive evidence of determination of such necessity. Furthermore, the Authorized Officers, or any one of them, are hereby authorized and directed to undertake all further action in connection with the Lease, including without limitation exercising the extension option contained therein, as such Authorized Officers (or any one of them) deem necessary or desirable.

(d) **Pledge of Limited Available Receipts.** Pursuant to and in accordance with Ohio Revised Code Section 3345.12(C), the University is authorized to grant to PNC Bank, National Association, a pledge of and lien on Limited Available Receipts to secure payment of the obligations contemplated by the Term Sheet, provided that such pledge and lien shall be subordinate to the pledge on General Receipts provided with respect to the Outstanding Obligations, and no payments shall be made on such obligations from General Receipts during any period in which all amounts then required to be paid or funded in respect of the Outstanding Obligations have not been paid or funded.

(e) **Open Meeting.** It is found and determined that all formal actions of this Executive Committee concerning and relating to the adoption of this Resolution were taken in an open meeting of this Executive Committee, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were taken in meetings open to the public, in full compliance with applicable legal requirements including Section 121.22 of the Revised Code.

**Recognition of Student Trustee John A. DeMarco**

Chairman Gunning expressed the appreciation of the Board of Trustees to John A. DeMarco for his dedication and contributions as a Student Trustee. He read and moved the following resolution, seconded by Trustee Kirk, and approved unanimously with applause.

**RESOLUTION 2019-11**

**RECOGNITION OF STUDENT TRUSTEE  
JOHN A. DeMARCO**

**WHEREAS**, John A. DeMarco was appointed by Governor John R. Kasich to the Cleveland State University Board of Trustees as a Student Trustee on August 11, 2017 for a term ending May 1, 2019; and

**WHEREAS**, John has taken his role on the Board of Trustees seriously, and has conscientiously performed his duties while representing the students' perspective to the Board of Trustees with clarity and enthusiasm; and

**WHEREAS**, John has been actively engaged in all aspects of campus life and served in various Student Government Association leadership roles, including as President of CSU's Campus Activities Board, as a representative on the University's general fee advisory committee, as a three-time Camp Vike Counselor for incoming freshman, as a Presidential Student Ambassador, and as a member of the 1964 Society; and

**WHEREAS**, John has distinguished himself with outstanding academic success, having graduated Summa Cum Laude, from the Mandel Honors College at Cleveland State University, with a Bachelor of Science in Health Sciences in December, 2017, and was accepted into and immediately dedicated his efforts toward the Doctor of Physical Therapy program in the College of Science and Health Professions in January 2018, allowing him to present valuable insight and student perspectives on a wide-range of significant issues considered by the Board; and

**WHEREAS**, should his colleagues on the Board of Trustees find themselves under the care of Dr. DeMarco at some future time, we are confident that we will receive the most competent, caring (and affordable) rehabilitation treatment available anywhere and to anyone;

**NOW, THEREFORE, BE IT RESOLVED** that the Cleveland State University Board of Trustees expresses its deep appreciation to John A. DeMarco for his outstanding student leadership and contributions in support of Cleveland State University, the campus community, and community-at-large; and extends to him its best wishes in his future endeavors as his term ends as Student Trustee, and as he continues in the Doctor of Physical Therapy program.

## **REPORT OF THE PRESIDENT**

President Sands introduced Dr. Phillip Cockrell, Vice President for Student Affairs at the University of Toledo, who is shadowing him. Dr. Cockrell, he added, is a member of the entering class of Association of Governing Board's (AGB) Leadership and Governance program.

President Sands highlighted significant events and activities in which he has been engaged since the last Board meeting:

- Recruitment – continued high school visits to local Cleveland Metropolitan School District schools John Marshall and New Tech High School, promoting the “Say Yes to Education” initiative
- Engaged the campus community with continued visits across campus with Faculty Senate President Bill Bowen; acted on another fifty suggestions to the “One Thing” campaign
- Faculty Tenure and Promotion – read through each of the 21 dossiers and has publicly recognized several of the faculty being promoted and awarded tenure
- Alumni engagement/fundraising by participating in an Alumni Association event in Arizona
- Parker Hannifin Foundation has provided a \$5 million gift to establish the Parker Hannifin Living and Learning Community to provide Cleveland Metropolitan School District graduates studying at CSU with two years of free on-campus housing and student support services
- Weston Ideation Lab Dedication - Weston Inc. \$ 1 million gift and additional grants to support entrepreneurship programming for students, including interdisciplinary curriculum and internship opportunities with local startups and business incubators
- Lift Up Vikes will receive a major gift to create a pantry and an emergency grant fund in support of CSU students in need
- Community College Partnerships with Tri-C (Degree Link Tri-C2CSU, and Lorain County Community College (UP Express CSU) providing dual admission and streamlined pathway to earning a bachelor's degree

President Sands reported having had meetings with Governor DeWine and Lt. Governor Husted. He noted that the Governor's budget includes a 1% increase in each fiscal year (\$42 million) added to the pool of State Share of Instruction (SSI) funds, which would provide about \$1 million for CSU. He thanked the Board members for their advocacy.

The federal budget, however, proposes a 12% cut in the U. S. Department of Education budget, including student financial aid and the TRIO program. The impact on CSU students would be a loss of about \$500,000.

In closing his report, President Sands stated that the University's Budget Advisory Committee is developing a two-year budget recommendation for Board approval that coincides with the state biennial budget.

### **Presentation by the College of Education and Human Services**

President Sands introduced Dr. Sajit Zachariah, Dean of the College of Education and Human Services, who provided an overview of the College (**Attachment B**). Dean Zachariah reported that the College has 50 full-time faculty and 150 adjunct faculty; offers 39 graduate and undergraduate programs, enrolling 1,800 students; generated \$4.3 million in research funding last year; and is ranked 118 in the nation by *U.S. News* 2020 rankings, and ranked 132 in the nation by *U.S. News* online rankings.

The College is comprised of four academic departments (Teacher Education; Curriculum and Foundations; Counseling, Administration, Supervision and Adult Learning (CASAL); and Health and Human Performance), offering 39 programs, and six centers (Community Learning Center, Center for Urban Education, STEMM Education Center, Center for Educational Leadership, Center for Excellence and Innovation, and Counseling and Academic Success Clinic) actively engaged in the community, research and academic support.

Dean Zachariah reported a decrease in graduate enrollment, particularly in teacher education, since the State removed the requirement making it necessary to return to college within five years for recertification. He noted that the College has formed strong partnerships with NASA Glenn, the Cleveland Clinic, and the Cleveland Metropolitan School District, benefitting 400-500 students, and has the potential for tremendous growth from the growing number of paid internships and the "Say Yes to Education" program.

Courtney Nudell, Career Development Coordinator, spoke about internships that have evolved into the Cleveland Teaching Fellows program, providing students with paid internships at local schools and non-profit organizations, giving them the skills necessary to succeed and teach in Cleveland. She explained that the program has been renewed for the fourth year and expanded to graduate students, providing additional support in the first two years of teaching. The program benefits the students and local community. In response to Chair Gunning's inquiry about offering the program outside the Cleveland Metropolitan School District, Ms. Nudell stated that it has been done with Lorain schools, but more funding needs to be raised in order to expand the program.

Lisa C. Campbell, Visiting Clinical Assistant Professor and Director of the Counseling and Academic Success Clinic, spoke about the Clinic as an on-campus resource, providing free supportive counseling and academic coaching to CSU's undergraduate and graduate students. She reported that since Fall 2015, over 500 students have benefitted from more than 3,000 free counseling sessions, amounting to \$40,000 per semester. Responding to the questions of Board members, Professor Campbell explained that the Clinic is staffed by graduate counseling student interns being trained in mental health professions. Each year, sixty new staff members are retrained. The Clinic, providing individual counseling, academic coaching, wellness counseling, career assessment and planning, college transition assistance, and support groups, could serve

more students with additional staff and resources. Trustee Reynolds noted that there is \$18 million in the Governor's proposed Budget for "wrap-around services" which may benefit the University.

Dr. Sharon A. Brown, Director of the Center for Excellence and Innovation in Education, focused her remarks on the Cleveland School Book Fund, managed by the Center. She reported that 19,000 books are placed in 700 classrooms for Cleveland Metropolitan School District children each year. The purpose of the Book Fund is to create print-rich libraries in the classrooms and in homes. In addition, the Center encourages the use of the books in the classroom, provides teacher professional development, curricular and programmatic solutions, and engages CSU students in paid and volunteer opportunities. In response to questions, Dr. Brown reported that the \$4.4 million endowment, created 15 years ago, provides an annual budget of \$300,000 of which \$229,000 is used for books. Varying models of the Cleveland School Book initiative are helping other school districts to develop similar programs.

Dr. Ken Sparks, Associate Professor and Human Performance Lab Director, spoke of exercise science and the human performance laboratory partnerships and collaborations. He reported that the new Cuyahoga Community College/CSU 2+2 Exercise Science articulation will begin this fall. Other collaborative activities include building exercise and human motion machines with Engineering (NSF grant), developing a fall prevention phone app with Nursing (NIH grant), sharing testing and training equipment with Physical Therapy; and performing testing/health screenings for the participants in the VikeHealth & Well Being program. In addition to affiliation agreements with local Cleveland and Akron hospitals, Dr. Sparks reported that the program and students benefit from the following partnerships: Cleveland Clinic (working with researchers and adjunct faculty); ScottCare Corporation (beta testing, use and donation of monitoring equipment, internships), and Cobham Corporation, Buffalo, New York (oxygen delivery systems).

Madison Mariola, Master's student in Exercise Science, earned her undergraduate degree at the University of Akron. She spoke of her experience at CSU working as a graduate assistant with Dr. Sparks in the Human Performance Lab, and her practicum in the corporate wellness program. She expects to graduate in May 2020.

Angela McCay, a Math Education major, stated that she attended Cuyahoga Community College (Tri-C) her first two years. She spoke of her internship experience, teaching 10<sup>th</sup> grade Geometry at John Marshall High School. She will graduate this May.

Melissa Carter, a doctoral student in Counseling Psychology, earned her undergraduate degree from Bowling Green State University, and master's degree from CSU in Counseling, Administration, Supervision, and Adult Learning (CASAL). She spoke of her work with minority students, and is working towards completing her doctoral degree by 2023.

In closing, Dean Zachariah spoke about recruitment efforts with the College of Graduate Studies and other initiatives to address the graduate enrollment challenge. Other challenges he identified are preparing students to fill the large teacher shortage (STEMM and Teacher Education) and diversifying teacher education. The College of Education and Human Services, he noted, is fully engaged in addressing the strategic priorities of the University.

## **REPORT OF THE ACADEMIC AFFAIRS AND STUDENT SUCCESS COMMITTEE**

Committee Chair Kirk reported on the meeting held on March 5, 2019 (**Attachment C**). He reported that the Committee received a presentation on Student Success Support Programs led by Dr. Peter Meiksins, Vice Provost for Academic Programs. The presentation outlined CSU's approach to student success, being proactive, starting early, and addressing both academic and non-academic challenges (**Attachment D**). There are a number of programs available to help different student populations, including TRIO (serving first generation and low-income students), KeyBank Scholars (serving Cleveland Municipal School District graduates), STEP (a summer bridge program for freshman students from the CMSD and those with developmental needs), Operation STEM/LSAMP (an intensive summer program focused on math review, cohort building, and campus orientation), the Sullivan-Deckard Scholars Program (for students who age out of the foster care system), the McNair Scholars Program, Urban Health Fellows, and Engineering Student Success Scholars (all for STEM students).

Committee Chair Kirk reported that Mr. Nick Petty, Director of Undergraduate Inclusive Excellence, continued with the presentation, focusing on the new graduation coaches initiative (**Attachment E**). The Committee heard from the four coaches and six students, who spoke about their experience. The initiative started with 190 students, all first-generation, underrepresented minorities, Pell Grant eligible, mostly commuting, and 31.4% African American males. The Fall '18 to Spring '19 retention rate is 93% for this cohort, significantly higher than the rate of about 86% over the last three years without the coaching program. The Committee also discussed the use of Starfish as an early warning tool, and ways to increase its usage in academic programming.

The Committee also received a report from Provost Zhu that the CSU Annual Report to the Ohio Department of Higher Education on Remedial Education has been completed and will be submitted, as required by Ohio Revised Code Section 3345.062 (**Attachment F**).

Committee Chair Kirk said that the Committee reviewed sample metrics and a preliminary design of the Student Success Scorecard presented by Dr. Marius Boboc, Vice Provost for Academic Planning (**Attachment G**). He reported that the Committee is working on developing a scorecard/dashboard that is ideally a one-page snapshot of key statistics correlated to student success. A meeting is scheduled on March 28 with the Provost to include enrollment metrics.

Rob Spademan, Associate Vice President for University Marketing & Communication, presented the following enrollment scorecards (**Attachment H**) for information and discussion:

- Academic Affairs: Enrollment Scorecard (FY'17, FY'18, FY'19, Projected FY'20 and FY'17-'20 Change in Undergraduate and Graduate and Law headcount enrollment, student credit hours (SCH) enrollment, and tuition revenue totals)
- Headcount Enrollment by Ohio Four-Year Public Universities (Fall 2012 to Fall 2017)
- Cleveland State University Student Credit Hours (SCH) Enrollment and Tuition Revenue History (FY 2016-FY 2019)

In addition to requesting copies of the enrollment scorecards, Board members requested adding breakdowns of minorities and international students as a part of future reports to the Board. It was noted that the “Say Yes to Education” announcement will also impact enrollment. Trustee Reynolds suggested having someone from the “Say Yes to Education” program present to the Board. It was agreed that it be placed on the May Board meeting agenda.

Committee Chair Kirk stated that the Committee is recommending the following issues to the Board for approval on the Consent Agenda: Faculty Promotion and Tenure, and Librarian Promotion Recommendations.

### **REPORT OF THE FINANCIAL AFFAIRS COMMITTEE**

Committee Chair Terry Fergus reported on the Committee meeting held on March 5, 2019 (**Attachment I**). He summarized “the good and the bad” of the components of the Financial Scorecard (**Attachment J**) presented to the Committee. He noted that, overall, the University was trending positive with a target composite financial index (Ohio Senate Bill 6 Ratio) between 3.4 and 4.0. Reserves, debt service, and expenses vs. tuition revenue need to be watched. Although the credit rating agencies have rated CSU (Standard & Poor’s A+ and Moody’s A1) with a positive stable outlook, the net tuition revenues are declining over time.

Committee Chair Fergus stated that, overall, the financial performance is good/average, but needs to improve. He noted that the operating budget is short \$850,000 in revenue this year, and work needs to be done regarding expenses. Investments, he noted, experienced a negative fourth quarter last year, but have rebounded.

Each year, the University expends between \$1.2 and \$1.5 million to replace and upgrade computer hardware. Chair Fergus reported that the Committee is recommending the continuation of the managed PC lifecycle program, on the consent agenda for approval. He further noted that the Committee recommended the approval of OhioLINK Library Consortium agreement, and the Associate of the University nominations, also on the consent agenda.

### **Authorization to Contract with an Electricity Supplier**

Chair Fergus reported that the market is fluid in contracting with an electricity supplier. The University’s current electric purchasing agreement with MidAmerican Energy Services expires the end of April. In order to bid competitively through an RFP process, authorization is being sought by the University Administration to enter into an electricity supplier contract for a period of between one and three years, with costs not to exceed \$0.0522/kWh (**Attachment K**).

Trustee Fergus moved, and Trustee Gunning seconded, the motion to approve authorization. The following resolution was passed by voice vote.

## **RESOLUTION 2019-12**

### **AUTHORIZATION TO EXECUTE CONTRACT WITH AN ELECTRICITY SUPPLIER**

**WHEREAS**, the University's electric purchasing agreement with MidAmerican Energy Services expires on April 29, 2019; and

**WHEREAS**, the University recognizes the volatility of the energy market; and

**WHEREAS**, the University may increase the percentage of renewable/alternative energy portion of its electric energy consumption; and

**WHEREAS**, to get the most favorable price, the electricity market requires a quick response to a bid submitted in response to the University's RFP for a Competitive Retail Electricity Service supply offer; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby authorizes the University Administration to enter into an electricity supply contract for a duration of between one and three years through an RFP process, with costs not to exceed \$0.0522/kWh for the generation, capacity, transmission losses and ancillary charge portion of the Competitive Retail Electricity Service supply cost. This contract will be subject to approval by the CSU Office of General Counsel.

### **REPORT OF THE GOVERNANCE COMMITTEE**

Trustee Deborah Vesey reported on the meeting held on March 11, 2019 (**Attachment L**), in the absence of Committee Chair June Taylor. She stated that three of the four major topics reviewed and discussed by the Committee are being recommended to the Board for approval.

#### **Revisions to the Bylaws of the Board of Trustees**

Trustee Vesey said that the Committee reviewed the revisions to the Bylaws of the Board of Trustees relative to Governance Committee duties and pertaining to the nominating and election process for Board officers (**Attachment M**).

Chair Gunning moved, and Trustee Adler seconded, the motion to approve the revisions to the Board Bylaws as recommended by the Governance Committee. The following resolution was passed by voice vote.

## **RESOLUTION 2019-13**

### **APPROVING AMENDED BOARD OF TRUSTEES BYLAWS**

**WHEREAS**, the bylaws of the Board of Trustees were amended and approved at the January 17, 2019 Board meeting to reflect changes to the committee structure and responsibilities, as well as to clarify and update other sections of the Bylaws; and

**WHEREAS**, a function of the Governance Committee is to review and recommend adoption or revision of all Board governance documents, including, but not limited to the Board Bylaws; and

**WHEREAS**, the Board officer nomination process also falls within the purview of the Governance Committee; and

**WHEREAS**, the Governance Committee met on March 11, 2019 and has approved recommended amendments to functions and responsibilities of the Committee relative to the Board officer nominating and election policies and procedures;

**NOW, THEREFORE, BE IT RESOLVED** that the Board hereby approves the revisions to the Board's Bylaws Sections 3344-1-01 (J) (2) (d) and 3344-1-02 (B) (1) as recommended by the Governance Committee, and directs the administration to legislatively file the amended version as required by the Board's rulemaking policy.

#### **Nominating Committee.**

Trustee Vesy said that, in part, the duties of the Governance Committee Chair is to name the Nominating Committee at the March meeting. She reported that Chair Taylor has appointed Trustees Reynolds, Moore, and Vesy to serve on the 2019-20 Nominating Committee. The recommended slate of officers will be presented to the Board at the Annual Meeting in May.

#### **Statement of Trustees Responsibilities and Expectations**

Trustee Vesy reported that the Governance Committee has drafted a Statement of Trustees Responsibilities and Expectations (**Attachment N**). It emerged from issues highlighted at the Board Retreat, from the Association of Governing Board's (AGB) Statement of Trustee Responsibility and those listed in the Board of Trustees Self-Assessment instrument. The Committee noted the following items for further consideration:

- Clarification that the document is all inclusive and not limited to voting trustees
- Development of a comprehensive welcoming and orientation process for new Board members

- Engagement of the full Board by the Executive Committee in the evaluation process of presidential leadership
- Participation of Board members and polling of members regarding availability before meeting dates are set, as well as more timely advance notice of key University events

Trustee Vesey welcomed the comments and suggestions of Board members. She stated that the document would be finalized at the next Governance Committee meeting, and will be recommended for approval at the May Board meeting.

### **Board of Trustees Self-Assessment**

Trustee Vesey reported the Board of Trustees Self-Assessment instrument (**Attachment O**) was developed by an Ad Hoc committee of the Board, which she chaired. The instrument was presented to the full board for discussion at its November meeting and presented today for full Board approval. Committee Chair Taylor had sent an email to all Board members with a copy of the Self-Assessment Instrument and the resolution for review earlier in the week.

Trustee Vesey moved, and Trustee Adler seconded, the motion to approve the Board Self-Assessment instrument and process as recommended by the Governance Committee. The following resolution was passed by voice vote.

## **RESOLUTION 2019-14**

### **APPROVING BOARD SELF-ASSESSMENT INSTRUMENT AND PROCESS**

**WHEREAS**, an ad hoc committee of the Board of Trustees, chaired by Trustee Deborah Vesey, was convened in the last year to develop a Board self-assessment tool and process to be consistent with governance best practices; and

**WHEREAS**, the ad hoc committee developed a self-assessment tool with the input of Board members; and

**WHEREAS**, the Board Self-Assessment document and process was submitted to the Governance Committee, responsible for the review and recommended adoption of all Board governance documents, and

**WHEREAS**, the Governance Committee met on March 11, 2019 and recommended the Board Self-Assessment document for approval by the Board;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby approves the attached Board Self-Assessment instrument and process as recommended by the Governance Committee.

### **Honorary Degree Nomination**

Trustee Vesey noted that among the duties of the Governance Committee is the development of guidelines for the conferral of honorary degrees, which is to include input by the president and faculty in the selection and approval process, as well as other special honors and commendations. She reported that at the last meeting, the Committee discussed the difference between the more globally-focused Recognition Committee of the Board and the new academia-oriented honorary degree nomination process headed by the Provost. It was noted that the former committee had faculty representation, and under the new Board structure, the Governance Committee, charged with overseeing the honorary degree process, does not include faculty representation.

Trustee Vesey reported that under the new honorary degree process, President Sands received and supports the honorary degree nomination of President Emeritus Dr. Michael Schwartz (**Attachment P**). The Committee, upon receipt of the nomination, voted unanimously to recommend to the full Board the conferral of an honorary degree on President Emeritus Dr. Michael Schwartz.

Trustee Kirk moved, and Trustee Adler seconded, the motion to approve the conferral of an honorary degree on President Emeritus Dr. Michael Schwartz. The following resolution was passed by voice vote.

### **RESOLUTION 2019-15**

#### **APPROVAL OF HONORARY DEGREE CANDIDATE**

**WHEREAS**, President Emeritus Dr. Michael Schwartz has made outstanding contributions to Cleveland State University, the Greater Cleveland area, and/or society and mankind and has been properly nominated to receive an honorary degree from the University; and

**WHEREAS**, the nominee has been recommended and approved by the Governance Committee of the Board of Trustees;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees approves the awarding of an honorary doctoral degree to President Emeritus Dr. Michael Schwartz.

### **CONSENT AGENDA**

Chairman Gunning explained that routine matters, or those discussed previously, are considered on the Consent Agenda. Chairman Gunning asked if there were items that Board members wished to discuss individually; there were none.

Trustee Fergus moved, and Trustee Kirk seconded, the motion to approve the following consent agenda items: Faculty Promotion and Tenure (**Attachment Q**); Librarian Promotion Recommendations (**Attachment R**); Associate of the University Status Nominations, Spring 2019 (**Attachment S**); Continuation of the Managed PC Purchasing Program (**Attachment T**);

OhioLINK Library Consortium Agreement (**Attachment U**); FY' 19, Second Quarter Gift Report (**Attachment V**); and Office of Research Report, FY19 Second Quarter (**Attachment W**). The following resolutions were approved by voice vote.

### **RESOLUTION 2019-16**

#### **PROMOTION AND TENURE RECOMMENDATIONS AY2019 - 2020**

**WHEREAS**, the individuals in the attached exhibit have been reviewed by the appropriate Department and College committees, the Chairperson, the Dean, the University Peer Review Committee (where appropriate), the Provost and the President; and

**WHEREAS**, they have fulfilled the requirements for promotion and the award of tenure as set forth in Article 12 of the Agreement between Cleveland State University and the CSU Chapter of the American Association of University Professors, or in the case of the College of Law faculty, of Rule 3344-11-03 of the CSU Faculty Personnel Policies;

**NOW, THEREFORE, BE IT RESOLVED** that the Cleveland State University Board of Trustees hereby approves the promotions to the rank of Professor, promotions to the rank of Associate Professor with tenure, and promotion to the rank of Clinical Associate Professor with tenure effective at the beginning of the 2019- 2020 academic year for those individuals as recommended.

### **RESOLUTION 2019-17**

#### **PROMOTION OF LIBRARIANS RECOMMENDATIONS**

**WHEREAS**, the individuals in the attached exhibit have been reviewed by the appropriate Personnel Action Committee for Promotion of the Michael Schwartz Library, the Director of the Michael Schwartz Library, the Provost and the President; and

**WHEREAS**, they have fulfilled the requirements for promotion as set forth in Section 3344-62-03 (4) of the Librarians' Personnel Policies;

**NOW, THEREFORE, BE IT RESOLVED** that the Cleveland State University Board of Trustees hereby approves the promotion to the rank of Senior Assistant Librarian, effective July 1, 2019, for those individuals as recommended.

**RESOLUTION 2019-18**

**ASSOCIATE OF THE UNIVERSITY STATUS FOR CASSANDRA BAKER**

**WHEREAS**, the Cleveland State University Board of Trustees included classified employees as eligible for Associate of the University status in their meeting on May 2004; and,

**WHEREAS**, the Board of Trustees approval provides for the granting of Associate status to Classified Staff members upon their retirement with a showing of distinguished service to the University; and,

**WHEREAS**, Cassandra Baker has performed exemplary service to the University community in various capacities, the most recent as Library Associate 1 in the Law Library; and

**WHEREAS**, Cassandra Baker retired from the University effective December 31, 2018; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE BE IT RESOLVED** that in appreciation and recognition of 30 years of dedicated classified service to the University, the Board of Trustees of Cleveland State University grants Associate of the University status and its privileges to Cassandra Baker effective March 21, 2019.

**RESOLUTION 2019-19**

**ASSOCIATE OF THE UNIVERSITY STATUS FOR CHRISTOPHER BARROW**

**WHEREAS**, the Cleveland State University Professional Staff Personnel Policies provide for the granting of Associate status to Professional Staff members upon their retirement with a showing of distinguished service to the University; and,

**WHEREAS**, Christopher Barrow has performed exemplary service to the University community in various capacities, the most recent as Coordinator, Mail/Shipping/Receiving; and,

**WHEREAS**, Christopher Barrow retired from the University effective, July 31, 2018; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that in appreciation and recognition of 39 years of continuous service to the University, the Board of Trustees of Cleveland State University grants Associate of the University status and its privileges to Christopher Barrow effective March 21, 2019.

**RESOLUTION 2019-20**

**ASSOCIATE OF THE UNIVERSITY STATUS FOR BARBARA GAUTHIER**

**WHEREAS**, the Cleveland State University Professional Staff Personnel Policies provide for the granting of Associate status to Professional Staff members upon their retirement with a showing of distinguished service to the University; and,

**WHEREAS**, Barbara Gauthier has performed exemplary service to the University community in various capacities, the most recent as Library Fiscal Officer in the Michael Schwartz Library; and,

**WHEREAS**, Barbara Gauthier retired from the University effective, January 31, 2019; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that in appreciation and recognition of 36 years of continuous service to the University, the Board of Trustees of Cleveland State University grants Associate of the University status and its privileges to Barbara Gauthier effective March 21, 2019.

**RESOLUTION 2019-21**

**ASSOCIATE OF THE UNIVERSITY STATUS FOR PRISCILLA GREEN**

**WHEREAS**, the Cleveland State University Board of Trustees included classified employees as eligible for Associate of the University status in their meeting on May 2004; and,

**WHEREAS**, the Board of Trustees approval provides for the granting of Associate status to Classified Staff members upon their retirement with a showing of distinguished service to the University; and,

**WHEREAS**, Priscilla Green has performed exemplary service to the University community in various capacities, the most recent as Administrative Secretary 1 in the Department of Urban Studies; and

**WHEREAS**, Priscilla Green retired from the University effective December 31, 2018; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE BE IT RESOLVED** that in appreciation and recognition of 30 years of dedicated classified service to the University, the Board of Trustees of Cleveland State University grants Associate of the University status and its privileges to Priscilla Green effective March 21, 2019.

**RESOLUTION 2019-22**

**ASSOCIATE OF THE UNIVERSITY STATUS FOR WILLIAM SHEPARD**

**WHEREAS**, the Cleveland State University Professional Staff Personnel Policies provide for the granting of Associate status to Professional Staff members upon their retirement with a showing of distinguished service to the University; and,

**WHEREAS**, William Shepard has performed exemplary service to the University community in various capacities, the most recent as Director, Operations & Tech Support; and,

**WHEREAS**, William Shepard retired from the University effective, December 31, 2018; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that in appreciation and recognition of 38 years of continuous service to the University, the Board of Trustees of Cleveland State University grants Associate of the University status and its privileges to William Shepard effective March 21, 2019.

**RESOLUTION 2019-23**

**CONTINUATION OF THE MANAGED PC LIFECYCLE PROGRAM**

**WHEREAS**, the University on an annual basis spends \$1.2 to \$1.5 million dollars on the purchase of PCs (personal computers) and presently has a structured procedure to manage the acquisition of university PCs and pre-delivery services; and

**WHEREAS**, the University has identified and participates in an existing State contract for pricing on standard configuration PCs, equipment warranty, installation and management; and

**WHEREAS**, the University is eligible to purchase under this agreement through certified resellers, securing preferred pricing and services with no purchasing obligation on behalf of the university; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby authorizes the Chief Information Officer to issue a blanket purchase order not to exceed \$700,000 for the remainder of fiscal year 2019 and not to exceed \$1,500,000 for fiscal years 2020, 2021 and 2022, provided the amount is appropriated and budgeted each year, to facilitate the purchase and tracking of PC equipment in standard configurations and services as directed by the University.

**RESOLUTION 2019-24**

**RATIFYING OHIOLINK CONSORTIUM AGREEMENT**

**WHEREAS**, the Chancellor of the Ohio Department of Higher Education created the OhioLINK consortium to provide services and access to academic institutions of higher education and research throughout Ohio to support and enhance the higher education library collections; and

**WHEREAS**, Cleveland State has participated in the OhioLINK consortium since its inception in 1992; and

**WHEREAS**, through a 2015 Consortium Agreement with other Ohio public institutions agreement, Cleveland State University offers library resources to its students through the OhioLINK membership; and

**WHEREAS**, compliant with University Purchasing Policy, payments made to the OhioLINK fiscal agent are subject to Board approval because annual payments are in excess of \$800,000 per year; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that the University management is hereby authorized and empowered to pay the invoices associated with the OhioLINK consortium agreement for the duration of the Agreement provided the amounts are available and appropriated in the budget each year, and to take all steps necessary as may be required to ensure compliance with the applicable and effective provisions of applicable law and University policy.

**RESOLUTION 2019-25**

**ACCEPTANCE OF FY 2019 SECOND QUARTER  
GIFTS AND PLEDGE PAYMENTS**

**RESOLVED**, that the gifts and pledge payments totaling \$3,217,077 received by the Cleveland State University Foundation during the period October 1, 2018 to December 31, 2018 are hereby accepted with thanks, and

**BE IT FURTHER RESOLVED**, that the President is hereby directed to use these gifts subject to their terms and conditions.

**RESOLUTION 2019-26**

**ACCEPTANCE OF SPONSORED PROGRAMS FUNDS  
FOR FY 2019 SECOND QUARTER**

**RESOLVED**, that the Sponsored Programs funds totaling \$1,643,310 received by the Cleveland State University during the period October 1, 2018 to December 31, 2018, are hereby accepted with thanks; and

**BE IT FURTHER RESOLVED** that the President is hereby directed to use these Sponsored Program funds subject to their terms and conditions.

**EXECUTIVE SESSION**

Trustee Vesey moved, and Trustee Fergus seconded, the motion to adjourn into Executive Session for the purpose of discussing matters involving real estate, personnel matters involving the potential hire of public employees, and matters involving imminent and pending litigation with General Counsel.

A roll call vote was taken by the Secretary of the Board; voting in the affirmative were Mr. Adler, Mr. Fergus, Mr. Kirk, Mr. Moore, Mr. Reynolds, Ms. Vesey, and Chairman Gunning.

Chairman Gunning excused everyone except the voting and community trustees present, President Sands, Provost Zhu, Board Secretary Napier, General Counsel Wilson, Chief of Staff Bennett, Assistant Board Secretary Laurie Day, Controller and Associate Vice President Kathleen Murphy, and Associate Vice President for Budget and Finance, Tim Long. **It is noted that Board member Heather Lennox did not attend the executive session because of potential conflict of interest issues.** The executive session began at 10:00 a.m.

Chairman Gunning announced at 10:55 a.m. that the Board had finished its business in Executive Session and was returning to its regular meeting. He reported that there was one item to be considered under New Business.

**NEW BUSINESS**

Trustee Adler moved, and Trustee Fergus seconded, the motion to authorize the execution of a first amendment to the lease agreement involving the Union Building and related documents. The following resolution was passed by voice vote.

**RESOLUTION 2019-27**

**AUTHORIZING THE EXECUTION OF A FIRST AMENDMENT  
TO LEASE AGREEMENT INVOLVING THE UNION  
BUILDING AND RELATED DOCUMENTS**

**WHEREAS**, this Board of Trustees has determined that it is prudent extend the term of that certain Lease Agreement made and entered into as of March 29, 2011 by and between LDC James LLC (“LDC James”) and the University relating to the lease of the Union Building located at 1836 Euclid Avenue, Cleveland, Ohio (the “Lease”). In connection with a refinancing of the Union Building by LDC James, the term of the Lease is to be extended and rent adjusted pursuant to a First Amendment to Lease Agreement dated as of March 31, 2019, which will also provide the University with options to purchase the Union Building; and

**WHEREAS**, by this Resolution, this Board of Trustees approves the terms of the lease extension as provided in the First Amendment to Lease, and authorizes and directs the Authorized Officers (as defined herein) to enter into the First Amendment to Lease and related documents.

**THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF CLEVELAND STATE UNIVERSITY**, as follows:

**(a) Definitions and Interpretations. Where used in this Resolution, the following terms shall have the following meanings:**

“Act” means Section 3345.11 and 3345.12 of the Revised Code, as the same may be amended from time to time, together with the provisions of Sections 9.96 and 9.98 to 9.983 of the Revised Code and any act or resolution of the General Assembly authorizing or limiting the issuance of bonds of the University.

“Authorized Officer” refers to each of the President of the University, the Chief Financial Officer, and the Chair and Vice-Chair of the Board.

“First Amendment” refers to the First Amendment to Lease Agreement to be dated and effective as of March 31, 2019.

“Chief Financial Officer” means the Vice President for Business Affairs and Finance and also means, as an alternate, the Associate Vice President for Business Affairs and Finance and Controller of the University.

“Lease” means that certain Lease Agreement made and entered into as of March 29, 2011 by and between LDC James LLC (“LDC James”) and the University relating to the Lease of the Union Building located at 1836 Euclid Avenue, Cleveland, Ohio, and which houses certain administrative offices of the University.

Unless the context otherwise indicates, words importing the singular number shall include the plural number, and vice versa. References to sections, unless otherwise stated, are to sections of this Resolution.

(b) **Authority.** This Resolution is adopted pursuant to the Act.

(c) **Authorization and Direction to Execute First Amendment and Related Documents.** It is declared to be necessary to, and the University shall, execute and deliver the First Amendment, and the Authorized Officers are instructed to undertake such further action as may be necessary in order to effectuate the terms of the First Amendment. In connection with the transactions contemplated by the First Amendment, including the refinance of the Union Building by LDC James, the Authorized Officers, or any one of them, are directed to negotiate and thereafter execute such other and further documents as may be requested by LDC James or required pursuant to the terms of the Lease as so amended, which shall be in such form and contain such terms as deemed necessary and advisable by the Authorized Officers, such execution to be conclusive evidence of determination of such necessity. Furthermore, the Authorized Officers, or any one of them, are hereby authorized and directed to undertake all further action in connection with the Lease and the First Amendment, as such Authorized Officers (or any one of them) deem necessary or desirable.

(d) **Open Meeting.** It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of this Board that resulted in those formal actions were taken in meetings open to the public, in full compliance with applicable legal requirements including Section 121.22 of the Revised Code.

There being no further business, the meeting was adjourned at 10:58 a.m.

Respectfully submitted,

**APPROVED MAY 16, 2019**

William J. Napier

Secretary to the Board of Trustees

**APPROVED MAY 16, 2019**

David H. Gunning II

Chair, Board of Trustees