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## **WSU Board of Trustees Meeting Minutes, June 5-6, 2016**

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**WRIGHT STATE UNIVERSITY  
BOARD OF TRUSTEES  
OFFICIAL PROCEEDINGS OF THE  
THREE HUNDRED AND ELEVENTH MEETING**

**June 5 and 6, 2016**

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**WRIGHT STATE UNIVERSITY  
BOARD OF TRUSTEES  
OFFICIAL PROCEEDINGS OF THE  
THREE HUNDRED AND ELEVENTH MEETING**

**Sunday, June 5, 2016**

**I. CALL TO ORDER**

The meeting of the Wright State University Board of Trustees was called to order by Mr. Michael Bridges, chair, on Sunday, June 5, 2016, 1:05 p.m., in the Wright Brothers Room. Dr. Robert J. Sweeney, secretary to the Board of Trustees, called the roll:

**Present**

Michael Bridges  
Eloise Broner  
Douglas Fecher  
Anuj Goyal  
Laurence Klaben  
William Montgomery  
C.D. Moore

**Absent**

Grace Ramos (Phone In)

**II. CONFLICT OF INTEREST STATEMENT**

The Trustees heard Mr. Bridges read the following Conflict of Interest Statement:

It is of utmost importance to ensure that all university decisions are free from any real or perceived conflicts of interest.

Therefore, please be mindful of all obligations with which you have been charged as a Trustee of Wright State University, and take the steps you deem appropriate to perform your duties fairly and impartially.

**III. PROOF OF NOTICE OF MEETING**

Mr. Bridges reported that this meeting was called by written notification and a quorum was present.

**IV. ANNOUNCEMENTS**

- Discussion of Contracts over \$500,000
- Discussion of Affiliated Entity Policy
- Discussion of Contracts Organization
- Discussion of Voluntary Retirement Incentive Plan
- Search and Screening Advisory Committee Update

**V. EXECUTIVE SESSION**

In accordance with the Ohio Open Meetings Law, the Board, after a majority of a quorum, determined to hold an Executive Session by offering the following resolution:

**RESOLUTION 16-57**

RESOLVED that the Wright State University Board of Trustees agreed to hold Executive Session on Sunday, June 5, 2016, and be it further

RESOLVED that pursuant to the Ohio Revised Code 121.22 (G), the following issues may be discussed in Executive Session:

- Personnel Matters
- Real Estate
- Employee Matters
- Legal

Mr. Bridges moved for approval. Dr. Goyal seconded, and the motion was unanimously approved by roll call vote.

**VI. RECESS**

Mr. Fecher recused himself from the meeting at 5:30 p.m. The meeting recessed at 5:42 p.m.

**VII. RECONVENE IN PUBLIC SESSION-CALL TO ORDER**

The meeting of the Wright State University Board of Trustees was called to order by Mr. Michael Bridges, chair, on Monday, June 6, 2016, at 9:30 a.m. in James F. Dicke Hall, Wright State Lake Campus. Dr. Sweeney, secretary to the Board of Trustees, called the roll:

**Present**

Michael Bridges  
Eloise Broner  
Douglas Fecher  
Laurence Klaben  
William Montgomery  
C.D. Moore  
Hailey Billing

**Absent**

Anuj Goyal  
Grace Ramos  
Ryan Pignatiello

**VIII. CONFLICT OF INTEREST STATEMENT**

Mr. Bridges read the following Conflict of Interest Statement:

It is of utmost importance to ensure that all university decisions are free from any real or perceived conflicts of interest.

Therefore, please be mindful of all obligations with which you have been charged as a Trustee of Wright State University, and take the steps you deem appropriate to perform your duties fairly and impartially.

**IX. PROOF OF NOTICE OF MEETING**

Mr. Bridges reported that this meeting was called by written notification and a quorum was present.

**X. WELCOME**

Dr. Jay Albayyari, dean of the Lake Campus, gave a brief welcome and discussed some of the many great things going on at Lake Campus with academic programs, housing and enrollment.

**XI. REPORT OF THE CHAIR**

Trustee Bridges reflected on the challenges faced over the last year and reiterated that Wright State University remains committed to our academic focus of excellence and to our mission of transforming the lives of our students and the communities we serve.

Wright State University is moving into a time of transition with the upcoming retirement of Dr. Hopkins and the resulting changes associated with new leadership. Our budgetary challenges are being addressed with the Board passage of a Budget Remediation Plan on June 2, 2016. While we are a great university, there is still more work

to be done to address whatever challenges lie ahead in transitioning, compliance, funding, technology, and the changing face of education.

Today we will be looking at our strengths, opportunities and challenges as we prepare for the future. As our namesake, the Wright Brothers demonstrated, we are committed to innovate and soar.

**1. Limited Waiver Resolution**

Mr. Fecher recused himself from the discussion and left the room until after the vote was completed.

**Resolution to agree to a limited waiver of attorney-client communication and attorney work product privileges on the Ohio Attorney General unofficial opinion on interest in a public contract.**

**RESOLUTION 16-58**

**WHEREAS,** The University has received an unofficial opinion and a revised opinion from the Ohio Attorney General on an issue of a University Trustee's potential interest in a public contract which was issued as a privileged and confidential attorney-client communication and as confidential attorney work product; and

**WHEREAS,** The University wishes to provide a copy of the unofficial opinion or revised opinion to the Ohio Ethics Commission to seek an advisory opinion on the issue of an interest in a public contract in order to allow revision of an existing University contract in conformance to federal law; and

**WHEREAS,** The Board has the power and authority as the client of the Ohio Attorney General to consent to a waiver of the attorney-client communication privilege and the attorney work product privilege to allow such production of the Ohio Attorney General's unofficial opinion to the Ohio Ethics Commission; and

**WHEREAS,** In order to facilitate the production of the unofficial opinion to the Ohio Ethics Commission, the Board desires to agree to and authorize a limited waiver of its attorney-client communication privilege and attorney work product privilege so the University may seek an advisory opinion on the issue of an interest in a public contract; and

**WHEREAS**, Ohio Revised Code §3352.03 authorizes the Wright State University Board of Trustees to do all things necessary for the proper maintenance and successful continuous operation of the University.

**NOW THEREFORE**,

**BE IT RESOLVED**, The Board grants a limited waiver of its attorney-client communication privilege and its attorney work product privilege to provide copies of the Ohio Attorney General's unofficial opinion or revised opinion as may be deemed necessary by the University's General Counsel to the Ohio Ethics Commission to seek an advisory opinion on the issue of interest in a public contract.

Mr. Bridges moved for approval. General Moore seconded, and the motion passed (5 -0 -1 Recused, Mr. Fecher) by roll call vote.

**2. Budget Reallocation in Support of Presidential Search and Board's Policy and Governance Renewal Efforts**

Trustee Fecher is chairing the Search and Screening Advisory Committee (SSAC) charged with identifying candidates for Wright State University's seventh president. According to Mr. Fecher, the SSAC has 23 members from all across the university community including faculty, staff, students, alumni, community partners, etc. A website has been created for resources related to the search.

**RESOLUTION 16-59**

WHEREAS, President Hopkins announced his intention to retire effective June 30, 2017; and

WHEREAS, the Wright State University Board of Trustees has appointed a Search and Screening Advisory Committee to facilitate their search for Wright State University's seventh president; and

WHEREAS, the Wright State University Board of Trustees has embarked on a program of board policy and governance renewal; and

WHEREAS, the expenses for such initiatives must fall within the approved budget; therefore



RESOLVED, the Board of Trustees authorizes the President and his designees, to reallocate existing administrative dollars from the approved budget to support the search for the new president and the Board's policy and governance renewal efforts.

Mr. Bridges moved for approval. Mr. Klaben seconded, and the motion was unanimously passed by roll call vote.

**XII. FINANCE COMMITTEE REPORT**

**1. Contracts Over \$500,000 and Above**

Several contracts received since the last meeting were presented to the Board for approval.

<u>Vendor</u>	<u>Description of Services</u>	<u>2016-2017 Contract Amount</u>	<u>2015-2016 Contract Amount</u>	<u>Term of Contract</u>
Presidio Networking Solution	Cisco Network Hardware Equipment	\$925,000		6/6/16-6/30/17
Pepsi Americas	Exclusive Beverage Services	\$1,500,000	\$644,000	7/1/16-6/30/26
Double Bowler Properties	Leased Properties	\$2,200,000	\$2,400,000	7/1/16-6/30/17

**Resolution 16-60**

WHEREAS, in order for the university to conduct business on an on-going basis, and provide products and services in a timely manner, purchases must be made; and

WHEREAS, these expenditures may exceed \$500,000; therefore be it

RESOLVED that authorization is granted for the accompanying contracts now before the Board of Trustees, and are hereby approved.

Mr. Fecher moved for approval. General Moore seconded, and the motion passed (4 -0 -2 Abstained: Mr. Bridges, Mr. Klaben) by roll call vote.

## **2. Voluntary Retirement Incentive Plan**

### **RESOLUTION 16-61**

WHEREAS, Wright State University would like to address budgetary issues in the people-friendly approach we value; and

WHEREAS, the proposed Voluntary Retirement Incentive Plan as presented will substantially increase retirements in a manner that reduces salary costs for the University; therefore

BE IT RESOLVED, that Mercer, Inc. be recognized as the Agent and Consultant of Record to implement the plan as described in the Statement of Work between Mercer and Wright State University; and

BE IT FURTHER RESOLVED, that the President and President's designees have the authority to sign any documents relating to the Voluntary Retirement Incentive Plan; and

BE IT FURTHER RESOLVED, that the University shall make cash payments for the sole purpose of this one-time offer to participants in the Voluntary Retirement Incentive Plan; and

BE IT FURTHER RESOLVED, the Board of Trustees authorizes the President and his designees, with respect to this plan, to take any and all actions necessary or desirable to implement, maintain, and administer the plan.

Mr. Fecher moved for approval. Mr. Bridges seconded, and the motion unanimously passed by roll call vote.

## **XIII. ACADEMIC AFFAIRS COMMITTEE REPORT**

Provost Sudkamp presented the Affordability and Efficiency Report to the Board for their review and approval. The State of Ohio requires the submission of this report by July 1, 2016.

**1. Affordability and Efficiency Report**

**RESOLUTION 16-62**

WHEREAS, Am. Sub. H. B. No. 64, Section 369.550 requires that the Board of Trustees of each state institution of higher education shall develop an efficiency review of the institution based on the recommendations of the Ohio Task Force on Affordability and Efficiency; and

WHEREAS, the review considers:

- (1) Efficiencies;
- (2) Academic Processes;
- (3) Policy Reforms; and
- (4) Cost Savings, Redeployment of Savings and Tangible Benefits to Students; and

WHEREAS, not later than July 1, 2016, the Board of Trustees of each state institution of higher education shall submit the report required under this section to the Chancellor of the Ohio Department of Higher Education; and

RESOLVED that the attached Wright State University Affordability and Efficiency Report dated May 20, 2016, as submitted to this meeting be, and the same hereby is endorsed.

Mrs. Broner moved for approval. Mr. Montgomery seconded, and the motion was unanimously approved by roll call vote.

• **Request for Review of New Degree Programs**

Provost Sudkamp discussed the steps in the approval process to implement new undergraduate or graduate degree programs. The process begins with the sponsoring unit, proceeds to the curriculum committee, and after development of a business plan is approved by the college and presented to either the Faculty Senate or the Graduate Council (dependent of degree type) for their approval.

The next steps include approval by the Provost, presentation to the Board of Trustees for their review and approval and finally submission to the Ohio Department of Education for approval. Wright State has two new programs under consideration for fall. The B.S. in Biochemistry and Molecular Biology and the M.S. in Organizational Studies programs were offered to the Board at the Budget Workshop for their

consideration.

**2. B.S. Degree in Biochemistry & Molecular Biology**

**RESOLUTION 16-63**

WHEREAS, Wright State University is proposing a new undergraduate major in providing a B.S. in Biochemistry and Molecular Biology within the Department of Biochemistry and Molecular Biology in the College of Science and Mathematics and the Boonshoft School of Medicine; and

WHEREAS, establishing the B.S. in Biochemistry and Molecular Biology will enhance the opportunities for students to complete STEM degrees at Wright State; and the curriculum for the B.S. in Biochemistry and Molecular Biology was guided by the standards set forth by the American Society for Biochemistry and Molecular Biology; and a market analysis showed a growing need for graduates with expertise in these disciplines; and

WHEREAS, the program has been approved by the Faculty Senate and the Provost; therefore be it

RESOLVED that the B.S. in Biochemistry and Molecular Biology, as submitted to this meeting be, and the same hereby is endorsed.

Mrs. Broner moved for approval. Mr. Fecher seconded, and the motion was unanimously approved by roll call vote.

**3. M.S. in Organizational Studies**

**RESOLUTION 16-64**

WHEREAS, Wright State University is proposing a new M.S. in Organizational Studies program within the Department of Leadership Studies in Education and Organizations in the College of Education and Human Services; and

WHEREAS, establishing the M.S. in Organizational Studies will complement the existing Ph.D. in Organizational Studies and meet the needs of students seeking graduate credentials in this discipline; and

WHEREAS, the program has been approved by the Graduate Council, Faculty Senate and the Provost; therefore be it

RESOLVED that the M.S. in Organizational Studies, as submitted to this meeting be, and the same hereby is endorsed.

Mrs. Broner moved for approval. Mr. Klaben seconded, and the motion was unanimously approved by roll call vote.

**XIV. BOARD ADVANCE**

**XV. ADJOURNMENT**

The meeting adjourned at 4:08 p.m.