



WRIGHT STATE UNIVERSITY

BOARD OF TRUSTEES

OFFICIAL PROCEEDINGS OF THE THREE HUNDRED AND NINETY-FIFTH MEETING Thursday December 14, 2023 at 1:30 p.m.

Endeavour Room, Student Union 156

MINUTES

Present: Chair Gunlock, Vice Chair Platt, Secretary Kejriwal, D. Conway, J. Ebbing, D. Fecher, E. Ferris, M. Grunder, B. Langos, J. Thompson, C. Jenkins, R. Shah, B. Bucklew, A. Goyal, R. Peters, B. Whiteside

Absent:

Guests: President Edwards, Provost Thompson, G. Sample, B. Kawosa, M. Behme, J. Jenkins, M. Riordan, K. Carlson

I. CALL TO ORDER

Chair Gunlock called to order the December 14, 2023, meeting at 1:30 p.m.

A. Roll Call

Chair Gunlock asked the Secretary, Daniel Palmer, to call the roll. A quorum was present with nine members present. Chair Gunlock read the Chair's Statement and the Conflict of Interest Statement.

Chair's Statement:

The Wright State University Board of Trustees is a public body subject to the Ohio Open Meetings Act. It operates on a fixed agenda available to those attending the meeting. Persons wishing to address the Board in its public session should submit a written request to the Board of Trustees' office 72 hours in advance of the meeting in order to be placed on the agenda. However, all persons address the Board at the invitation of the Board and are subject to time limitations and other guidelines established to maintain the good order of the meeting.

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.

II. PRESENTATION: FORVIS

Chair Gunlock indicated the Board of Trustees would enter executive session upon the conclusion of two presentations and recognized Mr. Greg Sample to introduce the presentations.

Mr. Mike Behme of Forvis presented on the University's financial audits.

III. PRESENTATION: INTERNAL AUDIT, RISK, AND COMPLIANCE

Mr. JJ Jenkins presented the internal audit, risk, and compliance report.

IV. EXECUTIVE SESSION

Chair Gunlock requested the Board move into Executive Session pursuant to Revised Code Section 121.22(G).

Secretary Palmer read the following resolution:

EXECUTIVE SESSION

RESOLUTION 24-11

RESOLVED that the Wright State University Board of Trustees agreed to hold an Executive Session on December 14, 2023; and be it further

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

- To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official pursuant to Revised Code Section 121.22(G)(1); and
- Conference with an attorney for the Board regarding disputes with the Board that are subject of pending or imminent litigation pursuant to Revised Code Section 121.22(G)(3); and
- Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment pursuant to Revised Code Section 121.22(G)(4); and
- Matters Required to be Kept Confidential Pursuant to Federal Law or State Statute pursuant to Revised Code Section 121.22(G)(5).

Vice Chair Platt moved to approve the resolution and Secretary Kejriwal seconded. The resolution was unanimously approved by a roll call vote (9,0,0).

V. RECONVENE

A. Roll Call

The Board of Trustees, at the calling of Chair Gunlock, reconvened at 2:45 p.m. Chair Gunlock asked the Secretary to call the roll and a quorum was present.

VII. RECESS

Chair Gunlock moved the Board of Trustees into recess to begin the committee meetings.

VIII. RECONVENE

A. Roll Call

The Board of Trustees, at the calling of Chair Gunlock, reconvened at 4:45 p.m. Chair Gunlock asked the Secretary to call the roll and a quorum was present.

IX. EXECUTIVE SESSION

Chair Gunlock requested the Board move into Executive Session pursuant to Revised Code Section 121.22(G). He indicated no action would be taken at the conclusion of executive session.

Secretary Palmer read the following resolution:

EXECUTIVE SESSION

RESOLUTION 24-12

RESOLVED that the Wright State University Board of Trustees agreed to hold an Executive Session on December 14, 2023; and be it further

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

- To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official pursuant to Revised Code Section 121.22(G)(1); and
- Matters Required to be Kept Confidential Pursuant to Federal Law or State Statute pursuant to Revised Code Section 121.22(G)(5).

Secretary Kejriwal moved to approve the resolution and Trustee Ebbing seconded. The motion was unanimously approved by a roll call vote (9,0,0).

X. RECONVENE

A. Roll Call

The Board of Trustees, at the calling of Chair Gunlock, reconvened at 7:15 p.m. Chair Gunlock asked the Secretary to call the roll and a quorum was present.

XI. RECESS

Chair Gunlock moved the Board of Trustees into recess to until 9:00 a.m. the following day.

XII. RECONVENE

A. Roll Call

The Board of Trustees, at the calling of Chair Gunlock, reconvened at 9:00 a.m. Chair Gunlock asked the Secretary to call the roll and a quorum was present.

B. Army ROTC

Chair Gunlock welcomed the Army ROTC program to the meeting and recognized them as they entered service in the United States Army.

C. Disposition of Previous Minutes

Vice Chair Platt moved approve the minutes of the September 14, 2023 Public Session and Secretary Kejriwal seconded. The minutes were unanimously approved by a voice vote.

XIII. APPOINTMENT OF NATIONAL TRUSTEE

Chair Gunlock stated that the Board is very fortunate to have five National Trustees that provide expertise in strategic areas of importance for the University. He noted they are all dedicated in furthering this University's progress and have selflessly provided much assistance when needed.

Chair Gunlock stated that Trustees Whiteside and Peters should be re-appointed to the Board of Trustees for a three-year term, expiring December 31, 2026. He noted that both have been invaluable to the Board of Trustees in their respective roles.

Secretary Kejriwal moved approve their appointment and Trustee Grunder seconded. Trustees Whiteside and Peters were unanimously re-appointed (9,0,0).

XIV. REPORT OF THE CHAIR

Chair Gunlock began his remarks by recognizing the Wright State leadership team for their hard work in advancing the University, by adding that when he joined the Board in 2020, he never imagined so many positive advances in such a short period of time was possible.

Chair Gunlock noted that the higher education industry is in a state of turmoil and flux nationwide,

but noted the leadership by President Sue Edwards paired with the alignment between administration and the Board of Trustees was truly special to not only Ohio but within higher education nationwide.

Chair Gunlock stated that Wright State University is the region's University with over 90% of its students coming from this community, and most importantly, remaining in the region upon graduation.

Chair Gunlock noted that now is not the time to get complacent, but rather the time to capitalize on the strong momentum as the University moves forward.

A. Reports

Chair Gunlock accepted the Advancement, Communications, Foundation, and Marketing written reports.

XV. REPORT OF THE PRESIDENT

Chair Gunlock recognized President Edwards for the report of the President.

President Edwards congratulated the successes of the students that were set to graduate at the Fall 2023 commencement. She noted the University had a very successful 2023 year with much momentum entering the following year. She indicated she would be providing a presentation towards the conclusion of the meeting.

A. Approval of Fall 2023 Graduates

President Edwards offered the Fall 2023 graduates for Board approval.

Secretary Palmer read the following resolution:

APPROVAL OF CANDIDATES FOR GRADUATION

RESOLUTION 24-13

RESOLVED that the candidates for degrees for Fall 2023 be, and hereby are confirmed and approved.

Vice Chair Platt moved to approve the resolution and Secretary Kejriwal seconded. The resolution was unanimously approved by a roll call vote (9,0,0).

B. Approval of New Hires, Appointments, Promotions, and Separations

President Edwards offered the academic and administrative appointments and changes as part of the meeting attachments to the Board of Trustees for approval.

Secretary Palmer read the following resolution:

APPROVAL OF NEW HIRES, APPOINTMENTS, PROMOTIONS, AND SEPARATIONS

RESOLUTION 24-15

RESOLVED that the academic and administrative appointments, changes, retirement, departmental reporting, resignations and terminations submitted to this meeting be, and the same hereby are approved.

Trustee Ebbing moved to approve the resolution and Secretary Kejriwal seconded. The resolution was unanimously approved by a roll call vote (9,0,0).

C. Approval of Research Contracts and Grants

President Edwards shared that Wright State University had recorded 90 awards totaling \$26,922,303 in external funding for the time period of July 1, 2023 – October 31, 2023. Recent funding received by the University included \$496,352 from the Ohio Department of Higher Education to Dr. Huma Bashir in the Human Services Department to Support Behavioral Health Services Programs for Students at Wright State University. The purpose of the grant was a multi-fold to help with the post-pandemic crisis of mental health-related issues with the students.

Secretary Palmer read the following resolution:

APPROVAL OF RESEARCH CONTRACTS AND GRANTS

RESOLUTION 24-16

RESOLVED that the research contracts and grants submitted to this meeting be, and the same hereby are approved.

Trustee Langos moved to approve the resolution and Vice Chair Platt seconded. The resolution was unanimously approved by a roll call vote (9,0,0).

XVI. REPORTS OF COMMITTEES OF THE BOARD

A. Academic and Student Affairs

Chair Gunlock asked Trustee Conway to give her report on yesterday's Academic and Student Affairs Committee meeting.

Trustee Conway noted that Provost Thomson provided a detailed report on much of the work being done to enhance the success of the students, namely in retention. Trustee Conway stated she attend a student success training where Dr. Amy Salazar was on hand and discussed the learning loss experienced during the COVID-19 pandemic. She also noted the extreme importance of the first-year seminars.

Trustee Conway noted that the committee approved two resolutions to be considered by the full board.

She offered the following resolution:

APPROVAL OF THE RAJ SOIN COLLEGE OF BUSINESS REORGANIZATION PLAN

RESOLUTION 24-17

WHEREAS, the Board of Trustees has the authority to establish, alter and abolish, and prescribe the principal functions of, major academic divisions, colleges, centers, departments, and professional schools within the University; and

WHEREAS, the President recommends merging the existing units, programs, and personnel within the Raj Soin College of Business into two units that promotes increased interdisciplinary interaction, research, and shared curriculum; and

WHEREAS, the Board has determined that the proposed organizational change is in the University's best interests; therefore, be it

RESOLVED, that the Raj Soin College of Business Reorganization Plan dated December 2023 is hereby approved; and be it further

RESOLVED, that the President, or her designee, is authorized and directed to consolidate the six existing units and personnel of the Raj Soin College of Business into two interdisciplinary units; and be it further

RESOLVED, that the President, or her designee, is authorized and directed to take and perform all lawful actions she reasonably deems appropriate to effectuate the Board's directives herein.

The resolution was unanimously approved by a roll call vote (9,0,0).

Trustee Conway read the final resolution:

APPROVAL OF THE FY 2023 AFFORDABILITY AND EFFICIENCY REPORT

RESOLUTION 24-18

WHEREAS, the Revised Code requires that all Boards of Trustees for each state institution of higher education 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 Efficiencies; Academic Processes; Policy Reforms; and Cost Savings, Redeployment of Savings, and Tangible Benefits to Students; and

WHEREAS, not later than November 3, 2023 each state institution of higher education shall submit the reports required to the Chancellor of the Ohio Department of Higher Education, pending Board of Trustees approval; therefore, be it

RESOLVED that the attached Wright State University Affordability and Efficiency Report as submitted to this meeting be, and the same hereby is endorsed; and be it further

RESOLVED, that the Board of Trustees directs the Secretary to transmit a copy of this resolution to the Chancellor of the Ohio Department of Higher Education.

The resolution was unanimously approved by a roll call vote (9,0,0).

B. Finance, Audit, Governance, and Compliance

Next, Trustee Ferris discussed the Finance, Audit, Governance, and Compliance committee, including the positive report from the finance team. She noted Fall 2023 enrollments were better than projected, having both a positive impact on the operating results and cash balances. Chair Ferris noted that while the results are better than projected, and certainly something to be celebrated, the University needs to continue the practice of exercising fiscal discipline and avoiding complacency to ensure the financial success of the University.

Trustee Ferris noted that the committee approved five resolutions to be considered by the full board.

She offered the following resolution:

APPROVAL OF EXPENDITURES

RESOLUTION 24-19

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 amount to greater than \$250,000 and up to \$500,000, requiring committee approval, or may exceed \$500,000, requiring Board of Trustees approval; therefore, be it

RESOLVED that authorization is granted for the accompanying contracts greater than \$250,000 and up to \$500,000 before the Finance, Audit, Governance, and Compliance Committee; and be it

RESOLVED that authorization is granted for the accompanying contracts exceeding \$500,000 before the Board of Trustees.

The resolution was unanimously approved by a roll call vote (9,0,0).

Trustee Ferris read the next resolution:

AUTHORIZATION FOR SETTING ACADEMIC YEAR 2024 - 2025 TUITION RATES

RESOLUTION 24-20

WHEREAS, pursuant to section 3345.48 of the Revised Code, Wright State University offers undergraduate students the "Wright Guarantee Tuition Program," under which students in the cohort are guaranteed fixed rates for tuition, housing, and dining for four years; and

WHEREAS, eligible students for the Fall Semester 2024 will be assigned to Cohort Group 7; and

WHEREAS, the change to said rates relative to the prior cohort are governed by section 3345.48 of the Revised Code; and

WHEREAS, tuition rates are also set for continuing, graduate, and professional program; and

WHEREAS, any such adjustments require prior Board approval; therefore, be it

RESOLVED that the Wright State University Board of Trustees delegates authority and discretion to the President, or her designee, to set final tuition rates, room rates, and meal plan rates, and any other charges effective Fall Semester 2024; and be it further

RESOLVED where applicable, any changes to tuition and other rates are not to exceed the amount authorized by section 3345.48 of the Revised Code; and be it further

RESOLVED that the President or her designee is authorized and directed to take and perform all other lawful actions reasonably necessary in order to effectuate the Board's directives herein.

The resolution was unanimously approved by a roll call vote (9,0,0).

Trustee Ferris read the next resolution:

AMENDING TRANSCRIPT WITHHOLDING POLICY

RESOLUTION 24-21

WHEREAS, the Board of Trustees affirmed Wright State University's withholding practice at the September 2023 meeting and recommended changes be made at the December 2023 meeting; and

WHEREAS, the University does not withhold a student's official transcript for the purpose of employment; and

WHEREAS, pursuant to section 3345.027 of the Revised Code, the University has considered (1) the extent to which ending the practice will promote the state's postsecondary education attainment and workforce goals; (2) the collection rate on overdue balances resulting from the historical practice of transcript withholding; and (3) the extent to which ending the practice will help student who disenroll from the state institution complete an education at the same state institution, or another one; and

WHEREAS, the University endeavors to promote student first policies in an effort to promote lifelong learning and student success; therefore, be it

RESOLVED that beginning July 1, 2024, the University will not withhold the official transcript after providing financial counselling to students with an outstanding balance, including notification of the status of their student account balance, balance due, and options for resolving the balance due; and be it further

RESOLVED, that the Board of Trustees directs the Secretary to transmit a copy of this resolution to the Chancellor of the Ohio Department of Higher Education.

The resolution was unanimously approved by a roll call vote (9,0,0).

Trustee Ferris read the next resolution:

AMENDING THE 457(B) DEFERRED COMPENSATION PLAN

RESOLUTION 24-22

WHEREAS, Wright State University previously adopted and currently maintains the Wright State University 457(b) Deferred Compensation Plan; and

WHEREAS, the University desires to amend the plan to provide retirement benefits to (1) permit employer contributions to the Plan and (2) permit participants to make designated Roth contributions to the Plan; and

WHEREAS, Section 10.01(a) of the Plan gives the University the authority to amend the Plan; therefore, be it

RESOLVED that the Board of Trustees hereby adopts the First Amendment to the Wright State University 457(b) Deferred Compensation Plan; and be it further

RESOLVED that the President, or her designee, is authorized and directed to take and perform all lawful actions she reasonably determines are appropriate to effectuate the amendment.

The resolution was unanimously approved by a roll call vote (9,0,0).

Trustee Ferris read the final resolution:

AMENDING THE SUPPLEMENTAL QUALIFIED RETIREMENT PLAN

RESOLUTION 24-23

WHEREAS, the Wright State University previously adopted and currently maintains the Wright State University Supplemental Qualified Retirement Plan; and

WHEREAS, the Board of Trustees desires to amend the plan to provide retirement benefits to certain eligible employees pursuant to a formula; and

WHEREAS, Section 10.01(a) of the Supplemental Qualified Retirement Plan gives the University the authority to amend the Plan; therefore, be it

RESOLVED that the Board of Trustees hereby adopts the First Amendment to the Wright State University Supplemental Qualified Retirement Plan; and be it further

RESOLVED that the President, or her designee, is authorized and directed to take and perform all lawful actions she reasonably determines are appropriate to effectuate the amendment.

The resolution was unanimously approved by a roll call vote (9,0,0).

XVII. REPORT OF THE FACULTY PRESIDENT

Chair Gunlock invited Dr. Ganapathy to provide her report.

Dr. Ganapathy delivered the Faculty Senate report and noted the changes to the Core Curriculum and addition of the first-year seminars.

XVIII. REPORT OF THE STUDENT TRUSTEES

Chair Gunlock invited student Trustees Madisyn Crabtree and Chris Jenkins to provide their report.

Trustees Crabtree and Jenkins provided an update on student life for the Fall 2023 semester.

XIX. OLD BUSINESS

Chair Gunlock indicated there was no old business before the Board of Trustees.

XX. NEW BUSINESS

Chair Gunlock stated a transformation item for Wright State University and the Dayton region was under New Business.

Chair Gunlock asked Secretary Palmer to read the resolution:

RESOLUTION SUPPORTING AN ENHANCED ACADEMIC AFFILIATION

BETWEEN WRIGHT STATE UNIVERSITY AND PREMIER HEALTH

RESOLUTION 24-24

WHEREAS, Premier is a mission-based, nonprofit healthcare organization, operating the largest comprehensive health system in service of southwest Ohio; and

WHEREAS, Wright State is a student-centered, public university located in southwest Ohio that operates the Boonshoft School of Medicine and the WSU College of Health Education and Human Services as well as other related ancillary academic programs; and

WHEREAS, the Parties established an affiliation agreement in 2021 which aligned the interests of Premier and Wright State in

- Improving the delivery of academic medicine to the region

- Enhancing the training of physicians and other healthcare professionals,
- Recruiting and retaining the next generation of healthcare providers,
- Expanding and leveraging academic research capabilities, and

WHEREAS, the Parties believe the partnership established in 2021 can be expanded and have established a joint vision to advance academic medicine, improve community health, bolster workforce and economic development and become the destination for future health professionals through offering unparalleled academic and experiential learning environments, and

WHEREAS, the Parties wish to implement the steps necessary to enhance the existing Agreement, along with other related ancillary agreements in order to establish a long-term, strategic, integrated and comprehensive relationship.

NOW, THEREFORE, be it resolved, the Parties hereby authorize the Wright State University President and the Premier Chief Executive Officer to pursue the following 5 priorities and to prepare an Amended and Restated Affiliation Agreement which will define and outline a future, more robust, operating relationship.

1. Creation of a new, integrated, inaugural, and dual reporting role, which will be jointly recruited at a national level, which will serve as the Dean of the Boonshoft School of Medicine and will also serve as the Chief Academic Officer for Premier Health.
2. Elevate Miami Valley Hospital to be formally recognized as an academic medical center, wherein education, research, and clinical care are integrated to enhance the delivery of the best possible clinical care, that uses cutting-edge technologies, resources and therapies to benefit the region.
3. Leverage existing resources, including the recent creation of the new College of Health, Education and Human Services to improve care for patients and communities in need which will assure access to a comprehensive array of medical services closer to home.
4. Expand clinical training programs at Miami Valley Hospital and pursue strategies to establish new clinical training programs at Upper Valley Medical Center and Atrium Medical Center to support clinical workforce development in medicine and allied health.

5. Grow and enhance clinical faculty and utilize existing physician practice organizations in a way that benefits clinical, research and academic outcomes based on a foundation of improving our region's community health.

RESOLVED that the Parties will initiate action on the above and will prepare an Amended and Restated Affiliation Agreement to be presented to the Parties respective Board of Trustees no later than April 30, 2024; and be it further

RESOLVED that the WSU President and Premier Chief Executive Officer, or their respective designees, are authorized and directed to take and perform all lawful actions reasonably determined to be appropriate to effectuate the directives herein.

Vice Chair Platt moved to approve the resolution and Trustee Langos seconded.

Before voting, Chair Gunlock invited President Edwards to present the proposed action.

President Edwards and Mr. Mike Riordan, CEO of Premier Health, discussed the proposed partnership between Wright State University and Premier Health.

Chair Gunlock thanked President Edwards and Mr. Mike Riordan and indicated both organizations appointed two trustees to work with the administrative teams as both entities explored this enhanced collaboration. He noted the Wright State representatives were Trustee Anuj Goyal and Trustee Bryan Bucklew because of their experience in the health care industry.

Given the significance, Chair Gunlock asked Secretary Palmer to re-read the resolution.

Chair Gunlock asked the Secretary to call the roll and the resolution was unanimously approved by a roll call vote (9,0,0).

Chair Gunlock expressed excitement for the future of the partnership between Wright State University and Premier Health. He noted a Press Conference was to follow.

XXI. ADJOURNMENT

With no further business before the Board, Trustee Langos moved to adjourn the meeting and Secretary Kejriwal seconded. The motion was unanimously approved by a roll call vote. The meeting adjourned at 10:16 a.m.