

**KENT STATE UNIVERSITY
BOARD OF TRUSTEES
March 6, 2019
Library, Urban Conference Room**

Board Members Present

Virginia Addicott
Margot James Copeland
Todd Davidson
Ralph Della Ratta, Chair
Robert Frost
Robin Kilbride
Nick Kollar
Donald Mason
Jessica Peck
Stephen Perry
Shawn Riley
Catherine Ross
Michael Solomon

KSU President's Cabinet Present

Beverly Warren, President
Karen Clarke
Todd Diacon
Paul DiCorleto
Nick Gattozzi
Shay Little
Joel Nielsen
Mary Parker
Mark Polatajko
John Rathje
Charlene Reed, University Secretary
Nathan Ritchey
Willis Walker

CALL TO ORDER AND ROLL CALL

Board Chair Ralph Della Ratta called the meeting to order at 8:03 a.m. in the Urban Conference Room. Trustee Copeland called the roll, and a quorum was present.

PROOF OF NOTICE

Chair Della Ratta stated that public notification was given pursuant to state law and university policy.

EXECUTIVE SESSION

Preceding meetings of the Board standing committees, the Board convened at 8:00 a.m. for the purposes of executive session. Chair Della Ratta announced that in accordance with Chapter 121.22, section G of the Ohio Revised Code, the Board had a need to meet in Executive Session for the purposes of: (i) considering the appointment, employment and compensation of a public employee or official [121.22(G)(1)]; (ii) considering matters of real estate for public purposes [121.22 (G)(2)]; and (iv) preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment [121.22 (G)(4)].

Trustee Riley moved, seconded by Trustee Addicott, that the Board retire into Executive Session. Board Secretary Copeland took a roll call vote of the membership. By virtue of a unanimous roll call vote, the Board adjourned into Executive Session. The session concluded at 10:08 a.m.

The Board then held meetings of the Academic Excellence and Student Success Committee, Audit and Compliance Committee, External Relations and Development Committee, and the Finance and Administration Committee. Following the committee meetings, the Board participated in a luncheon program.

APPROVAL OF THE AGENDA

The board reconvened for the business portion of the meeting at 2:35 p.m. in the Urban Conference Room of the Library. Before the consideration of the agenda, Chair Della Ratta recognized Dr. Mary Parker who was attending her first meeting as the new Vice President for Enrollment Management, after joining Kent State on January 16, 2019. He then recognized special guests Dr. Pam Grimm, Chair of Faculty Senate, and Nora Jacobs, Chair of the Kent State University Foundation Board of Directors.

Chair Della Ratta then asked if there were any additions or corrections to the agenda. Hearing no corrections or additions, the agenda was adopted by general consent.

DISPOSITION OF THE MINUTES

Chair Della Ratta then moved on to the disposition of the minutes. He asked if there were corrections to the minutes from the December 5, 2018, business meeting of the board, explaining that the minutes were located behind tab 1 in the board book. Hearing none, the minutes were approved by general consent.

REPORT OF THE CHAIR

On behalf of the board, Chair Della Ratta began by giving his heartfelt congratulations to President Warren, the faculty, staff, and students upon the university's very strong performance thus far this semester. He stated that this is really one of the strongest semesters he has seen so far in his years on the board.

The capstone of the semester and indeed the academic year will be the spring commencement exercises May 10-11. Chair Della Ratta then announced that Kent State has secured a rock star, beloved by students, as the keynote speaker for advanced degree and one university commencements – Dr. Beverly Warren. He thanked President Warren for accepting this invitation and encouraged all board members to mark their calendars to attend these important ceremonies. The university's advanced degree ceremony, in which doctoral and master's degrees will be awarded, starts at 6:00 p.m., Friday, May 10. The board's own Jessica Peck will be among the Ph.D. candidates after she successfully defends her dissertation this spring. The One University Commencement, in which undergraduates will receive their degrees and all are welcome, begins at 11:00 a.m. on Saturday, May 11, at Dix Stadium.

In closing, on behalf of the board, Chair Della Ratta expressed a few more notes of gratitude, thanking members of the May 4 community who joined trustees and executive officers for dinner the previous night at the May 4 Visitors Center. It was an incredibly moving and emotional evening, an evening that won't soon be forgotten, he observed. Guests included several individuals present on May 4, 1970, including survivors Alan Canfora and Dr. Chic Canfora who shared with the group what the May 4 resolution that the board will consider later today really means to them. Chair Della Ratta then acknowledged Dr. Canfora, who was present at the board meeting. The board was also joined by dedicated emeriti faculty members Dr. Laura Davis, who led development of the Visitors Center, and Dr. Jerry Lewis, a faculty marshal on that tragic day. Chair Della Ratta further remarked that his conversation with Dr. Lewis the previous evening was one of the more interesting discussions he has ever had, hearing what it was like to be a faculty marshal on that day. Also attending were Dr. Mark Seeman and others who wrote successful proposals for national recognition of the May 4 site, including its most recent designation as a National Historic Landmark. Chair Della Ratta then thanked Mindy Farmer, Director of the May 4 Visitors Center, for hosting the board. Over dinner attendees had a very engaged conversation about lessons learned, and what we together can do to continue to advance this vital legacy. He said he looks forward to discussion on the proposed resolution under new business.

Chair Della Ratta also thanked Dr. Michael Lehman and a dozen faculty, students and staff who attended the board luncheon that day, all of whom are a part of Kent State's brain health initiative led by Dr. Lehman. As trustees and executive officers heard about the distinctiveness of Kent State's programs and the effort of our talented researchers, it was clear that innovation and academe are alive and well, and there is a remarkable center of excellence here in Kent, Ohio. It will be exciting to see how this critical research initiative progresses in the years to come, he said.

Chair Della Ratta concluded his remarks and called on President Warren to give her report.

REPORT OF THE PRESIDENT

President Warren thanked Chair Della Ratta for his introduction. She remarked that this would be the next-to-last time that she begins a President's Report, and she thought today would be really interesting to have a report that really starts thinking about the transition to a new president for Kent State. She acknowledged that the board was integral in developing the Presidential Profile from which the board will find that special person who will be the next leader of Kent State. The profile listed opportunities and expectations for the next president. She noted that as the university community gained excitement around what we are doing at Kent State, we have been laser-focused on our Strategic Roadmap. The roadmap really encourages us to think boldly and aspirationally, to break the mold and shape the world. Within that profile for the next president, it was noted that we must continue to have a deep and unwavering commitment to student success. We call that the "students first commitment" here at Kent State, she stressed. President Warren shared that she remembered talking with Trustee Perry in 2014 about why students first, and that she thinks that mantra allows us to think, in every decision that we make,

how does it have an impact on student success and student development? She said the faculty and staff, the board and the administration have been very intentional in ensuring that Kent State has a group of diverse students who can learn from one another and that the university recruits students who have the talent to reach the finish line to a college degree. It is our obligation to help every student find that passion and meet the goals that they set out, whatever that degree might be, she said. President Warren then referred to the displayed slide, stating that Kent State is highly successful and nationally distinctive in student success initiatives. The university has awarded a record number of baccalaureate degrees, particularly in the last academic year and have seen its graduation rates steadily climb, particularly four-year graduation rates. She remarked that she and Provost Todd Diacon have said that they set the goal of 85/65 – an 85% first-year retention rate and a 65% six-year graduation rate. She thanked the provost for all of the initiatives he and his team have put into place demonstrating how we support students to the finish line of their college degree. President Warren went on to say that these initiatives don't occur in isolation and she thinks the provost would be the first to say that putting students first is a combined effort all across our university system and we are so, so very proud of that.

President Warren next stated that our conception of student success also means being driven by purpose and how students use that sense of purpose to move out into the world in purposeful ways. She remarked that she has shared with the board on many occasions that employers in the region and beyond say they want Kent State graduates. The university's graduates are hard workers, they're not entitled, they are not looking at the next step, they want to do well in the job and the opportunity they have been given, she commented. Kent State students are highly sought for high-demand jobs. She shared Kent State's work with JobsOhio, a non-profit organization that receives funding from the governor's office to look at economic development opportunities throughout all of Ohio, and the Northeast Ohio partner, Team NEO. Jobs Ohio has delivered a report about Ohio's talent gap in major high-demand fields, she stated, indicating there are close to 40,000 jobs going unfilled because the talent is not there to fill the jobs in information technology, healthcare and STEM, and manufacturing. JobsOhio also looked at the state's universities to see how they are contributing to these high-demand fields in the talent gap areas. She then shared a slide stated that Kent State University ranked third in Ohio in terms of the production of STEM degrees from 2012 to 2017. Kent State is producing more graduates at a higher percentage rate over that five-year period studied than any other university in the state. President Warren noted another example of that leadership in high-demand fields is Kent State's work in the area of computer science degree growth. Kent State leads the state in the number of computer science degree completions in that five-year period and awarded significantly more degrees during that time than any other university in the state. She further remarked that it is time that Kent State shares the great opportunity that is here for students in some of the highest demand jobs not only in Ohio but also throughout the country. The university also is making progress in the manufacturing and advanced materials world, she noted. Kent State now offers degrees in aerospace engineering, mechatronics engineering, an applied engineering bachelor's degree as well as an applied engineering technology associate degree. Kent State's next president has the wonderful opportunity to think about how do we make these facts more known and how do we recruit more students who understand that a life of purpose can be a life of purpose with jobs in high-demand areas.

President Warren then noted that one of the second factors mentioned in the profile was to enhance academic excellence and build research. These priorities are a cornerstone of the roadmap, and Kent State certainly has excellence among its faculty in so many areas that are broad based, from the humanities and the arts, to sciences and technology. She noted that trustees just heard at lunch that the effort in the fields of brain health are so varied in nature. She commented that when a poet and sociologist can team up with an endocrinologist and make meaning out of brain health, we are on to something. When a young aspiring undergraduate matches up with a world-renowned scientist, that is life changing, according to Dr. Warren, which demonstrates what is so unique and distinctive about Kent State. She explained that one of the university's goals is doubling its research expenditures as measured by the National Science Foundation, which is the national benchmark for research. When the roadmap was developed, Kent State stood at about \$24 million that is now \$42 million, indicating that we are well on our way to the doubling of NSF research expenditures here at Kent State. At this time, total extramural awards are up 18% and total research awards are up 37%, according to Dr. Warren. Extramural awards encompass total research as well as educational awards *and* other kinds of expenditures that come to the university beyond the typical federally funded research.

President Warren spoke of how the university prioritized its investments in top priorities during the five years of the Strategic Roadmap. Certainly, top of mind has been how to support strategic enrollment growth. She expressed delight that Vice President Dr. Parker has joined Kent State and is helping craft a new way of not only looking at enrollment management, but how the university strategically uses data to inform decisions on enrolling students who have the opportunity to experience a Kent State education. She went on to say that this is not only about recruiting the freshman class, as Dr. Parker presented to the Academic Excellence and Student Success committee, but it is also about the holistic approach to the freshman class transfers, international students, and graduate students. She remarked that while the university must be laser-focused in meeting its freshman class enrollment goals, it is also about keeping pace in terms of the total enrollment of the university. Part of the challenge is actually a great student success message – as the university's five-, four- and six-year graduation rates rise and students graduate in less time – it impacts the total enrollment. Other measures of stabilizing the total enrollment include expanding online education, enrolling more transfer students who enter in the upper-level divisions, and curbing the decline in international enrollment.

She stated that certainly as we are thinking about Kent State being fiscally stable and sound there is no more important time for a comprehensive campaign than right now. The university has made a commitment to student success, with the audacious goal of raising \$100 million for this priority. Scholarships for our students are essential, as Kent State enrolls a diverse student body, about 30% of whom have the greatest financial need as indicated by their eligibility for federal Pell grants. Kent State must recraft its scholarship agenda to make sure that students with the greatest need have the help they need to get across the finish line, she said.

President Warren then noted that the university has been climbing steadily in total dollars raised at this early phase of the comprehensive campaign, which will be the largest in Kent State's history. The university has had had a record fundraising the last two years, she said. She concluded with the observation that Kent State is on a continuing rising trajectory, and is the

only public university in Northeast Ohio to be ranked in the top tier of best national universities. President Warren concluded her report, stating that Kent State is a university thriving and on the rise and she can't help but think that these data points and this strong board will recruit the next leader who will take this university to incredible heights.

PERSONNEL ACTIONS

Chair Della Ratta thanked President Warren for her report and called on her to present the personnel actions.

Dr. Warren called on Executive Vice President and Provost Todd Diacon to present the academic personnel actions. He noted that the personnel actions behind tab 2 were routine in nature and then noted the recommendation of emeritus status for Robert Logan, a long-serving faculty member at the Kent State University at Salem campus.

President Warren next called on Senior Vice President Mark Polatajko to present the non-academic personnel actions. He stated that the non-academic personnel actions stood as written and all matters were customary and routine.

ACTION: There were no objections to placing personnel actions on the consent agenda.

COMMITTEE REPORTS

Chair Della Ratta then moved to the committee reports and noted that committee recommendations would be placed on the consent agenda and acted upon in one motion, unless any trustee wished to remove an item for further discussion. He further explained that at the end of each committee report he will ask if any trustee wishes to remove an item on the consent agenda for further discussion. If there are no objections the resolutions will be added to the consent agenda by general consent.

Chair Della Ratta then called on Committee Chair Robin Kilbride to present the report of the External Relations and Development Committee.

EXTERNAL RELATIONS AND DEVELOPMENT COMMITTEE

Committee Chair Kilbride reported that the External Relations and Development Committee met that afternoon to receive updates on brand and Kent Gateway Plan communication strategies, government relations, and campaign planning and fundraising.

Trustee Kilbride stated that Senior Vice President of Strategic Communications and External Affairs Karen Clarke shared with the committee the strategy and goals behind the spring 2019 marketing and communications campaign. Kent State is sharpening its marketing communications by highlighting education and degree programs that have a bright future in Ohio, strengthening and expanding corporate partnerships to create seamless career pathways for our students and articulating Kent State's commitment to student success beyond graduation, she

reported. Additionally, Senior Vice President Clarke discussed and provided examples of how university communications are evolving and shifting from *Discover Your Purpose* to stress the benefit of how purpose can define and illuminate one's future.

Trustee Kilbride next stated that Executive Director of Government and Community and Relations Nick Gattozzi provided the committee with a Capital Square update including legislative priorities for Kent State University and the Inter-University Council. Executive Director Gattozzi additionally briefed the committee on recently announced leadership appointments within the Ohio General Assembly and discussed university outreach efforts including meetings with legislators, staff and administrative agencies.

Trustee Kilbride next stated that following this report, the committee received an update on current fundraising results from Vice President of Institutional Advancement Steve Sokany. Even though year-to-date fundraising totals as of February 19 were roughly \$1.3 million less than last year at that time, Vice President Sokany reported that the gift pipeline continues to be robust. Trustee Kilbride wanted to make sure to include that Vice President Sokany received an updated report as of that morning, March 6, showing that the university has closed the gap and now is on par in attainment with last fiscal year.

Trustee Kilbride concluded the External Relations and Development Committee report.

Chair Della Ratta then called on Committee Chair Margot Copeland to present the report of the Academic Excellence and Student Success Committee.

ACADMEIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE

Committee Chair Margot Copeland stated that the Academic Excellence and Student Success Committee met earlier that day. Academic personnel items behind Tab 2 were routine in nature.

CONFERRAL OF DEGREES, FALL 2018

Trustee Copeland then reported that the committee recommended the conferral of 2,727 degrees completed during the fall of 2018.

Resolution 2019-1

CONFERRAL OF DEGREES FALL 2018

WHEREAS, Section 3341.05 of The Revised Code of Ohio provides that "...On the recommendation of the (KSU) faculty, the (KSU) Board of Trustees may confer such honorary and academic degrees as are customarily conferred by colleges and universities in the United States..."; and

WHEREAS, the faculties, deans and directors of Kent State University's colleges and schools recommend that appropriate degrees be conferred on those Kent State students who completed – during the period August 19, 2018, to December 15, 2018 – the various requirements of the respective programs of study they pursued; and

WHEREAS, the university has recognized completion of said programs of study by awarding diplomas as appropriate at a suitable time, during the period cited, upon such persons listed in the accompanying Summary of Candidates for Degrees; now, therefore,

BE IT RESOLVED that the Kent State University Board of Trustees hereby confirms the conferral of their respective degrees upon those persons who have been officially recorded by the Kent State University Registrar as having completed the requirements during said period August 19, 2018, to December 15, 2018.

*ENDORSEMENT OF UNIVERSITY RESPONSE TO STATE BUDGET LEGISLATION
RELATED TO REMEDIATION OF STUDENTS*

Trustee Copeland then reported that the committee recommended the board's endorsement of the university's response to state budget legislation related to mediation of students.

Resolution 2019-2

**ENDORSEMENT OF UNIVERSITY RESPONSE TO STATE BUDGET
LEGISLATION RELATED TO REMEDIATION OF STUDENTS**

WHEREAS, Kent State University is committed to advancing student success while keeping true to its mission of providing an accessible education for the citizens of Ohio and beyond; and

WHEREAS, throughout the State of Ohio budget deliberations for fiscal years 2018 and 2019, policymakers and university leaders alike were committed to assisting Ohio students and families in accessing a college education; and

WHEREAS, the Ohio General Assembly ultimately passed House Bill 49 that requires the boards of trustees of public universities to issue a report regarding the remediation of students and submit it yearly to the Chancellor of the Ohio Department of Higher Education and Superintendent of Public Instruction; and

WHEREAS, consistent with that requirement, the university administration has conducted a yearly review of remediation of students; and

WHEREAS, results of this review indicate a significant decline in the number of Kent State freshmen placed into remedial coursework, resulting in a reduction of costs of remedial coursework to the university, students, and the State of Ohio; and

WHEREAS, the 2018 University Remediation Report carries the endorsement of the President and the Provost; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby endorses the 2018 University Remediation Report and its submission to the Chancellor of the Ohio Department of Higher Education and the Superintendent of Public Instruction.

Additionally, Trustee Copeland presented that the committee recommended five curricular actions found behind tabs 6 through 10 for approval by the board, to become effective in the upcoming academic year. This included the recommendation to establish two new majors in the areas of aviation management and logistics and interprofessional leadership within Kent State's first Doctor of Education degree.

*ESTABLISHMENT OF THE AVIATION MANAGEMENT AND LOGISTICS MAJOR
WITHIN THE MASTER OF SCIENCE DEGREE*

The first curricular action item presented by Trustee Copeland was the establishment of the Aviation Management and Logistics major within the Master of Science degree.

Resolution 2019-3

**ESTABLISHMENT OF THE AVIATION MANAGEMENT AND LOGISTICS
MAJOR
WITHIN THE MASTER OF SCIENCE DEGREE**

WHEREAS, the College of Aeronautics and Engineering requests the establishment of the Aviation Management and Logistics major within the Master of Science degree; and

WHEREAS, internet shopping has revolutionized and placed high demands on product delivery, with the International Air Transportation Association forecasting world air traffic will double to 7.8 billion trips annually by 2036; and

WHEREAS, Ohio ranks eighth in the nation for employment in aerospace and defense industries that make extensive use of management and logistics; and

WHEREAS, the proposed advanced degree program will prepare graduates for employment as logistics managers in aviation organizations; and

WHEREAS, the program has been designed to meet Aviation Accreditation Board International (AABI) standards; and

WHEREAS, of the 34 national AABI-accredited programs, only two universities offer graduate programs, with neither addressing management or logistical functions of airline or air cargo organizations; and

WHEREAS, the Aviation Management and Logistics major within the Master of Science degree will be offered in an accelerated online delivery to meet the needs of working professionals; and

WHEREAS, the proposed establishment of the Aviation Management and Logistics major within the Master of Science degree has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Aviation Management and Logistics major within the Master of Science, effective Fall 2019, pending approval of the Ohio Department of Higher Education.

The next curricular action item presented by Trustee Copeland was the establishment of the Interprofessional Leadership major within the Doctor of Education degree.

*ESTABLISHMENT OF THE INTERPROFESSIONAL LEADERSHIP MAJOR
WITHIN THE DOCTOR OF EDUCATION DEGREE*

Resolution 2019-4

**ESTABLISHMENT OF THE INTERPROFESSIONAL LEADERSHIP MAJOR
WITHIN THE DOCTOR OF EDUCATION DEGREE**

WHEREAS, the College of Education, Health and Human Services requests the establishment of the Interprofessional Leadership major within the Doctor of Education degree; and

WHEREAS, if approved, this will be Kent State University's first Doctor of Education (Ed.D.) degree; and

WHEREAS, the proposed program is designed for practicing leaders, many within the field of education, who desire to distinguish themselves from master's-prepared graduates through an advanced degree in the study of leadership; and

WHEREAS, the Interprofessional Leadership major within the Doctor of Education degree will be offered in an accelerated online delivery to meet the needs of working professionals; and

WHEREAS, the proposed program will be administered primarily with existing faculty, courses, resources, and facilities with the expectation that the program will be financially self-sufficient from the onset; and

WHEREAS, the proposed establishment of the Interprofessional Leadership major within the Doctor of Education degree has been reviewed and approved by the appropriate school and college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Interprofessional Leadership major within the Doctor of Education degree, effective Fall 2019, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

Finally, Trustee Copeland presented the committee's recommended revision of the names of two majors and revising the name of the Regional College to the College of Applied and Technical Studies.

REVISION IN NAME OF THE FRENCH LITERATURE, CULTURE AND TRANSLATION MAJOR TO THE FRENCH MAJOR WITHIN THE BACHELOR OF ARTS DEGREE

Resolution 2019-5

REVISION IN NAME OF THE FRENCH LITERATURE, CULTURE AND TRANSLATION MAJOR TO THE FRENCH MAJOR WITHIN THE BACHELOR OF ARTS DEGREE

WHEREAS, the College of Arts and Sciences seeks approval to revise the name of the French Literature, Culture and Translation major to the French major within the Bachelor of Arts degree; and

WHEREAS, prior to 2012, the Department of Modern and Classical Language Studies offered two options for students – a French major within the Bachelor of Arts degree and a French Translation major within the Bachelor of Science degree; and

WHEREAS, these two programs were combined into the French Literature, Culture and Translation major within the Bachelor of Arts degree in Fall 2012, with admission to the undergraduate translation major suspended; and

WHEREAS, since then, the translation program has been revised and admissions to the program reopened, eliminating the need to incorporate translation courses in the French major; and

WHEREAS, revising the name of the major will distinguish the Bachelor of Arts program from the reactivated and revised translation major within the Bachelor of Science degree; and

WHEREAS, the proposed name better reflects the broad range of courses offered in the Bachelor of Arts degree and will clearly differentiate the two programs; and

WHEREAS, the proposed name revision has been reviewed and approved by the appropriate school and college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the revision in name of the French Literature, Culture and Translation major to the French major within the Bachelor of Arts degree, effective Fall 2019.

REVISION IN NAME OF THE HEALTH CARE DESIGN MAJOR WITHIN THE MASTER OF HEALTH CARE DESIGN DEGREE TO THE HEALTHCARE DESIGN MAJOR WITHIN THE MASTER OF HEALTHCARE DESIGN DEGREE

Resolution 2019-6

REVISION IN NAME OF THE HEALTH CARE DESIGN MAJOR WITHIN THE MASTER OF HEALTH CARE DESIGN DEGREE TO THE HEALTHCARE DESIGN MAJOR WITHIN THE MASTER OF HEALTHCARE DESIGN DEGREE

WHEREAS, the College of Architecture and Environmental Design seeks approval of a revision in name of the Master of Health Care Design major within the Master of Health Care Design degree to the Master of Healthcare Design major within the Master of Healthcare Design degree; and

WHEREAS, the Master of Health Care Design program was established in 2013 as a post-professional program focusing on the design and performance of healthcare environments; and

WHEREAS, courses from the colleges of Architecture and Environmental Design, Public Health, and Nursing comprise the program designed for professionals who

want a deeper understanding of healthcare design and other drivers of healthcare innovation; and

WHEREAS, the proposed name removes the space between “health” and “care” to consider healthcare as one word, a noun that is more universally used and consistent with research literature in the field of environmental design; and

WHEREAS, the proposed name revision has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council and the Faculty Senate, and carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the revision in name of the Health Care Design major within the Master of Health Care Design degree to the Healthcare Design major within the Master of Healthcare Design degree, effective Fall 2019.

REVISION IN NAME OF THE REGIONAL COLLEGE TO THE COLLEGE OF APPLIED AND TECHNICAL STUDIES

Resolution 2019-7

**REVISION IN NAME OF THE REGIONAL COLLEGE
TO THE COLLEGE OF APPLIED AND TECHNICAL STUDIES**

WHEREAS, the Regional College requests a revision in name to the College of Applied and Technical Studies; and

WHEREAS, the Regional College was established in 2010 as the administrative home for programs and associated curriculum unique to the regional campuses; and

WHEREAS, the Regional College now is the second largest college at Kent State University, with nearly 6,200 students; and

WHEREAS, these students are enrolled in bachelor’s and associate degree majors, minors and undergraduate certificates in applied and technical programs; and

WHEREAS, the current name causes confusion between the Regional College and the regional campuses; and

WHEREAS, the proposed name alleviates this confusion by differentiating the “college” from the “campuses” and better describes the college, its faculty and programs to potential students and employers; and

WHEREAS, the proposed revision in name of the Regional College to the College of Applied and Technical Studies was reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council and the Faculty Senate, and carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees approves the revision in name of the Regional College to the College of Applied and Technical Studies, effective July 1, 2019.

Trustee Copeland asked that the above recommended items be included on the consent agenda.

With that Trustee Copeland concluded the Academic Excellence and Student Success Committee report.

ACTION: There were no objections to placing the management decision items on the consent agenda.

Chair Della Ratta then called on Committee Chair Stephen Perry to present the report of the Audit and Compliance Committee.

AUDIT AND COMPLIANCE COMMITTEE

Committee Chair Perry reported that the Audit and Compliance Committee met that morning and started by having Senior Vice President of Finance and Administration Mark Polatajko call upon Rob Rose and Sadie Mayle of Plante & Moran, the university's external auditors, to present the activities that they will be carrying out as part of the university's fiscal year 2019 audit. He stated that they gave a very comprehensive report.

Trustee Perry then noted the second quarter internal audit report by Director of Internal Audit Jo Ann Gustafson. He was pleased to report there were no significant deficiencies or findings.

Trustee Perry remarked that the committee received an excellent report presented by Vice President of Research and Sponsored Programs Paul DiCorleto and Director of the Office of Research Compliance Kevin McQuery. They reviewed how Kent State assures research compliance with federal and state regulations as well as university policy and practices. In addition, they reviewed key topic areas such as the effort to protect or comply with regulations protecting human research subjects and the welfare of research animals. They also discuss compliance rules for avoiding any kind of conflicts of interest between researchers and the outside world. Vice President DiCorleto was very forceful in stressing that Kent State has a very, very strong compliance program as it relates to federal and state regulations in that area, and that these programs are part of the university's broad-based efforts to achieve national distinction of its research programs.

Trustee Perry concluded the Audit and Compliance Committee report.

Chair Della Ratta then called on Committee Chair Shawn Riley to present the report of the Finance and Administration Committee.

FINANCE AND ADMINISTRATION COMMITTEE

Committee Chair Riley reported that the Finance and Administration Committee met earlier that day and discussed a handful of topics. The committee recommended approval of the following six items for inclusion for the consent agenda.

Trustee Riley first presented a proposed resolution that seeks approval to increase tuition by 3% at the College of Podiatric Medicine for the 2019-2020 academic year.

APPROVAL OF TUITION AND FEES, COLLEGE OF PODIATRIC MEDICINE 2019-2020 ACADEMIC YEAR

Trustee Riley noted that the College of Podiatric Medicine operates on a different academic year than the rest of the university, as third and fourth year students begin their new academic year in May. Approval of the 2019-2020 tuition and fees schedule was recommended at this time so billing can occur in April, he said. Professional tuition and fees are not subject to state tuition caps and the College of Podiatric Medicine receives no state instructional support at this time, it was noted. Even with the proposed increase, the college's ranking relative to the tuition charged by other podiatric medicine colleges in the nation is expected to remain at fourth of the nine colleges nationally.

Resolution 2019-8

APPROVAL OF TUITION AND FEES COLLEGE OF PODIATRIC MEDICINE 2019-2020 ACADEMIC YEAR

WHEREAS, the Board of Trustees is responsible for approving fees for instruction and other education services and also is authorized to establish special purpose fees and charges for services and benefits provided to students; and

WHEREAS, the College of Podiatric Medicine (KSUCPM) operates under a different academic calendar than the rest of the university and billing for fall semester occurs in the spring prior to the next Board of Trustees meeting; and

WHEREAS, tuition for KSUCPM is not subject to the tuition increase limitations set forth in the State's budget bill; and

WHEREAS, additional resources are needed in a number of areas to preserve academic program quality and services to students and to repair and maintain academic facilities; and

WHEREAS, proposed changes to KSUCPM tuition and fees have been reviewed extensively by university staff including executive officers, to ensure that all are in the appropriate amounts and are necessary to protect program quality; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the attached schedule of proposed fee changes to be effective for the 2019-20 academic year.

AUTHORIZATION TO REFINANCE GENERAL RECEIPTS BONDS, SERIES 2009B

Trustee Riley next presented a proposed resolution seeking approval to refinance a portion of the university's outstanding series 2009b general receipts bonds in order to capture savings on future debt service payments. As of this time, it is anticipated that market conditions would continue to be favorable by the time the refinancing can be completed in April, he observed.

Resolution 2019-9

**AUTHORIZATION TO REFINANCE
GENERAL RECEIPTS BONDS, SERIES 2009B**

WHEREAS, the University has a certain series of General Receipts Bonds issued in 2009 and outstanding in the principal amount of \$33,500,000 (as more specifically described in Section 1 below, the "Outstanding Bonds"); and

WHEREAS, the administration of the University seeks authority to refinance all or a portion of the Outstanding Bonds if it is determined that such action will enable the University to obtain debt service savings or otherwise to be in the best interests of the University; and

WHEREAS, the Board of Trustees has determined to authorize the Authorized Officers (as defined in Section 1 below) of the University to take such actions with respect to the Outstanding Bonds as provided in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE KENT STATE UNIVERSITY BOARD OF TRUSTEES, as follows:

Section 1. Definitions and Interpretations. The following terms used in the foregoing recitals and in this Resolution shall have the following meanings:

"Act" means Sections 3345.11 and 3345.12 of the Ohio Revised Code, and Sections 9.98 through 9.983 of the Ohio Revised Code made applicable by Section 3345.12(B) of the Ohio Revised Code, as the same may be amended, modified, revised, supplemented, or superseded from time to time, provided that no further action by the General Assembly shall alter the obligation of the University to pay the Bond Service Charges in the amount and manner, at the times, and from the sources provided in this Resolution, the Trust Agreement and the applicable

Supplemental Trust Agreement, except as otherwise permitted in the Bond Proceedings.

“Authorized Denominations” means the denominations for each series of Bonds as set forth in the Certificate of Award relating to that series of Bonds.

“Authorized Officers” means any officer or employee of the University authorized by or pursuant to the Act to perform the particular act or sign the particular document, and if there is no specific authorization, means the Fiscal Officer acting together with any one of the following officers or employees of the University: the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Chair of the Finance and Administration Committee of the Board of Trustees or the President.

“Board” means the Board of Trustees of the University.

“Bond Proceedings” means the Trust Agreement, the applicable Supplemental Trust Agreement, the applicable Certificate of Award, this Resolution and any Credit Support Instrument for the applicable series of Bonds, and any amendments of and supplements to or any combination of them, authorizing or providing for the terms and conditions and agreements applicable to, or providing for the security for, liquidity or sale of, or the terms contained in, the Bonds.

“Bond Purchase Agreement” means any Bond Purchase Agreement between the Original Purchaser and the University relating to the sale and purchase of the Bonds.

“Bond Registrar” means the person that keeps and maintains the Register for the applicable Bonds, which shall be the Trustee except as may otherwise be provided pursuant to any Supplemental Trust Agreement.

“Bond Reserve Requirement” or “Required Reserve” means as to any series of Bonds, an amount, if any, determined by the Fiscal Officer, in consultation with the Financial Advisor, to be financially advantageous to and in the best interest of the University to set aside as a reserve to secure a series of Bonds, which amount shall be set forth in the Certificate of Award for the related series of Bonds; provided that such Bond Reserve Requirement shall be subject to any applicable requirements of the Code.

“Bond Service Account” means the account, so designated, in the Bond Service Fund further described in Article V of the Trust Agreement.

“Bond Service Reserve Account” means the Account so designated in the Bond Service Fund further described in Article V of the Trust Agreement and which may or may not be funded as to any series of Bonds as provided in the applicable Certificate of Award and Supplemental Trust Agreement.

“Bond Service Charges” means the principal (as payable at stated maturity, or by acceleration or otherwise), interest and any redemption premium required to be paid by the University on the Bonds, and includes any Mandatory Sinking Fund Requirements.

“Bonds” as used in this Resolution and notwithstanding the different meaning given in the Trust Agreement, means the General Receipts Bonds authorized by this Resolution which may be issued in one or more series; provided that the term “Bonds” shall have the meaning given to that term in the Trust Agreement if the context clearly indicates that the term shall have such meaning.

“Book-Entry Form” or “book-entry system” means a form or system under which physical Bond certificates in fully registered form are issued only to a Securities Depository or its nominee as Registered Owner, with the certificated Bonds held by and immobilized in the custody of the Securities Depository or its agent, and the book-entry system, maintained by and the responsibility of others than the University or Trustee, is the record that identifies, and records the transfer of the interests of, the owners of book-entry interests in those Bonds.

“Certificate of Award” means collectively the Certificates of Award authorized by Section 5, setting forth and determining certain terms and other matters pertaining to the Bonds and their issuance, sale and delivery, consistent with this Resolution.

“Code” means the Internal Revenue Code of 1986, the regulations (whether proposed, temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of or successor provisions to the foregoing, and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes that section and those applicable regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Credit Support Instrument” means an insurance policy, surety bond, letter of credit, standby bond purchase agreement or other credit enhancement, support or liquidity device used to enhance or provide for the security or liquidity of the Outstanding Bonds or any Bonds.

“Direct Obligations” means direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the U.S. Department of the Treasury), or obligations of any agency, corporation or public body that is controlled or supervised by and acting as an instrumentality of the United States of America, the timely payment of the principal of and interest on which is fully guaranteed by the United States of America, provided that the full faith and credit of the United States of America is pledged to any such direct obligations or guarantee.

“Eligible Investments” means Eligible Investments as defined generally or for a particular purpose in the Trust Agreement or applicable Supplemental Trust Agreement.

“Financial Advisor” means the firm, if any, serving as financial advisor to the University, presently PFM Financial Advisors LLC.

“Fiscal Officer” means the Senior Vice President for Finance and Administration of the University or such other officer of the University as may be designated by the Board as the chief fiscal officer of the University and also means,

as an alternate, the Senior Associate Vice President for Finance and Administration of the University, and in each case includes the person serving as the acting or interim officer in such position.

“Fiscal Year” means a period of 12 consecutive months commencing on the first day of July of any year and ending on the last day of June of the following year, or, as to be evidenced for purposes of the Bond Proceedings by a certificate of the Fiscal Officer filed with the Trustee, such other consecutive 12-month period as may hereafter be established as the University’s fiscal year.

“General Receipts” shall have the meaning provided in the Trust Agreement.

“Interest Payment Dates” means the dates provided in the applicable Certificate of Award for a series of Bonds.

“Mandatory Redemption Obligation” or “Mandatory Redemption” or “Mandatory Sinking Fund Redemption” means mandatory prior redemption of Bonds pursuant to Mandatory Sinking Fund Requirements.

“Mandatory Sinking Fund Requirements” means amounts required by the Bond Proceedings to be deposited to the Bond Service Account in any Fiscal Year for the purpose, as provided in the Bond Proceedings, of retiring, at their stated maturities or by Mandatory Redemption or other prior retirement, principal of Bonds or of paying interest or interest equivalent on Bonds, which by the terms of the Bonds are due and payable in any subsequent Fiscal Year.

“Original Purchaser” means the firm or firms selected by the Fiscal Officer to underwrite an offering of one or more series of Bonds as provided in Section 5; provided that such firm or firms shall be any or a combination of PNC Capital Markets LLC, Loop Capital Markets LLC, and any other firm listed in The Bond Buyer’s Municipal Marketplace Directory known as the “Redbook.”

“Outstanding Bonds,” as used in this Resolution, means the outstanding portions of the University’s General Receipts Bonds, Series 2009B, dated October 7, 2009, issued in the original principal amount of \$214,910,000, and previously partially refunded by the University’s General Receipts Bonds, Series 2016.

“President” means the President of the University.

“Principal Payment Dates” means the dates on which principal is stated to be payable on the Bonds at stated maturity or pursuant to Mandatory Sinking Fund Requirements and Mandatory Redemption Obligations, as provided for each series of Bonds in the Bond Proceedings for that series.

“Refunded Bonds” means the certain maturities or portions of certain maturities of the Outstanding Bonds determined by the Fiscal Officer in the Certificate of Award for the applicable series of Bonds to be refunded with proceeds of the Bonds and any other funds available to the University.

“Register” means the books kept and maintained by the Trustee, as Bond Registrar pursuant to the Bond Proceedings, for the registration, exchange and transfer of Bonds.

“Registered Bonds” means fully registered Bonds registered as to both principal and interest in the name of the owner or holder, including Bonds issued under a book-entry system.

“Registered Owner” means the person in whose name a Bond is registered on the Register maintained by the Trustee as bond registrar.

“Resolution” or “this Resolution” means this Resolution authorizing the issuance and sale of the Bonds in one or more series on the same or different dates, and including the applicable Certificate of Award for the series.

“Securities Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book-entry system to record ownership and effect transfers of book-entry interests in bonds, and includes and means initially The Depository Trust Company (a limited-purpose trust company), New York, New York, and as applicable or as the context may require, its nominee.

“Special Funds” or “Special Funds and Accounts” means the Bond Service Fund and accounts in that fund, and any fund or account established under and identified as a Special Fund or Account in the Trust Agreement or a Supplemental Trust Agreement.

“State” means the State of Ohio.

“Supplemental Trust Agreement” means, with respect to each series of Bonds, the applicable Supplemental Trust Agreement between the University and the Trustee authorized by this Resolution.

“Taxable Bonds” means a series of Bonds that are obligations, the interest on which is included in gross income for federal income tax purposes.

“Tax-Exempt Bonds” means a series of Bonds that are obligations, the interest on which is excluded from gross income for federal income tax purposes.

“Term Bonds” means those Bonds, if any, designated as such and maturing on the date or dates set forth in the Bond Proceedings, bearing interest payable on each Interest Payment Date, and subject to Mandatory Redemption pursuant to Mandatory Sinking Fund Requirements.

“Trust Agreement” means the Amended and Restated Trust Agreement (Sixteenth Supplemental Trust Agreement) dated June 21, 2010, between the University and the Trustee, as may be amended and supplemented from time to time, securing all General Receipts Bonds of the University issued and outstanding from time to time, including the Outstanding Bonds.

“Trustee” means the bank, trust company or national banking association authorized to exercise corporate trust powers in the State and having a corporate

trust office in the State at which trustee and bond registrar functions will be carried out, as selected by the Fiscal Officer, as trustee under the Trust Agreement and Supplemental Trust Agreements, and any successor trustee pursuant to the Trust Agreement, presently The Huntington National Bank.

“University” means Kent State University established and existing under Chapter 3341 of the Ohio Revised Code, and every part and component thereof as from time to time existing, and when the context admits, includes its Board of Trustees.

Unless the context otherwise indicates, words importing the singular number include the plural number, and vice versa, and the terms “hereof,” “herein,” “hereby,” “hereto,” “hereunder,” and similar terms, mean this Resolution and the applicable Supplemental Trust Agreement authorized by this Resolution. References to sections, unless otherwise stated, are to sections of this Resolution.

Section 2. Authority and Security. This Resolution is adopted under authority of the Constitution of the State (particularly Section 2i of Article VIII) and the Act. The Bonds are to be issued and secured under the Trust Agreement, as supplemented by the applicable Supplemental Trust Agreement.

There is hereby pledged, in priority to all other expenses, claims and payments, to the security of the Bonds and for the payment of the Bond Service Charges and for establishment and maintenance of any Bond Reserve Requirement, the gross amount of General Receipts and the Bond Service Fund as provided in the Trust Agreement. In accordance with the Act, all the General Receipts are immediately subject to the lien of the pledge upon receipt thereof by the University and that pledge creates a perfected security interest without necessity for prior separation, physical delivery, filing or recording or further act.

The Bonds shall be special obligations of the University. To the extent provided in and except as otherwise permitted by the Trust Agreement, the Bond Service Charges shall be payable equally and ratably solely from the General Receipts and the Special Funds, and the payment of Bond Service Charges on the Bonds shall be secured (i) by the Trust Agreement and (ii) by a pledge and assignment of and a lien on the General Receipts and the Special Funds. However, any pledge or assignment of or lien on any fund, account, General Receipts, money or other intangible property not in the custody of the Trustee shall be valid and enforceable only to the extent permitted by law.

Nothing in the Trust Agreement shall prevent payment of Bond Service Charges on one series of Bonds from being otherwise secured and protected from sources or by property, funds, and instruments not applicable to another series of Bonds. Without limiting the generality of the foregoing, nothing in the Trust Agreement shall prevent the University from providing a Credit Support Instrument pledged or relating to the payment of Bond Service Charges on any one or more series or part of a series of Bonds, and not on other Bonds.

The Bonds shall not constitute a general obligation debt or full faith and credit pledge of the University or the State; the general resources of the University shall not be required to be used, and neither the general credit or full faith and credit of the University or the State are or shall be pledged, for the performance of any

duty under the Bond Proceedings or the Bonds. Nothing in the Bond Proceedings gives the holders of Bonds, and they do not have, the right to have excises or taxes levied by the General Assembly of the State of Ohio, or ad valorem property taxes levied by the University, for the payment of Bond Service Charges, but the Bonds are payable solely from the General Receipts and the Special Funds as provided in the applicable Bond Proceedings, and each Bond shall contain a statement to that effect; however, nothing shall be deemed to prohibit the University, of its own volition, from using, to the extent it is lawfully authorized to do so, any other resources or General Receipts for the fulfillment of any of the terms, conditions or obligations of the Trust Agreement or the Bonds.

Section 3. Authorization, Designation and Purpose of Bonds. The University is authorized to issue, sell and deliver, as provided and authorized in this Resolution and the applicable Supplemental Trust Agreement, General Receipts Bonds of the University in one or more series for the purpose of refunding the Refunded Bonds in order to obtain debt service savings. The principal amount of each series of Bonds is to be the amount set forth in the Certificate of Award for that series and is to be the amount determined by the Fiscal Officer to be the amount necessary, as applicable: (i) to refund the Refunded Bonds, (ii) to pay costs of any Credit Support Instruments, (iii) to pay interest on the Bonds, (iv) to pay costs of issuing the Bonds and refunding the Refunded Bonds, and (v) to provide for any Bond Reserve Requirement; provided that the aggregate principal amount of each series of Bonds issued under this Resolution shall not exceed \$24,500,000. The proceeds from the sale of each series of Bonds shall be allocated, deposited and applied as provided in Section 6.

The Bonds may be issued to refund the Refunded Bonds in one or more separate series, each bearing a distinctive designation, provided that the Bonds of each series satisfy the requirements of this Resolution. Separate series of Bonds may be issued at the same or different times. The Bonds of each series shall be designated as provided in the applicable Certificate of Award. If separate series of Bonds are issued at different times, a separate Certificate of Award and Supplemental Trust Agreement shall be signed and delivered for each series.

The Fiscal Officer shall designate each series of Bonds in the Certificate of Award as Tax-Exempt Bonds or as Taxable Bonds. Such designation shall be based on the Fiscal Officer's determination, in consultation with the Financial Advisor, that the designation is in the best interest of the University, providing for an overall debt structure upon terms most favorable to the University.

Section 4. Terms and Provisions Applicable to the Bonds.

(a) **Form.** The Bonds shall be issued as Registered Bonds and substantially in the form set forth in the applicable Supplemental Trust Agreement for the related series of Bonds and shall be numbered as determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds. The Bonds shall be signed and authenticated in the manner provided in the Trust Agreement.

The Bonds shall be issued initially to a Securities Depository for holding in a book-entry system and: (i) those Bonds shall be registered in the name of the Securities Depository or its nominee, as Registered Owner, and immobilized in the

custody of the Securities Depository or its agent; and (ii) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Securities Depository or to another nominee of a Securities Depository without further action by the University as provided in the Supplemental Trust Agreement for the related series of Bonds.

There shall be a single Bond representing Bonds of each series of the same maturity and interest rate. The Bonds of each series shall be issued in Authorized Denominations. Bonds shall be dated as of their date of issuance or as of another date as may be stated in the Certificate of Award for the related series of Bonds. The Bonds shall be payable at the places and in the manner provided in the Supplemental Trust Agreement for the related series of Bonds.

(b) **Interest.** The Bonds of each series shall bear interest from their respective dates payable on the Interest Payment Dates at the respective rates per year to be determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds. The weighted average fixed interest rate of a series of Bonds shall not exceed such rate necessary to provide net present value debt service savings of at least 3.00% with respect to the Refunded Bonds.

(c) **Maturities.** The Bonds of each series shall mature on the dates and in the amounts to be determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds, provided that no Bonds shall mature later than (i) the final maturity of the Refunded Bonds, or (ii) in the event that the assets being refinanced by the Bonds have a remaining weighted average life greater than such final maturity, then such number of years from the date of issuance of the Bonds as results in the weighted average life of the Bonds not exceeding the remaining weighted average life of the assets being refinanced by the Bonds.

(d) **Prior Redemption.**

(i) **Term Bonds--Mandatory Redemption.** If provided for in the Certificate of Award, Bonds maturing in a particular year may be consolidated with the principal amount of Bonds maturing in one or more prior consecutive years to provide for Term Bonds maturing in that later year in the aggregate principal amount of those consolidated maturities. Any such Term Bonds shall be subject to Mandatory Redemption by the University pursuant to Mandatory Sinking Fund Requirements at a redemption price equal to 100% of the principal amount redeemed, plus accrued interest to the date of redemption, on the dates and in the principal amounts as determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds. The amounts required to be paid to the Bond Service Account shall include amounts sufficient to redeem (less the amount of any credit as provided in the Supplemental Trust Agreement for the related series of Bonds) on each Principal Payment Date in the respective principal amounts of any Term Bonds subject to Mandatory Sinking Fund Redemption.

(ii) **Optional Redemption.** Bonds of one or more maturities and interest rates may be subject to redemption at the option of the University prior to their stated maturities, in whole or in part (as directed by the University), from moneys other than those deposited in accordance with any Mandatory Sinking Fund Requirements as provided above, on the dates and at the redemption prices set forth in the Certificate of Award; provided that the first redemption date shall be not later

than ten and one-half years from the date of issuance of the Bonds, and, in the case of any series of Bonds issued as Tax-Exempt Bonds, the highest redemption price shall not exceed 102% of the principal amount redeemed plus interest accrued to the redemption date. The terms for any redemption prior to maturity of a series of Bonds issued as Taxable Bonds shall be determined by the Fiscal Officer in the Certificate of Award, and those terms may require a make whole premium to be paid to the holder of any such series of Bonds upon redemption prior to stated maturity. If determined, in consultation with the Financial Advisor, to provide lower interest costs and to be in the best interest of the University, the Fiscal Officer may determine and set forth in the Certificate of Award that none of the maturities of Bonds of any series will be subject to optional redemption prior to maturity or that certain maturities of Bonds of any series will not be subject to optional redemption prior to maturity. Any maturities of a series of Bonds subject to prior optional redemption may be subject to purchase in lieu of redemption if and as provided for in the Certificate of Award.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds of any series are called for redemption, the University shall identify the maturities within that series to be called. If fewer than all of the outstanding Bonds of one maturity and interest rate of any series, if at the time not registered in the name of a Securities Depository or its nominee, are to be called for redemption, the selection of the Bonds or portions of those Bonds (in whole multiples of \$5,000) of that maturity to be called for redemption shall be made by lot in the manner provided in the Trust Agreement. If optional redemption of Bonds of any series at a redemption price above 100% of the principal amount to be redeemed is to take place on any applicable mandatory sinking fund redemption date, the Bonds to be optionally redeemed shall be selected prior to the selection of the Term Bonds to be redeemed by Mandatory Sinking Fund Redemption. In the event of a partial redemption of a Term Bond, the Trustee shall allocate the principal amount of the Term Bond redeemed against the scheduled Mandatory Sinking Fund Requirements of the applicable Term Bond as designated by the University.

(iv) Notice. Notice of call for redemption of Bonds of any series shall be given by the Trustee on behalf of the University to the Registered Owners of the Bonds to be redeemed in whole or in part as shall be provided in the applicable Supplemental Trust Agreement. Notice by publication, including any notice of defeasance, shall not be required. Any defect in that notice as to any Bond shall not affect the validity of the proceedings for the redemption of any other Bond, and any failure to receive notice duly mailed shall not affect the validity of the proceedings for the redemption of any Bonds.

(e) Reserve Fund. If the Fiscal Officer, in consultation with the Financial Advisor, determines that it is financially advantageous to and in the best interest of the University that a series of Bonds shall be secured by a reserve, the Fiscal Officer shall (i) make that determination in the Certificate of Award, (ii) establish a Bond Service Reserve Account for the related series of Bonds, and (iii) provide for the deposit of the Bond Reserve Requirement into the Bond Service Reserve Account from the proceeds of the related series of Bonds or other available funds of the University. The Bond Reserve Requirement for any series of Bonds may be provided for by deposit of moneys or Eligible Investments or by a Credit

Support Instrument or by any combination of the foregoing in the Bond Service Reserve Account.

Section 5. Sale and Award of Bonds.

(a) **General; Certificate of Award.** The Bonds shall be sold and awarded to the Original Purchasers, and specified in the Certificate of Award for the related series of Bonds, based on an evaluation of the firms that have proposed to underwrite the Bonds on such terms that are in accordance with the Act, are authorized or not inconsistent with this Resolution, are not materially adverse to the University, and as are provided for or specified in the Certificate of Award and any Bond Purchase Agreement. The purchase price for any series of Bonds may not be less than: (i) 97% of the amount equal to the aggregate stated principal amount of the Bonds less any net original issue discount, plus (ii) any interest accrued on Bonds from their date to their delivery date. The original issue discount, if any, shall not exceed in the aggregate ten per cent (10%) with respect to the Bonds of any series. The Fiscal Officer is authorized and directed to execute one or more Certificates of Award and any Bond Purchase Agreements for the related series of Bonds, in order to provide for the definitive terms and terms of sale and award to the Original Purchaser of the Bonds of each series as provided in this Resolution. The signing and delivery of the Certificate of Award and any Bond Purchase Agreement for any series of Bonds by the Fiscal Officer shall constitute conclusive approval and a finding that the terms therein are not materially adverse to the University. The Certificate of Award for the related series of Bonds shall be incorporated in and form a part of the related Supplemental Trust Agreement.

(b) **Official Statement.** The Authorized Officers are authorized and directed to prepare or authorize to be prepared, and to complete a preliminary official statement and/or final official statement relating to the original issuance of any series of Bonds. If and to the extent applicable, the Authorized Officers shall certify or otherwise represent that the preliminary official statement, in original or revised form, is a “deemed final” official statement (except for permitted omissions) by the University as of a particular date and that a completed version is a “final” official statement for purposes of Rule 15c2-12 adopted by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the Rule). The distribution and use of a preliminary official statement and final official statement by the University and the Original Purchaser is hereby authorized and approved with respect to Bonds of any series.

The Authorized Officers are further authorized (i) to use and distribute, or authorize the use and distribution of, the preliminary and/or final official statement and supplements thereto in connection with the original issuance of Bonds of any series as may in their judgment be necessary or appropriate, and (ii) to sign and deliver, on behalf of the University and in their official capacities, such certificates in connection with the accuracy of the preliminary and/or final official statements and any amendment thereto as may in their judgment be necessary or appropriate.

(c) **Continuing Disclosure Agreement.** If and to the extent required by the Rule, the Authorized Officers are authorized and directed to execute one or more continuing disclosure agreements for the related series of Bonds, in the name of and on behalf of the University, for the benefit of the holders and beneficial owners of the related series of Bonds. The Fiscal Officer shall have the

responsibility for the compliance by the University with that continuing disclosure agreement, and the Fiscal Officer shall establish procedures in order to ensure that compliance. That continuing disclosure agreement shall be the continuing disclosure agreement for purposes of the Rule, and its performance shall, as provided in it, be subject to the annual appropriation by the Board of moneys to meet costs required to be incurred to perform it.

Section 6. Allocation of Proceeds of Bonds. The proceeds from the sale of the Bonds of each series shall be received and receipted for by the Fiscal Officer or by the Fiscal Officer's authorized representative for that purpose, and shall be allocated, deposited and credited as provided in the applicable Supplemental Trust Agreement.

Section 7. General Covenants of the University. The University, by issuance of the Bonds, covenants and agrees with their holders to perform its applicable covenants and agreements set forth in the applicable Bond Proceedings. Each of those obligations is binding upon the University, and upon each University officer or employee as from time to time may have the authority under law to take any action on behalf of the University that may be necessary to perform all or any part of that obligation, as a duty of the University and of each of those officers and employees resulting from an office, trust or station within the meaning of Section 2731.01 of the Ohio Revised Code, providing for enforcement by writ of mandamus. The University particularly covenants that it shall:

(a) **General Receipts.** So long as any Bonds are outstanding, fix, make, adjust and collect fees, rates, rentals, charges, and other items of General Receipts, as will produce at all times General Receipts sufficient to: (i) pay Bond Service Charges when due, (ii) establish and maintain any Bond Service Reserve Account as provided in the applicable Bond Proceedings, and (iii) together with other moneys lawfully available therefor, pay all costs and expenses required to be paid under the Bond Proceedings and all other costs and expenses necessary for the proper maintenance and successful and continuous operation of the University.

(b) **Segregate Accounts.** Segregate, for accounting purposes, the General Receipts and the Special Funds from all other receipts and funds of the University.

(c) **Further Actions.** At any and all times, cause to be done all such further acts and things and cause to be signed and delivered all such further instruments as may be necessary to carry out the purpose of the Bonds and Bond Proceedings or as may be required by the Act, and comply with all requirements of law applicable to the University and its operations.

(d) **Payments.** From the sources provided in the Trust Agreement, pay or cause to be paid the Bond Service Charges on each and all Bonds on the dates, at the places and in the manner provided in the applicable Bond Proceedings and Bonds, according to their true intent and meaning.

(e) **Prior Pledges.** Not make any pledge or assignment of or create or suffer any lien or encumbrance upon the Bond Service Fund or General Receipts prior to or on a parity with the pledge thereof in the Trust Agreement, except as authorized or permitted under the Trust Agreement.

(f) **Faithful Performance.** Observe and perform faithfully at all times all covenants, agreements, authority, actions, undertakings, stipulations and provisions to be observed or performed on its part under the Trust Agreement and other Bond Proceedings and the Bonds, and under all Board proceedings pertaining thereto.

Section 8. Tax Covenants. The representations, covenants and authorizations in this Section apply only to any series of Bonds issued as Tax-Exempt Bonds.

(a) **Covenants.** The Board covenants for the University that:

(i) It will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (A) those Bonds will not constitute private activity bonds or arbitrage bonds under Section 141 or 148 of the Code, or be treated other than as bonds to which Section 103 of the Code applies, and (B) the interest on those Bonds will not be treated as a preference item under Section 57 of the Code.

(ii) It (a) will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (b) will not take or authorize to be taken any actions that would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (1) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (2) restrict the yield on investment property, (3) make timely and adequate payments to the federal government, (4) maintain books and records and make calculations and reports, and (5) refrain from certain uses of those proceeds and of property financed with those proceeds, all in such manner and to the extent necessary to assure that exclusion of that interest under the Code.

(b) **Further Authorizations.** The Fiscal Officer is authorized (i) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the University with respect to the Bonds as the University is permitted to make or give under the federal income tax laws, including, without limitation, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the University, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (iii) to give one or more appropriate certificates, for inclusion in the transcript of proceedings for those Bonds, setting forth the reasonable expectations of the University regarding the amount and use of all the proceeds of those Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

Section 9. Supplemental Trust Agreements. The Authorized Officers are authorized to execute and deliver to the Trustee, in the name of and on behalf of the University, and the Secretary to the Board is authorized to attest, a Supplemental Trust Agreement pursuant to the Trust Agreement and in connection with the issuance of each series of Bonds, not substantially adverse to the University as may be permitted by the Act and the Trust Agreement and approved by the officers executing it on behalf of the University. Any Supplemental Trust Agreement may contain amendments to the Trust Agreement, as theretofore amended, to permit the University increased flexibility for use of financial or credit structures or to provide other terms determined by the Authorized Officers, to be in the best interests of the University, as conclusively demonstrated by their signing the related Supplemental Trust Agreement.

Section 10. Refunding of Refunded Bonds. The principal of and interest and any applicable call premium on the Refunded Bonds to be refunded by any series of Bonds, as identified in the related Certificate of Award, may be paid when due from cash, non-callable Direct Obligations, or Eligible Investments (or any combination of them) on deposit with, or held for the credit of, the Trustee in its capacity as escrow trustee (the "Escrow Trustee"). The Fiscal Officer is authorized on behalf of the University to make arrangements for the purchase of any such Direct Obligations and Eligible Investments from the proceeds of the Bonds and any other available sources of moneys. If and to the extent required by the Trust Agreement or applicable Supplemental Trust Agreement, the Fiscal Officer is authorized to obtain a report of an independent certified public accountant or firm of such accountants or such other verifier acceptable to the Trustee to the effect that the cash and direct obligations so held by the Escrow Trustee are of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to pay the principal of and the interest and any premium on the Refunded Bonds on the dates set forth in the Certificate of Award.

A trust fund, designated Kent State University – 2019/2009B Escrow Account, may be created for Refunded Bonds to be refunded by each series of Bonds, in the custody of the Trustee as Escrow Trustee and as a sub-account in the Bond Redemption and Purchase Account in the Bond Service Fund. The cash and securities in that Account, together with any earnings on and investments in that Account, shall be held in trust for and shall be used for the payment of the principal of and interest and any redemption premium on the Refunded Bonds. Provision may be made for the Escrow Account in the Supplemental Trust Agreement for the Bonds or in a separate agreement between the Escrow Trustee and the University (an "Escrow Agreement").

The Fiscal Officer is authorized and directed to take any and all actions necessary and appropriate to effect the early call for redemption, pursuant to the Trust Agreement and applicable Supplemental Trust Agreement, of the Refunded Bonds, including causing the delivery of any required notices. Any amounts released to the University from the funds and accounts held by the Escrow Trustee under the Trust Agreement or any Escrow Agreement shall be applied as set forth in the related Supplemental Trust Agreement or Escrow Agreement. The Authorized Officers are authorized to execute and deliver to the Trustee, in the name of and on behalf of the University, any Escrow Agreement required for the Refunded Bonds. The Board hereby determines to provide for the payment of the

principal of and the interest and any redemption premium on the Refunded Bonds as provided in this Resolution.

The Fiscal Officer shall provide for the payment of services rendered and for reimbursement of expenses incurred pursuant to any Escrow Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available for that purpose.

The Refunded Bonds may be, but are not required to be, defeased prior to redemption, and the Fiscal Officer may make alternate provisions for the deposit of Bond proceeds into existing or to be established accounts within the Trust Agreement for the purpose of currently refunding the Refunded Bonds, as set forth in the Certificate of Award.

Section 11. Credit Support Instruments for Bonds. The Fiscal Officer is authorized to negotiate with one or more financial institutions to obtain a Credit Support Instrument for the Bonds if the Fiscal Officer determines that such Credit Support Instrument will enhance the marketability of those Bonds, or will otherwise result in a savings in the cost of the financing to the University. In addition, the Fiscal Officer is authorized to negotiate with one or more financial institutions, from time to time so long as the Bonds are outstanding, to obtain Credit Support Instruments to replace any expiring Credit Support Instruments. The cost of any Credit Support Instrument for the Bonds may be paid from the proceeds of such Bonds and other lawful sources.

Section 12. Other Documents. The Authorized Officers are authorized to furnish, sign and deliver such other documents, certificates and instruments, and to take such actions as may be necessary or appropriate to consummate the transactions contemplated in this Resolution, the Supplemental Trust Agreement, the Certificate of Award the Bond Purchase Agreement, and any Escrow Agreement, each as applicable to the related series of Bonds, Refunded Bonds or Outstanding Bonds. The Secretary to the Board or other appropriate officials of the University shall furnish the Trustee a true transcript of proceedings certified by such officers of the University as may be appropriate of all proceedings had with reference to the issuance of the Bonds.

Section 13. Interpretations and References. Any reference in the Bond Proceedings to the University, or to its Board, or its or their officers, or to other public bodies, boards, commissions, departments, institutions, agencies, bodies, entities or officers, shall include those that succeed to their functions, duties or responsibilities pursuant to or by operation of law or otherwise are lawfully performing their functions.

Any reference in the Bond Proceedings to a section or provision of the Ohio Revised Code or to the Act or to the laws of the State or Board resolutions shall include that section or provision and the Act and those laws and resolutions as from time to time amended, modified, revised, supplemented or superseded. No amendment, modification, revision, supplement or superseding section or provision shall be applicable solely by reason of this provision, if it constitutes in any way an impairment of the rights or obligations of the University, the holders, the Trustee, any provider of a Credit Support Instrument, or the Bond Registrar, under the Bond

Proceedings or any other instrument or document entered into in connection with any of the foregoing, including without limitation, any alteration of the obligation to pay Bond Service Charges in the amount and manner, at the times and from the sources provided in the Bond Proceedings and the Bonds, except as permitted in the Trust Agreement.

Section 14. 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 of this Board, 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 Ohio Revised Code.

APPROVAL TO CONTRACT FOR SUPPLY OF ELECTRICITY

Trustee Riley next presented a resolution seeking approval to enter into an energy-related agreement. He noted that Kent State University participates in the deregulated electric power market and purchases more than 99% of its electricity from a certified retail electric service provider. A request for proposal was issued to prequalify potential bidders to participate in a reverse auction in order to obtain the best price by encouraging competition among bidders. The reverse auction was held March 5, he said, resulting in the recommendation of Direct Energy Business Market LLC, with the proposed purchase of electricity not to exceed \$4.5 million on an annual basis or a total of \$13.5 million over three years of the proposed contract. He further noted, to put it into perspective, under the proposed agreement the regional campuses would save about \$170,000 for one year, as this was proposed as a one-year agreement for them. The Kent Campus agreement is proposed for three years, with an estimated \$260,000 in annual savings, for a total of \$900,000 over the contract term. He remarked that this innovative approach to contracting for an energy supplier yielded a great outcome for Kent State, which now must be approved by the Board of Trustees since the purchase will exceed \$1 million.

Resolution 2019-10

APPROVAL TO CONTRACT FOR SUPPLY OF ELECTRICITY

WHEREAS, University Policy 3342-7-12 requires Board of Trustees approval of any single agreement to purchase goods and/or services with an estimated total cost of \$1 million or more, including the initial term and any optional renewals; and

WHEREAS, Kent State University generates a portion of its electricity while a portion is purchased on the open market; and

WHEREAS, Kent State University has conducted a Request for Proposals (RFP) to pre-qualify potential bidders in a reverse auction to determine the lowest cost qualified supplier for the Kent State campuses; and

WHEREAS, the reverse auction was held on March 5, 2019, and Direct Energy Business Marketing, LLC was the low bidder with a rate of \$0.03386 for the Kent Campus account and \$0.04940 for all other accounts; and

WHEREAS, the electric power spend will not be more than \$4.5 million per year and the total spend over the three-year contract term will not exceed \$13.5 million, exclusive of any catastrophic events associated with the university's Summit Street Power Plant; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees, hereby authorizes the Senior Vice President for Finance and Administration to enter into contracts with Direct Energy Business Marketing, LLC for the purchase of electricity, not to exceed \$4.5 million on an annual basis, for three years totaling \$13.5 million, in accordance with University Policy 3342-7-12.

Trustee Riley then presented two resolutions for information technology agreements, both of which were recommended under joint purchasing agreements negotiated through the Inter-University Council.

APPROVAL OF VENDOR SELECTION FOR MICROSOFT OFFICE 365 SYSTEM

Resolution 2019-11

**APPROVAL OF VENDOR SELECTION FOR
MICROSOFT OFFICE 365 SYSTEM**

WHEREAS, University Policy 3342-7-12 requires Board of Trustees approval of any single agreement to purchase goods and/or services with an estimated total cost of \$1 million or more, including the initial term and any optional renewals; and

WHEREAS, Kent State University requires an agreement to provide personal computer office productivity applications to address a critical need across the university, allowing it to effectively collaborate and perform office operations, and

WHEREAS, in response to a request for proposal issued by the Inter-University Council of Ohio (IUC), SHI International Corporation provided the proposal with the best overall value; and

WHEREAS, the estimated cost for this service is an initial three-year term of \$1.47 million with the potential of two additional one-year periods at approximately \$490,000 each, to be funded by the Division of Information Technology; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to enter into a contract with SHI International Corporation for the provision of the Microsoft Office 365 System for three years plus the university option to renew up to two additional one-year periods in accordance with University Policy 3342-7-12.

ENDORSEMENT OF CONTRACT EXTENSION FOR JAGGAER E-PROCUREMENT SOFTWARE

Resolution 2019-12

**ENDORSEMENT OF CONTRACT EXTENSION FOR JAGGAER
E-PROCUREMENT SOFTWARE**

WHEREAS, University Policy 3342-7-12 requires Board of Trustees approval of any single agreement to purchase goods and/or services with an estimated total cost of \$1 million or more, including the initial term and any optional renewals; and

WHEREAS, Kent State University requires a supplier to provide e-procurement software for the management of its contracts and the electronic processing of purchase orders to support its operation; and

WHEREAS, the estimated cost for these services is an initial term of three years at a cost of \$214,226 per year, with an option to renew up to two additional one-year terms, with increased pricing for the fourth and fifth years not to exceed 2% per year, for a total potential cost of \$1.084 million; and

WHEREAS, the Inter-University Council of Ohio (IUC) Purchasing Group, at the request of its members, moved to extend its existing agreement with Jaggaer such that all current university Jaggaer customers could participate jointly; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to endorse the IUC Purchasing Group contract extension for Jaggaer e-procurement software for three years plus a university option to renew up to two additional one-year periods in accordance with University Policy 3342-7-12.

AUTHORIZATION TO ENTER INTO AN ASSET TRANSFER AGREEMENT FOR FOLK ALLEY

Trustee Riley presented a final resolution seeking approval to enter into an asset transfer agreement for Folk Alley. Launched in 2003, Folk Alley was established as a streaming music service by WKSU, with the focus on employing traditional folk and other world sounds with the primary vision of delivering quality, curated music. WKSU made a format change in 2013 to become a non-profit news operation with its mission rooted in service to the people in Northeast Ohio. As a result of the shift away from music programming, WKSU and the university have sought to reposition Folk Alley within a non-profit organization that can help it grow and prosper, he explained. The university has reached an agreement to transfer Folk Alley into an

organization known as Fresh Grass Foundation, which would manage and promote this asset and continue to allow the university rights to the broadcast for the future.

Resolution 2019-13

AUTHORIZATION TO ENTER INTO AN ASSET TRANSFER AGREEMENT FOR FOLK ALLEY

WHEREAS, WKSU's FolkAlley.com launched in September of 2003, as a streaming music service with a focus on a blend of traditional folk, roots, Americana, contemporary singer/songwriters and other world sounds with a primary mission of delivering quality curated music; and

WHEREAS, WKSU made a format change in 2013 to become a non-profit news operation with a mission rooted in service to the people of Northeast Ohio and accordingly, must direct its talent, time and resources toward this vital regional mission; and

WHEREAS, Folk Alley continues to distinguish itself among internet radio and online music services as a respected leader nationally and internationally; however, with the shift from music programming, WKSU and Kent State University look to position Folk Alley within a non-profit organization that will help it grow and prosper; and

WHEREAS, the university desires to turn over the operation and assets of Folk Alley, including the Folk Alley.com trademarks and the FolkAlley.com domain name, to a viable non-profit entity that can focus its efforts on the continued success and future growth of Folk Alley; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to negotiate and enter into an asset transfer agreement and perform all other duties necessary for the transfer of all Folk Alley assets to a designated 501(c)(3) music organization.

Trustee Riley then noted that the committee also received an informational report from Trustee Mason regarding the performance of university investments.

With that Trustee Riley concluded the Finance and Administration report.

Chair Della Ratta then announced that with the request of Trustee Kilbride, he would like to remove the item (under Tab 15), Approval of Vendor Selection for Microsoft Office 365 System, from the consent agenda for a separate vote.

Chair Della Ratta asked for a motion to approve the resolution.

ACTION: Trustee Riley moved, seconded by Trustee Davidson, that the resolution be approved. There were no objections. The motion passed, with Trustee Kilbride abstaining.

Chair Della Ratta then asked for a motion to approve the consent agenda.

ACTION: Trustee Frost moved, seconded by Trustee Addicott, that the consent agenda be approved. There were no objections. The motion passed.

NEW BUSINESS

Chair Della Ratta announced that there were two items of new business coming before the board.

ENSURING THE UNIVERSITY'S ONGOING COMMITMENT AND RESPONSIBILITY FOR THE COMMEMORATION OF AND EDUCATION REGARDING MAY 4, 1970

Chair Della Ratta then turned to President Warren and asked her to discuss the university's unwavering commitment and responsibility for the commemoration and education regarding May 4, 1970.

President Warren stated that this was a moment, many years in the making, spanning multiple administrations, as Kent State has seen a good deal of progress made in how we honor and remember those lives lost and those lives forever changed on May 4, 1970. She said there also has been significant progress in how we engage in efforts of reflection on the lessons learned and what we might share so that those lessons learned will prevent any other tragedies of the unspeakable nature of the Ohio National Guard shootings of Kent State students on May 4, 1970. That progress was seen in the installation of reflective markers in the Prentice Hall parking lot during the administration of President Emeritus Carol Cartwright. There also was movement in the creation of the May 4 Visitors Center under President Emeritus Lester Lefton. It was our deep honor last year to recognize the designation of the May 4 site as a National Historic Landmark by the federal government. In citing these examples of progress, President Warren remarked that we really are facing the dawn of a new era, as we contemplate the opportunity for Kent State University to assume the responsibility for the commemoration and the ongoing education that is required and to elevate the commemoration and that ongoing education to the level of a university engagement under the auspices of the Office of the President.

She continued that Kent State has struggled mightily over the years to try and make meaning of May 4, 1970, which has not been easy. It has not been easy for the families of the slain students. It has not been easy for the students wounded on that day, one paralyzed for life. It has not been easy for the survivors who remember that day that we wish never had occurred, but did occur on our campus, she said. To add to that pain, the university under President Glenn Olds in 1975, chose to make the decision not to commemorate the tragedy of May 4, 1970, beyond the first five years. That was not to be accepted as students, family members and townspeople formed what was called the May 4 Task Force in 1975, she continued. That group said we will continue

to honor and commemorate not only the tragedy but to remember those lives we can never get back and to remember those students who will always be touched in indelible ways by that moment. And so, the May 4 Task Force has commemorated and been in charge of the annual commemorations of May 4, 1970, since 1975. She said all owe a deep debt of gratitude to the May 4 Task Force, which has changed over the years but has never forgotten its role in the annual commemoration of May 4, 1970, a part of a legacy of Kent State University. At the board's December meeting, trustees and administration discussed the opportunity to think about the 50th commemoration that will occur in 2020 and to use that moment as another powerful healing moment in time. While we acknowledge and express gratitude to the May 4 Task Force – as without them we would not be at this moment to think about the 50th commemoration and beyond – the 50th commemoration provides an ideal opportunity to move forward in different and powerful ways, she continued. Today we have the opportunity to recommit the university to take responsibility for this commemoration and to invest the resources and support and to build the inclusive nature that we need to honor, to heal, and to reflect, she observed.

President Warren then said that in November 2018, she received a letter signed by family members of three of the slain students and by individuals wounded on May 4, 1970. She shared a few thoughts from that letter that were very powerful for her and reflected on the moment at hand. In one passage of the letter, the authors said, “To us it is clear that the 1975 era antagonism between students and the KSU administration about May 4th is gone and gone with it is the polarization that necessitated the formation of separate student organized education and commemoration activities.” In their last paragraph, the authors declared, “Our greatest hope in writing this letter is to build on the momentum and to chart together a new course with students and the KSU administration working together toward our common goals.” She remarked that she couldn't be more honored to be president today, to ask the board's consideration of the resolution that realizes this hope. Dr. Warren said her heart was filled with gratitude for the May 4 families, survivors, friends, students, faculty and staff who have joined together in unity over the years to get our community to this moment and to say our deep commitment and promise that we will continue the legacy of commemorations, from the 50th commemoration forward. After a word of thanks, President Warren concluded her remarks.

Chair Della Ratta thanked President Warren and then asked Trustee Michael Solomon to present this very important resolution.

Before reading the resolution, which he considered a privilege to do so, Trustee Solomon shared that he was a Kent State student in the fall of 1970 when the university reopened after the tragedy. He remarked that it truly was an amazing moment in his life and an honor to present the resolution. He then thanked President Warren and said that this resolution would be a part of her legacy, as it was happening because of her leadership. On behalf of everyone involved, Trustee Solomon thanked President Warren and then presented the resolution.

Resolution 2019-14

ENSURING THE UNIVERSITY'S ONGOING COMMITMENT AND RESPONSIBILITY FOR THE COMMEMORATION OF

AND EDUCATION REGARDING MAY 4, 1970

WHEREAS, the events of May 4, 1970, represent a significant milestone in the history of Kent State University, the United States and the world; and

WHEREAS, the university has the responsibility not only to honor and remember the lives lost and forever affected as well as to educate leaders, students, faculty and staff, and citizens across the world about this legacy and the lessons learned; and

WHEREAS, the remembrance and preservation of Kent State's May 4 legacy has taken a number of forms over the years, including annual commemorations since 1971; the establishment of the Center for Peaceful Change in 1971; the creation of the May 4 Task Force in 1975; the creation of the May 4 Archives and Special Collection; the dedication of the May 4 memorial in 1990; the installation of permanent markers in the Prentice Hall parking lot in 1999 to mark the locations where Jeffrey Miller, Allison Krause, William Schroeder and Sandra Scheuer lost their lives; the establishment of the Democracy Symposium in 2000; the development of the site's walking tour and listing on the National Historic Register in 2010; the opening of the May 4 Visitors Center in 2012, and the offering of classes, programs, and exhibits far too numerous to cite here, conducted through the dedicated efforts of individual faculty, staff, students, families, alumni, and the community; and

WHEREAS, with full support of the Board of Trustees and the university leadership, the May 4, 1970, site was designated as a National Historic Landmark in 2016, giving additional historical significance and visibility to the legacy of May 4, 1970, preserving and protecting the physical site for future generations; and

WHEREAS, the Board of Trustees commends the legions of those responsible for these efforts over the years, with special appreciation to the Miller, Krause, Schroeder and Scheuer families and survivors Alan Canfora, John Cleary, Thomas Grace, Dean Kahler, Joseph Lewis, Donald MacKenzie, James Russell, Robert Stamps and Douglas Wrentmore; the May 4 Task Force, for planning and executing the annual commemoration since the university discontinued its support in 1975; and the dedicated faculty and staff responsible for the development of the visitors center, walking tour, and proposals for the State and National Historic Landmark designations; and

WHEREAS, as we approach the 50th commemoration in 2020, and to ensure the sustainability and continuity of our collective efforts, the time is right for Kent State University to make a lasting commitment to the preservation of the May 4 legacy by providing the leadership, resources and support that places the annual commemoration and ongoing educational efforts as university-level commitments

and responsibilities, under the auspices of the Office of the President; now, therefore,

BE IT RESOLVED, upon recommendation of President Beverly Warren and the President's Cabinet, the Kent State University Board of Trustees hereby:

1. Expresses appreciation to the May 4 Task Force and all those whose dedicated efforts have preserved the legacy and advanced the lessons learned from the events of May 4, 1970;
2. Affirms that for the continuity and sustainability of these efforts, the time is right for the university to assume responsibility for the annual May 4 commemoration and ongoing educational events through the Office of the President, beginning with the 50th commemoration in 2019-2020 year and continuing from that time forward;
3. Commits to holding the annual commemoration as a university-level event and the preservation of important traditions that have been established over the years, including the annual observance of Remembrance Day on May 4, in which no final exams or classes are scheduled from noon through 2 p.m.;
4. Requires and supports the development of ongoing educational efforts reaching both current and future generations of Kent State students and the public beyond our campuses; and
5. Acknowledges the need for inclusive excellence in the development of the annual commemoration and ongoing educational initiatives through the establishment of a broad-based planning and advisory committee, reporting to the Office of the President, to assist in developing a unified and strategic plan for leading university-level May 4 initiatives in the future.

Trustee Della Ratta asked for a motion to approve the resolution.

ACTION: Trustee Addicott moved, seconded by Trustee Riley, that the resolution be approved. There were no objections. The motion passed unanimously.

Chair Della Ratta then thanked President Warren and Trustee Solomon. He further remarked to all of those who engaged in the planning process that the leadership of this historical endeavor is greatly appreciated by so many.

Chair Della Ratta then recognized two honored guests at the board meeting: Dr. Chic Canfora and Dr. Laura Davis. He offered each of them the opportunity to share a few words about the meaning of this significant action by the Board of Trustees and Kent State University.

Dr. Davis stated that this moment was really a new turning point for Kent State and for our community, which means so much. She shared that she had previously thought about what she say, should this moment ever come to pass, and she thanked all of those responsible for this historic resolution being approved this day. She shared an experience from about 10 years ago, when she visited the State University of South Carolina at Orangeburg as a kind of pilgrimage, where students were shot by members of the state police on the third day following

demonstrations to try and integrate the town's only bowling alley at that time. Demonstrators were sequestered on campus the night of the shooting and the Orangeburg tragedy was as awful but not as well known the events at Kent State. She visited the bowling alley site and the hillside where the students were killed. There were so many parallels. She walked into the bookstore and very reverently looked around for a particular book about the tragedy. She wanted to buy it there and couldn't find it, so asked the staff member, who was about a generation older than her, if the bookstore had a book on the shootings. Dr. Davis recalled that she called it the shootings and the woman didn't know what she was talking about. She thought this was really odd until the woman said, "Oh, you mean the Orangeburg massacre." The way that she said it seemed to indicate a kind of acceptance and this is something they have lived with and have embraced, and were not afraid to use that word, Dr. Davis continued. It spoke to the way that the event was in the fiber of everyone's being across the generations in that community where that terrible thing had happened. She then noted that she thinks in a very, very, very positive way what just happened with the passage of the board resolution is one more step for Kent State. There has been so much progress made in what her good colleague and friend, with whom she worked on so many of the May 4th projects, used to call the institutionalization of the history. Dr. Davis further remarked that this was her dream come true and it will become even more in the fiber of our beings as an institution, as a university, and also as a community. Even more, everyone is going to know the history through the educational initiatives and there still will be that wonderful outreach to the members of the members of the public who still continue to visit here in great, great numbers because they know the story, they recognize its importance, and they recognize its relevance even after 50 years, maybe especially after 50 years, she said. Dr. Davis then referred to the previous presentation before the board that day that talked about freshman enrollment. She recently became acquainted with an organization called the National Council of the Social Studies. It is advising K-12 educators to use inquiry learning to look at the history of the past including the words used and patterns of continuity and change they reveal. That word patterns echo very much the kind of philosophy that is behind the National Historic Landmark program as well. The methodology of inquiry learning that is recommended by the Social Studies Council trains students to ask powerful questions to conduct research, to develop evidence, and to become active participatory citizens. That's what our educational efforts have created thus far and now will be amped up to the nth degree, she concluded, expressing her thanks.

Trustee Della Ratta then called on Dr. Chic Canfora to give remarks.

Dr. Canfora thanked Trustee Della Ratta for the opportunity to meet the Board of Trustees the previous evening, where she was able to talk very openly and candidly about her experience in the last 48 years since the tragic shootings at Kent State that she survived. She prepared a statement on behalf of the people who wrote the letter in November. For the wounded students and their families and the family members of the slain students, this is such a milestone moment in their lives, she said. Dr. Canfora reflected on the fact that it was in that very room (Urban Conference Room) that they met Dr. Beverly Warren for the first time. It was there, at the very beginning of her tenure as the president of the university. President Warren had invited her brother Alan Canfora, other wounded students and survivors to talk about their place in the May 4th history. In this room President Warren asked them to reflect on the role that they played in 1970 and also on the role the university played in their lives in the aftermath of the shootings. Dr.

Canfora said she remembered on that day that she couldn't help but feel they were making history in this room. At times like this, it is so hard not to feel the presence of their friends who were lost on May 4th and all those family members who struggled with them but did not live to see this moment. She shared that in November, the family members and survivors signed the joint letter of gratitude to President Warren for ending decades of division over how best to process, heal and commemorate a day that too long divided us but now unites us. Experts in healing like Carl Jung and Elizabeth Kubler-Ross teach us that tragedy will change us, but it does not break us, it makes us stronger. She stated that the reality is, while we will grieve our loss forever, our strength here at Kent State truly has come from finding a way to build ourselves around that loss together. While we have worked very separately to become whole again, we will never be the same, nor should we want to be, given our history. Dr. Canfora stated that in this room today, we are making history again and on behalf of the families, she thanked the president and board so much for the assurance that they have sought for so long that we will never forget what happened here. That we will continue to learn, that we will continue to confront and act on the issues that unite us, not those issues that divide us. We are not what happened here. We are what we are becoming as a result of it: a place of learning and healing, a place of peace and reconciliation, and a place at last where the right to peaceful dissent forever will be honored, preserved and protected. She concluded by saying thank you from the bottom of their hearts.

Chair Della Ratta thanked Dr. Canfora and Dr. Davis for speaking from the heart with the words he certainly would never forget.

Chair Della Ratta then asked Trustee Shawn Riley to provide an update on the presidential search.

PRESIDENTIAL SEARCH UPDATE

Trustee and Presidential Search Committee Chair Riley thanked Chair Della Ratta and went on to note that back in December, the board authorized the appointment of a presidential search committee. That committee has been assembled, with 16 individuals serving on it, including trustees Addicott and Davidson. The committee is comprised of four faculty members, including Faculty Senate Chair Pam Grimm, and representatives from the foundation, administration, students, alumni, and the City of Kent. Trustee Riley remarked that from the outset, he has been struck by the level of participation and the enthusiasm among the committee members, as people really want to see the university accomplish its primary goal, which is to find the best next president for Kent State. Trustee Riley said he wanted to single out the faculty, as all four of the faculty committee members are very engaged in the process and both the Faculty Senate and its executive committee have taken time to meet with him to talk about the search and to give him their input, which he has appreciated immensely. Trustee Riley noted that after the search committee was appointed, the members held a number of meetings, six, he believes, in total with various open forums to meet with students, faculty members, administration, and others to get feedback about what would be the best qualifications and attributes for the university's next president. To date, through an online survey and meetings, the committee has received more than 500 responses to its inquiries or requests regarding the attributes it should be looking for. The

committee took all of that information and worked together to create a presidential profile, which was posted on the university's website and is available to the public.

Trustee Riley then provided an update on the search process. He reported that the committee has received very positive feedback from the university's search firm, Russell Reynolds Associates, regarding the high quality of the individuals who have reached out to express some level of interest. He pointed out that there were a number of presidential searches going on right now, and the growing competition has impacted the prospects' interest in confidentiality. He said it is clear that the committee needs to maintain the confidentiality of these candidates and prospects, if we want to see the best potential prospects for Kent State University. Trustee Riley then noted that the search firm was getting very good feedback and the university community was very likely to end up with a final candidate with whom all would be happy. Trustee Riley said he has been asked repeatedly about the schedule. He said the committee and the board have one hard deadline, which is June 30, 2019, the date that President Warren announced was her last in the role. Trustee Riley said he was confident that deadline will be met. The rest of the schedule is very fluid as the committee will continue its recruitment and assessment of the qualified individuals who are interested in the position, he said. Trustee Riley then concluded his report.

Chair Della Ratta thanked Trustee Riley for his report and for his outstanding leadership of this critical process.

ADJOURNMENT

Chair Della Ratta announced that the next regular business meeting of the board is scheduled for Thursday, May 9, 2019, at the Kent Campus. He then asked for a motion to adjourn.

On motion duly made and approved, the meeting was adjourned at 4:00 p.m.