KENT STATE UNIVERSITY
BOARD OF TRUSTEES
December 4, 2019
Urban Conference Room, Kent State University

Board Members Present
Ralph Della Ratta, Chair
Virginia Addicott
Todd Davidson
Robert Frost
Jasmine Hoff
Robin Kilbride
Nick Kollar
Donald Mason
Stephen Perry
Shawn Riley
Michael Solomon

KSU President's Cabinet Present
Todd Diacon, President
Alfreda Brown
Karen Clarke
David Dees
Paul DiCorleto
Nick Gattozzi
Lamar Hylton
Joel Nielsen
Mary Parker
Mark Polatajko
John Rathje
Charlene Reed
Steve Sokany
Melody Tankersley
Willis Walker

CALL TO ORDER AND ROLL CALL

Chair Ralph Della Ratta called the meeting to order at 8:00 a.m. in the Urban Conference Room, Kent State University. Vice President and University Secretary Charlene Reed 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

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) consideration of 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)]. Trustees also would meet in audit conference with representatives of the university's external auditors, Plante Moran, as permitted by Ohio law.

Trustee Riley moved, seconded by Trustee Addicott, that the Board retire into Executive Session. Vice President Reed 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 10:00 a.m.

BUSINESS MEETING OF THE BOARD

The Board reconvened for its business meeting as a committee of the whole at 10:00 a.m.

Board Chair Della Ratta welcomed everyone in attendance and recognized special guests, Dr. Pamela Grimm, Chair of the Faculty Senate, and John Elliot, Chair of Kent State University Foundation Board of Directors.

He explained the Board was meeting as a committee of the whole, rather than breaking out into standing committees. This format would enable all trustees to hear all reports and recommendations rather than only those for the committees upon which they serve. All of the business of the board will be conducted during the morning session, he noted.

APPROVAL OF THE AGENDA

Chair Della Ratta moved to the approval of the agenda, asking if there were any additions or corrections to the agenda. Hearing none, he asked for a motion to approve the agenda for the consideration of the Board as a committee of the whole.

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

DISPOSITION OF THE MINUTES

Chair Della Ratta then asked if there were any additions or corrections to the minutes from the September 11, 2019, business meeting of the Board. Hearing none, the minutes were approved by general consent.

REPORT OF THE CHAIR

Chair Della Ratta congratulated President Diacon, the students, faculty and staff for another outstanding semester. He also commended President Diacon for the planning and execution of a very meaningful presidential inauguration on November 1, 2019. He told Dr. Diacon it was an honor and privilege to formally install him as the 13th president of Kent State University. The enthusiasm for President Diacon's leadership was palpable, and he succeeded in showcasing the amazing talent of the university's students, alumni, faculty, and staff. Chair Della Ratta further stated that what really resonated with all present was the President's message and call to action that every student we touch, graduates. It really struck a chord and motivated all present to double down on their efforts to help every student reach the finish line of a college degree. Chair

Della Ratta said he knew he spoke for his fellow trustees in observing that President Diacon's inauguration even further cemented the Board members' pride in his selection, and their zeal for rolling up their sleeves and making the ambition of every student graduating a reality.

Next, on behalf of the board, Chair Della Ratta congratulated the recipients of the 2,722 degrees that would be awarded at the Fall Commencement Ceremonies, December 13-14. He encouraged all trustees to attend and deliver best wishes from the board. Finally, Chair Della Ratta thanked all of those who represented Kent State at the recent statewide Trustees Conference in Columbus, including trustees Robert Frost, Nick Kollar, Steve Perry, and Ann Womer Benjamin, President Diacon, Charlene Reed, Nick Gattozzi and Brady Oxender. He noted that Governor DeWine and Chancellor Gardner appreciated the time and commitment the Kent State contingent gave to be a part of this important gathering, which he understood was the largest trustee conference in the state's history. He then asked if anybody would like to comment on their experience.

Trustee Perry commented that he found the conference very worthwhile, not only because of the interactions among trustees from various universities, but also the presentations that Chancellor Randy Gardner scheduled were excellent. He noted that Governor Mike DeWine was in attendance and shared his expectations and what he hopes to contribute to higher education during his term.

Trustee Nick Kollar seconded Trustee Perry's sentiments and further remarked that the meeting provided a special opportunity for student trustees to get together and talk with each other about what is going on at universities across Ohio and to share contact information, which he felt was valuable.

Chair Della Ratta thanked trustees for their observations and then called on President Diacon to give his report.

REPORT OF THE PRESIDENT

President Diacon thanked Chair Della Ratta and then invited Valoree Vargo, senior associate vice president and chief operating officer for institutional advancement, and other members of the advancement team to come forward. He stated the team was going to share some great news about Giving Tuesday at Kent State. Mrs. Vargo noted that Kent State started participating in Giving Tuesday about six years ago and raised about $2,000 the first year. Each year attainment grew, first to $50,000, then $250,000, and then to $1 million in 2017. The university passed that mark again in 2018, raising approximately $1,030,000. She was pleased to report that Kent State again reached a new milestone in November 2019 – $1,667,258 that was revealed to enthusiastic applause. President Diacon thanked the team and trustees, who stepped forward with the Challenge Match Fund for the first time this year.

He stated that the theme of his presentation was "Celebrating Kent State," which also was the theme of the inauguration. He observed the inauguration was not about him, it was about the Kent State community celebrating who we are, what we do well, and putting our stake in the ground for what we want to do better to continue our mission. Before sharing a brief video of inauguration highlights, he recognized Faculty Senate Chair Pam Grimm for her excellent leadership and collaboration, also joking that she appears in every minute of the video highlights.

President Diacon then recognized several guests who had outstanding achievements thus far this year. He congratulated Head Field Hockey Coach Kyle DeSandes-Moyer, who was selected as the 2019 Mid-American (MAC) Coach of the Year in her first season at Kent State. Coach DeSandes-Moyer was out recruiting and could not attend, but several members of the MAC regular season champion team were in attendance: Hannah Weidman, Alex Luxardo, Sarah Ritter, Berta Llorens and Laila Richter.

He also congratulated Lisa Strom, who joined Kent State in July as head women's golf coach. She recently was named the LPGA National Coach of the Year. Coach Strom this fall guided the sixth-ranked Flashes to four top 10 finishes, and three straight tournament wins. Joining her was Jenny Gleason, assistant women's golf coach.

President Diacon cited another standout student-athlete: Kalin Bennett, a freshman member of the men's basketball team and the nation's first student-athlete with autism to sign a Division I letter of intent to play a team sport. He also was the first player with autism to score in a Division I game, with a basket in Kent State's opening game against Hiram College. President Diacon thanked Interim Provost Melody Tankersley and others for helping to educate the team and coaches about autism. He noted that Dr. Tankersley is one of the world's top experts on teaching individuals with autism.

He then expressed pride that the Golden Flashes football team was bowl-eligible for the first time since 2012 and only the fourth time in history. He cited several football season highlights and noted that the team would find out in a few days if it was selected for a bowl game. If selected, Kent State's Sean Lewis would be the youngest head coach to compete in the history of Division I bowl games.

President Diacon expressed great pride in the research successes of the faculty, introducing Dr. Sara Bayramzadeh, who received a $2.47-million grant to help design trauma rooms that support staff in saving patients' lives; and Dr. Deric Kenne and Dr. Ruoming Jin, who are using big data, network analysis, and learning technologies to address drug addiction in Portage, Geauga and Lake counties. Their team recently received a $1.5-million grant from the U.S. Department of Health and Human Services to do this good work, he said. President Diacon noted that the university's federal research funding more than doubled from $8.8 million in FY 2016 to $18.3 million in FY 2019, and research funding for the first quarter of FY 2020 stood at more than $10 million.

President Diacon shared a few recent highlights from the yearlong May 4 50th commemoration including two Fashion exhibitions in the Kent State University Museum and a lecture by Mitch Landrieu, the former mayor of New Orleans who removed the city's Confederate statues without violence. He also recognized Trustee Michael Solomon, Director of the Wick Poetry Center David Hassler, and May 4 survivors and activists Alan Canfora, Chic Canfora and Tom Grace for bringing the May 4 history and legacy to more than 7,000 educators attending the National Council for the Social Studies (NCSS) conference in Texas. He previewed an important program that will occur March 12, 2020, in the KIVA, entitled Leading Through Tragedy. This panel discussion, moderated by President Emeritus Beverly Warren, will feature leaders from Virginia Tech University, Northern Illinois University, and Chardon High School on the challenges and lessons of leading in the wake of acts of mass violence on their campuses.

He reported that Kent State would host outstanding speakers for December 13-14 Commencement exercises: Dr. Mark Seeman, professor emeritus and a faculty co-author of nominations resulting in the May 4 site's designation as a National Historic Landmark, addressing those receiving advanced degrees; and Kent State Trustee Emeritus Margot Copeland and Joan Cronan, athletic director emeritus of the University of Tennessee, who would address undergraduate degree recipients.

Upon the conclusion of President Diacon's report, Chair Della Ratta called on Senior Vice President Mark Polatajko to lead the first discussion item.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS AND FINANCIAL HIGHLIGHTS FOR FISCAL YEAR 2019

Dr. Mark Polatajko commended and acknowledged the exemplary effort of the university's leadership team associated with the audit – Jeannie Reifsnyder, Tammy Slusser and Jo Ann Gustafson – as well as the Plante Moran team under the leadership of partner Rob Rose. He noted that the firm would complete its engagement after 12 years and that Kent State and the State Auditor's office have begun the competitive process for the selection of a new external audit firm. With that, Dr. Polatajko asked Mr. Rose to present the required communications associated with the university's fiscal year 2019 financial statements.

Mr. Rose thanked Dr. Polatajko and introduced himself as the audit partner of Plante Moran responsible for the Kent State University public engagement since its inception 12 years ago. He noted that Kent State once again had a very positive, clean audit and then introduced Audit Manager Sadie Mayle, who reviewed required communication to the Board of Trustees. She summarized the audit process, approach and timeline. Based upon its thorough review, the firm was pleased to issue an unmodified or clean opinion, which is the highest opinion possible. She explained all aspects of the required report. No findings of inefficiency or internal weaknesses were found, she reported. Related to the quality of accounting procedures, auditors found that Kent State was following the appropriate accounting guidance, and that they are competently applied and the information was presented completely and clearly. As part of the audit process, auditors also are required to get an understanding of significant accounting estimates that would be included as part of the financial report. None of these disclosures have changed since last year as it has been a relatively quiet year for new GASB pronouncements, she said. The auditors had no disagreements with management and all discussions occurred within the normal course of business. Management was fully cooperative and the auditors have enjoyed working with the Kent State team over the last 12 years, she said. She also reviewed the NCAA and WKSU reports that are prepared as part of the Plante Moran engagement. The firm also issued a Kent State University Foundation audit, as a separate audit.

Chair Della asked if there were any questions. Hearing none, he called on Dr. Polatajko to present the fiscal year 2019 financial highlights.

Dr. Polatajko noted that the positive results of the audit set the tone for the financial statement accuracy, internal controls, and compliance with requirements. He then called on Ms. Reifsnyder to present financial highlights for the past year. She reviewed trends in revenues and expenses, noting that the most significant change had occurred as a result of decreasing enrollment. That decrease was offset by growth in auxiliary activities revenue, primarily from residence and dining services and intercollegiate athletics. She explained that the decline in state appropriations on the financial statements is primarily a timing issue, as state capital appropriations are not dispersed until after projects are completed. Given the completion of major projects such as the Design Innovation Hub renovation this year, that trendline will be reversed, she said. For example, $15 million in state funding for the hub project will come through during fiscal year 2020 when the construction is finished.

Due to the federal government's termination of the Perkins Loan Program, Kent State had to record a one-time extraordinary loss and liability in order to reclassify the federal capital contribution for that program in the amount of $28.7 million, she said. When the university received those funds, there was the understanding that those funds would not be paid back but rather, would be used in a revolving manner to provide additional loans to students. With the termination of the program, the university now is expected to give money back to the federal government as students repay their loans. In response to a question from Chair Della Ratta, Ms. Reifsnyder said this is a one-time, non-reoccurring charge. She also explained assets and deferred output, which primarily were affected by the drawing down of investments set aside for Kent Gateway Plan projects now underway and increasing depreciation expense.

Chair Della Ratta then thanked the presenters. The Board is pleased that Kent State once again received a clean audit report and continues to demonstrate excellent financial stewardship. He then thanked Mr. Rose for his dedicated service.

PERSONNEL MATTERS

Chair Della Ratta then moved on to a series of reports and recommendations from university administration, reminding those present of the committee of the whole format that would allow all trustees to hear and discuss all agenda items. Periodically as the agenda items were presented, he would ask if any trustee wished to remove any item for further discussion. If there were no objections the item would be placed upon the consent agenda and acted upon in one motion. Then, after the board considered each of the recommendations and voted upon the consent agenda, trustees would turn their attention to those agenda items identified to be voted upon in separate motions.

ACADEMIC AND NON-ACADEMIC PERSONNEL ACTIONS

Chair Della Ratta called on Interim Senior Vice President and Provost Melody Tankersley to present the academic personnel actions. Dr. Tankersley stated that the academic personnel actions largely were routine in nature. She made special note of the request for emeritus status for three faculty members: Peter Dorff, associate professor, Stark campus; Dr. Arden Rutan, professor, computer science; and Robert Sines, who not only led the Trumbull campus for many years, but also served honorably as interim dean of the newly formed College of Aeronautics and Engineering.

Chair Della Ratta then called on Senior Vice President Polatajko to present the nonacademic personnel actions. Dr. Polatajko stated that all matters for nonacademic personnel actions were routine and customary and also reflected the annual wage increases implemented as a result of fiscal year 2020 budget approved by the Board.

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

Chair Della Ratta then moved on to the next item, stating that the Board was pleased to consider a new collective bargaining agreement with the non-tenured faculty union. He asked President Diacon to proceed with the recommendation of the proposed contract.

APPROVAL OF MEMORANDUM OF UNDERSTANDING AND COLLECTIVE BARGAINING AGREEMENT: KENT STATE UNIVERSITY AND THE FULL-TIME NON-TENURE TRACK FACULTY UNIT OF THE AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS, KENT STATE CHAPTER

President Diacon said that as Board members learned at its September meeting, Kent State has doubled its undergraduate graduation rate in the last 10 years and trustees heard in his president's report, the university has doubled its federal research funding in the last two years. Those remarkable gains are a testament to the excellence of the faculty, which is why Kent State continues its commitment to provide the best salaries and benefits while doing so in a fiscally responsible manner. He then called on Senior Vice President Mark Polatajko to discuss the proposed contract settlement.

Dr. Polatajko echoed that sentiment, commenting that the university truly values the outstanding work of the 535-plus non-tenured faculty. He gave a special thanks to the negotiation teams led by Professor Kimberly Winebrenner for the AAUP non-tenure track unit and Vice President Jack Witt for the university. The parties came to terms on November 13, 2019, after a very professional and collaborative four-month negotiation process, with both sides engaged and responsive to each other's perspectives and needs. The non-tenure track faculty voted to ratify the contract on December 2, 2019, with 98.4 percent in favor of ratification. Details of the proposed agreement were presented in the Board book, said Dr. Polatajko, and the administration recommends ratification of a four-year arrangement with the non-tenure track faculty for the period covering August 17, 2019, through August 23, 2023. He acknowledged the dedicated work and effort of both negotiation teams. He asked if there were any questions from the Board. Hearing none, Chair Della Ratta asked if there was any trustee who wished to remove the resolution for further discussion. As there were no objections, the resolution was placed upon the consent agenda.

Resolution 2019-50

APPROVAL OF MEMORANDUM OF UNDERSTANDING AND COLLECTIVE BARGAINING AGREEMENT: KENT STATE UNIVERSITY AND THE FULL-TIME NON-TENURE TRACK FACULTY UNIT OF THE AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS, KENT STATE CHAPTER

WHEREAS, under the provisions of Chapter 4117 of the *Ohio Revised Code*, Kent State University has maintained a collective bargaining relationship with its full-time non-tenure track faculty since April 1996; and

WHEREAS, the seventh Collective Bargaining Agreement with the Full-Time Non-Tenure Track Faculty Bargaining Unit expired on August 16, 2019; and

WHEREAS, negotiations for a successor agreement began on or about July 17, 2019, and concluded with tentative agreements on matters subject to negotiations, signed on or about November 13, 2019; and

WHEREAS, the eligible voting membership of the Full-Time Non-Tenure Track Faculty Bargaining Unit ratified that tentative agreement by a vote of 98.4% on or about November 13, 2019; now, therefore,

BE IT RESOLVED, that the Board of Trustees of Kent State University does hereby approve the Memorandum of Understanding covering academic year 2019 to 2020, effective August 17, 2019; and the amended Collective Bargaining Agreement with the Full-Time Non-Tenure Track Faculty Unit of the American Association of University Professors, Kent State Chapter, to be in full force and effect from August 23, 2020, to 12:01 a.m. on August 23, 2023.

Chair Della Ratta asked Dr. Polatajko to present the proposed amendment of pay structures for unrepresented classified civil service staff.

AMENDMENT OF PAY STRUCTURE FOR UNREPRESENTED CLASSIFIED CIVIL SERVICE STAFF

Dr. Polatajko stated the resolution presented two adjustments in the salary and pay structure within the unrepresented classified civil service staff. On an annual basis, the human resources compensation analysis team undertakes a scan of the marketplace and presents recommendations to ensure the university's salary bands are aligned with the marketplace and continue to provide a basis for retaining and recruiting top talent in service to Kent State, Dr. Polatajko said. He presented the team's recommendation that pay structure for unrepresented classified civil service staff be adjusted by a maximum of 1.5 percent reflecting inflationary factors as well as market competitiveness. This action is customary and routine in nature, he said.

Resolution 2019-51

AMENDMENT OF PAY STRUCTURE FOR UNREPRESENTED CLASSIFIED CIVIL SERVICE STAFF

WHEREAS, Section 3345.31 of the *Ohio Revised Code* authorizes the Board of Trustees of Kent State University to establish compensation plans, including pay structures for all employees not represented in a bargaining unit, and to establish rules or policies for the administration of the compensation plans; and

WHEREAS, the Board of Trustees authorized a compensation plan for classified civil service staff, who are not in a recognized bargaining unit, effective June 30, 1991; and

WHEREAS, the pay structure associated with the plan is reviewed and amended periodically to reflect changes in economic and market conditions; and

WHEREAS, the attached pay structure has been recommended by the Vice President for Human Resources and approved by the Senior Vice President for Finance and Administration; and

WHEREAS, Administrative Policy 6-07.2 Regarding the Compensation Plan for Classified Civil Service Staff Who Are Not in a Recognized Bargaining Unit requires that the Board of Trustees of Kent State University authorize this amendment to the Pay Structure for Unrepresented Classified Civil Service Staff, on behalf of the university; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the attached Pay Structures for Unrepresented Classified Civil Service Staff, effective with the pay period inclusive of September 1, 2019, and the Classified Unrepresented Civil Service Pay Structure Addendum Market Adjusted Hiring Rates, effective the same date.

Hearing no objections, Chair Della Ratta noted that the resolution was added to the consent agenda by general consent.

OTHER MANAGEMENT DECISION ITEMS FOR THE CONSENT AGENDA

Chair Della Ratta called on Interim Provost Tankersley to present the academic items.

CONFERRAL OF DEGREES – SUMMER 2019

Dr. Tankersley presented the conferral of degrees for the period May 11, 2019 to August 17, 2019. She noted that 1,568 students earned their degrees during the summer commencement.

Resolution 2019-52

CONFERRAL OF DEGREES – SUMMER 2019

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 May 11, 2019, to August 17, 2019 – 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 May 11, 2019, to August 17, 2019.

INACTIVATION OF MAJORS AND REVISION IN DEGREE DESIGNATION

Dr. Tankersley continued with the presentation of five proposed curricular changes that had been been thoroughly reviewed through university processes. The first three recommendations were inactivation of majors and the fourth was the proposed revision in degree designation, she said.

Resolution 2019-55

INACTIVATION OF THE INTEGRATED LIFE SCIENCES MAJOR WITHIN THE BACHELOR OF SCIENCE DEGREE

WHEREAS, the College of Arts and Sciences seeks approval of the inactivation of the Integrated Life Sciences major within the Bachelor of Science degree; and

WHEREAS, the Integrated Life Sciences major was created in 1973 in partnership with the Northeast Ohio Medical University (NEOMED) as a pathway program to the doctoral medical program, where students were guaranteed admission to NEOMED; and

WHEREAS, NEOMED has chosen to discontinue this admission model, instead admitting students upon completion of a traditional undergraduate degree with the prerequisite science courses; and

WHEREAS, Kent State offers several undergraduate majors with a pre-medicine concentration; and

WHEREAS, Kent State has partnered with NEOMED to create an Early Assurance Program that allows eligible, second-year students to reserve a place at NEOMED after completion of their undergraduate degree; and

WHEREAS, the last cohort admitted to the Integrated Life Sciences major was in Fall 2016 and enrolled students are aware of the phase-out of the program and are on track to earn their degree; and

WHEREAS, the proposed inactivation of the Integrated Life Sciences major has been reviewed and approved by the College of Arts and Sciences, 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 inactivation of the Integrated Life Sciences major within the Bachelor of Science degree, pending approval from the Ohio Department of Higher Education, effective Fall 2020.

Resolution 2019-56

INACTIVATION OF TRADE AND INDUSTRIAL EDUCATION MAJOR WITHIN THE BACHELOR OF SCIENCE IN EDUCATION DEGREE

WHEREAS, the Office of the Provost seeks approval of the inactivation of the Trade and Industrial Education major within the Bachelor of Science in Education degree; and

WHEREAS, the College of Education, Health and Human Services suspended admission to the major in 2015 due to the lack of student enrollment; and

WHEREAS, per the policy on suspended programs, the provost will declare a program inactive if the college does not reopen admission to the program within five years of suspension; and

WHEREAS, the last student to graduate with the Trade and Industrial Education major occurred in Fall 2014; and

WHEREAS, students who have previously been enrolled in the Trade and Industrial Education major have changed majors to the Educational Studies major within the Bachelor of Science degree where the curriculum is flexible, allowing students to design their plan of study around the skills and competencies required in their career; and

WHEREAS, the proposed inactivation of the Trade and Industrial Education major has been reviewed and approved by the College of Education, Health and Human Services, 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 inactivation of the Trade and Industrial Education major within the Bachelor of Science in Education degree, effective Fall 2020.

Resolution 2019-57

INACTIVATION OF THE BIOMEDICAL SCIENCES – BIOMEDICAL MATHEMATICS MAJOR WITHIN THE MASTER OF SCIENCE AND DOCTOR OF PHILOSOPHY DEGREES

WHEREAS, the Office of the Provost seeks approval of the inactivation of the Biomedical Sciences–Biomedical Mathematics major within the Master of Science and Doctor of Philosophy degrees; and

WHEREAS, the College of Arts and Sciences suspended admission to the major in Fall 2010 due to the lack of enrollment; and

WHEREAS, per the policy on suspended programs, the provost will declare a program inactive if the college does not reopen admission to the program within five years of suspension; and

WHEREAS, there is no record of any student graduating from the Biomedical Sciences–Biomedical Mathematics major within the Master of Science degree or the Doctor of Philosophy degree; and

WHEREAS, the proposed inactivation will have no impact on other programs, course offerings, faculty or staff; and

WHEREAS, the proposed inactivation of the Biomedical Sciences–Biomedical Mathematics major has been reviewed and approved by the College of Arts and Sciences; 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 inactivation of the Biomedical Sciences–Biomedical Mathematics major within the Master of Science and Doctor of Philosophy degrees, effective Fall 2020.

Resolution 2019-54

REVISION OF DEGREE DESIGNATION FOR THE GEOGRAPHY MAJOR FROM THE MASTER OF ARTS DEGREE TO THE MASTER OF SCIENCE DEGREE

WHEREAS, the College of Arts and Sciences seeks approval of the revision of the degree designation for the Geography major from the Master of Arts degree to the Master of Science degree; and

WHEREAS, faculty in the College of Arts and Sciences request the degree designation change because master of science degree programs at Kent State are considered research programs, requiring extensive fieldwork and a full research thesis; and

WHEREAS, with research a core focus of the Geography major, the program better aligns with a master of science degree; and

WHEREAS, geography programs throughout the country offer the Master of Science degree rather than the Master of Arts degree; and

WHEREAS, by aligning degree designations with the other universities, there is a greater ability to market the program; and

WHEREAS, the proposed revision of degree designation 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 of degree designation for the Geography major from the Master of Arts degree to the Master of Science degree, effective Fall 2020, pending approval of the Ohio Department of Higher Education.

ESTABLISHMENT OF THE CONSTRUCTION MANAGEMENT MAJOR WITHIN THE MASTER OF SCIENCE DEGREE

Dr. Tankersley then presented the establishment of the Construction Management major within the Master of Science degree. Northeast Ohio has seen an increased demand for advanced degree graduates in this field from industry leaders to meet the growing pace of infrastructure projects in the region. The proposed graduate Construction Management major offers students a greater understanding of leading construction projects and organizations. She thanked Dean Mistur and his faculty for creating this new advanced degree offering.

Resolution 2019-53

ESTABLISHMENT OF THE CONSTRUCTION MANAGEMENT MAJOR WITHIN THE MASTER OF SCIENCE DEGREE

WHEREAS, the College of Architecture and Environmental Design seeks approval of the establishment of the Construction Management major within the Master of Science degree; and

WHEREAS, the College of Aeronautics and Engineering currently offers a Construction Management specialization within the Master of Technology degree; and,

WHEREAS, the College of Architecture and Environmental Design, in collaboration with the College of Aeronautics and Engineering, would like to elevate the current Construction Management specialization to the proposed major and house it in the College of Architecture and Environmental Design; and

WHEREAS, the cross-collaborative major will provide students with unique opportunities and exposure to interdisciplinary learning experiences with architects and designers; and

WHEREAS, graduates of the Master of Technology degree who have specialized in Construction Management have had a 100-percent job placement rate over the past six years; and

WHEREAS, there is an increasing demand for advanced degree graduates from regional industry leaders in order to meet the demand of building and infrastructure projects; and

WHEREAS, the curriculum of the proposed Construction Management major incorporates input from the college's industry board, meets accreditation standards, and offers students a greater understanding of leading construction projects and organizations, preparing students for various careers in construction management; and

WHEREAS, establishment of the proposed major has been reviewed and approved by the appropriate college faculty and curriculum committee, 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 establishment of the Construction Management major within the Master of Science degree, effective Fall 2020, pending approval of the Ohio Department of Higher Education.

Dr. Tankersley then shared the final management decision item from Academic Affairs, which was the endorsement of the university's response to state budget legislation related to the remediation of students.

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

In response to House Bill 49, Kent State University has a need to submit its third annual report on student remediation, which is routine in nature. Dr. Tankersley explained that the report tracks the number of students at Kent State who are required to enroll in remedial education. She noted that since the first year of reporting, there has been a 17.4-percent drop in the number of students enrolled in remediation on the Kent Campus and a 21.2-percent drop on the regional campuses. This was due to the creation of multiple pathways, especially in mathematics for courses like statistics or quantitative reasoning, that replaced algebra for non-STEM majors. She added that the university expects required remediation numbers will continue to drop this year.

Resolution 2019-58

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 through 2020, 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 continued 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 2019 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 2019 University Remediation Report and its submission to the Chancellor of the Ohio Department of Higher Education and the Superintendent of Public Instruction.

There were no objections to adding the curricular matters and student remediation report to the consent agenda by general consent.

RATIFICATION OF THE FISCAL YEAR 2019 AFFORDABILITY AND EFFICIENCY REPORT

Dr. Polatajko then recommended the ratification of the university's fiscal year 2019 Affordability and Efficiency Report to the State of Ohio. He noted that in September, the Board authorized a resolution for the administration to work with the Chair of the Board's Finance and Administration Committee as well as the board secretary in developing, reviewing and submitting the university's report in compliance with the state's deadline of November 1, 2019. He thanked Jeanne Reifsnyder for her leadership in compiling the report, and Trustee Riley and Board Secretary Reed for reviewing and assisting in the completion of the report for submittal. Dr. Polatajko noted that over the last five years, Kent State has delivered more than $75 million in efficiency and effectiveness gains, with $27 million in the past year. He then asked Ms. Reifsnyder to give a highlights presentation of some of the key factors that were included in this year's efficiency report.

Ms. Reifsnyder shared a few highlights from fiscal year 2019. The implementation of the comprehensive office copy print initiative was completed last spring, nearly 700 new copy machines were installed on campus and paper purchases declined by 24 percent as a result. Total anticipated savings annually will be up to $70,000. She noted that Kent State for the first time implemented a reverse auction for the purchase of electricity, which is producing projected savings of about $400,000 for the current year. She cited several initiatives related to employee benefits. As a result of a competitive process for medical benefits administration, the university moved from two to one vendor, saving about $1 million and earning an additional $175,000 a year toward its health and wellness program. Kent State also participated in a joint RFP process through the Inter-University Council (IUC) for life and disability insurance, which will save an estimated $400,000 in the current year. The Flash Books program benefited more than 8,200 students and resulted in $980,000 in direct savings to students. A second initiative that directly benefited students was the renegotiation of pricing for the Adobe Creative Cloud software. As a result of that negotiation, students are saving an additional $826,000 over the last year. Those are just a few of the items that were included in the report. She then asked if there were any questions.

Chair Della Ratta praised the team for an outstanding report. Trustee Riley asked if the state makes the other university reports available and if there is any sense of how Kent State measures up to the challenge. Dr. Polatajko replied that all reports are posted on the Ohio Department of

Higher Education website and the staff scans peer institution reports regularly. The IUC institutions share ideas and initiatives and benchmark information. By general consent, the resolution was added to the consent agenda.

AMENDMENT TO UNIVERSITY POLICY 3342-7-06 REGARDING TUITION CREDIT FOR DROPPED COURSES

Dr. Polatajko presented proposed amendments to the university policy regarding tuition credit for dropped courses, which provide clarification on refunds and adopt more current terminology and incorporate the College of Podiatric Medicine.

Resolution 2019-60

AMENDMENT TO UNIVERSITY POLICY 3342-7-06 REGARDING TUITION CREDIT FOR DROPPED COURSES

WHEREAS, the Constitution of Kent State University requires the university to maintain a register of policies and procedures (University Policy Register); and

WHEREAS, the Office of General Counsel periodically reviews the register in accordance with its responsibility under 3342-2-01; and

WHEREAS, in consultation with the Office of General Counsel, the Senior Vice President for Finance and Administration has recommended the addition of language to provide clarification regarding tuition credit for dropped courses, as well as the elimination of certain operational procedures from within the policy; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees adopts amendments to University Policy 3342-7-06 Regarding Tuition Credit for Dropped Courses as contained in the attachment.

Chair Della Ratta then stated if there are no objections, these resolutions would be added to the consent agenda by general consent. There were no objections.

MANAGEMENT DECISION ITEMS FOR SEPARATE CONSIDERATION

Chair Della Ratta then called on Dr. Polatajko to proceed with proposed action items pertaining to university's buildings and grounds.

APPROVAL OF SIX-YEAR COMPREHENSIVE CAPITAL PLAN FOR FISCAL YEARS 2021-2026

Dr. Polatajko presented the proposed six-year comprehensive capital plan for fiscal years 2021 though 2026. On a biennial basis, the State of Ohio conducts a capital appropriation process opposite of the operating budget cycle. He shared that once again, the guidelines for public higher education institutions focused on building world-class programs, maintaining existing facilities through basic renovations, addressing deferred maintenance priorities, strengthening learning environments, and reducing cost through efficiencies. Kent State undertook a stakeholder-inclusive process including academic affairs, regional campuses, government relations, information technology, and facilities personnel to develop the proposed plan.

The total requested amount is $111 million over the six-year period covering three biennia, he said. For the FY 2021-2022 period, the university plan totals $38.3 million, with $33.6 million requested in state capital dollars. Priorities align with Phase 1 of the Kent Gateway Plan as well as the needs of the regional campuses, he said. The state also asked the universities to state their needs for information technology. Kent State's request totaled about $23.4 million, with an additional $5 million per year for supporting a complete revamp and transformation of the university's IT infrastructure, he said. He noted that the university submitted its draft plan on time in late October contingent upon final ratification of the Board of Trustees.

Dr. Polatajko ended his presentation asking if there were any questions. In response to a question from Trustee Riley, he noted that the Kent Gateway Plan included $1.5 million in philanthropy for Rockwell Hall renovations, which has not yet been solicited and thus not included in the Board's authorization at this time. Once that portion of the project is scoped and the money is raised, the administration will bring it to the Board for approval. There were no further questions and the resolution was added to the consent agenda by general consent.

Resolution 2019-61

APPROVAL OF SIX-YEAR COMPREHENSIVE CAPITAL PLAN FOR FISCAL YEARS 2021-2026

WHEREAS, the Ohio Department of Higher Education (ODHE) requires that each institution of public higher education in Ohio prepare a six-year capital plan; and

WHEREAS, the plan submitted to ODHE is to be consistent with the nature and level of anticipated appropriations as estimated by the ODHE; and

WHEREAS, the exact amount of the capital funding will not be known until the state funds are actually appropriated; and

WHEREAS, Kent State University, through its master planning and consultation processes, has identified specific capital projects for each campus for each biennium of the six-year plan; and

WHEREAS, the proposed projects are in alignment with the university's master planning process, deferred maintenance priorities and the anticipated availability of dedicated funding; and

WHEREAS, the projects being recommended are considered important for addressing academic program needs, upgrading the campus infrastructure and addressing the backlog of deferred maintenance; now, therefore,

BE IT RESOLVED, that the Board of Trustees of Kent State University approves the Kent State University Higher Education Six-Year Capital Plan for Fiscal Years 2021-2026.

APPROVAL OF ROCKWELL HALL ADDITION AND RENOVATIONS

Dr. Polatajko then moved to consideration of the Rockwell Hall addition and renovations envisioned in the Kent Gateway Plan. The building is the home of the world-renowned Shannon Rodgers and Jerry Silverman School of Fashion Design and Merchandising, he said. The scope of the project includes enhancement and support of program growth specifically, basic renovations and enhanced lab and instructional space. The project budget is $7.3 million at this time, he reiterated.

Michael Bruder, executive director of facilities, planning and design, noted that new Fashion School Director Louise Valentine dove into the project immediately upon her arrival in August. The proposed project includes design studios, fashion labs and innovation spaces that will help the school continue to enhance its academic programs and stature both nationally and internationally. He reviewed the design concept and plans that also will include expanding the Rockwell atrium, which is one of the favorite spaces on campus. Plans also call for reorienting admission to the building providing the school and the adjacent Kent State Museum a shared atrium and grand entrance that will enhance collaboration and accessibility. By general consent, the resolution was added to the consent agenda for approval.

Resolution 2019-62

APPROVAL OF ROCKWELL HALL ADDITION AND RENOVATIONS

WHEREAS, the Shannon Rodgers and Jerry Silverman School of Fashion Design and Merchandising at Kent State University has earned a consistent ranking among the best fashion programs nationally and globally, and has been designated an Ohio Center of Excellence by the Ohio Department of Higher Education (ODHE); and

WHEREAS, Rockwell Hall was built in 1928 with subsequent additions in 1958 and 1990, and houses both the Fashion School and the Kent State University Museum; and

WHEREAS, the 104,000 square-foot building does not meet the current and future instructional and programmatic needs of the growing school; and

WHEREAS, this project will focus on adding 20,000 to 30,000 square feet of new instructional and lab space and renovating the existing areas of Rockwell Hall; and

WHEREAS, the design, bidding and construction of this project will follow all state laws and regulations; and

WHEREAS, the university has budgeted $7.3 million for this project with funds coming from two sources - $2.8 million from local funds designated for the Kent Gateway Plan and $4.5 million from the anticipated state capital appropriation; and

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to proceed with the design and construction of this project in accordance with University Policy 3342-7-04.

Chair Della Ratta then asked Dr. Polatajko to present the next item for the Board's consideration.

APPROVAL OF TERRACE DRIVE REALIGNMENT AND CAMPUS LANDSCAPE IMPROVEMENTS

Dr Polatajko requested Board approval of the Terrace Drive realignment and campus landscape improvement project, which again is also part of the Kent Gateway Plan. The total project budget of $10 million is fully funded by investment gains recaptured and set aside for the first phase of projects. Mr. Bruder presented the conceptual plan for this area of campus development, which was envisioned as a new central gateway to the campus. He presented a series of updated drawings and a video of the realignment of Terrace Drive and the revised footprints of the planned College of Business Administration building and Main Street parking deck. He noted that the refinements allowed for the retention of Verder Hall, rather than its demolition, to make way for the project. Additionally, a new green space, marching band practice field and accessible parking have been added, he noted.

Finally, the plan calls for extension of the front campus historic look of mature trees and landscaping replacing asphalt parking spaces in this area. The spaces will be provided through the new parking deck allowing the area now covered by a surface lot to be reimagined. Planners have worked carefully to phase the construction in ways that will minimize inconvenience to the campus, he noted. The university is working with the City of Kent on the transformation of Main Street, which now is the most congested and accident-prone area in Portage County. Trustee Riley asked about timing of the project. With the Board's approval, construction would begin in the summer of 2020. Proceeding with the parking deck ahead of construction of the business building will help alleviate parking shortages in the area while construction is underway. The resolution was added to the consent agenda by general consent.

Resolution 2019-63

APPROVAL OF TERRACE DRIVE REALIGNMENT AND CAMPUS LANDSCAPE IMPROVEMENTS

WHEREAS, on March 7, 2018, the Board of Trustees approved the Gateway to a Distinctive Kent State master plan that represents a crucial, transformational moment in university history as three strategic, extensive and inclusive planning efforts were strategically synchronized; and

WHEREAS, the Kent Gateway Plan was designed to create a re-imagined central gateway to the Kent campus from Main Street and to extend the iconic historic front campus landscape along Main Street; and

WHEREAS, as a result of the Kent Gateway Plan, the university will construct an 1,100-space parking deck eliminating 900 surface spaces in the area of Terrace Drive; and

WHEREAS, the university will close Terrace Drive from Main Street and realign approximately 2,250 feet of roadway to connect to Midway Drive; and

WHEREAS, this transformational project in Phase 1 of the Kent Gateway Plan will provide all of the necessary site, civil engineering, traffic and landscape improvements to complete the planned vision for this area; and

WHEREAS, the university has allocated $10 million in dedicated facility funds for the Kent Gateway Plan Phase 1 projects to support the design and construction of this project; and

WHEREAS, the design, bidding and construction of these projects will follow all state laws and regulations; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to proceed with this project in accordance with University Policy 3342-7-04.

Chair Della Ratta then stated that the next topic for discussion and presentation was consideration of property matters, calling on Dr. Polatajko.

AUTHORIZATION TO SELL REAL PROPERTY LOCATED AT CAMPUS CENTER DRIVE WEST, KENT OHIO

Dr. Polatajko requested authorization of the sale of a 15.2-acre parcel located on Campus Center Drive, at the appraised value of $125,000. The parcel is part of surplus real estate authorized for sale by the Board and the Ohio General Assembly. The resolution was added to the consent agenda.

Resolution 2019-64

AUTHORIZATION TO SELL REAL PROPERTY LOCATED AT CAMPUS CENTER DRIVE WEST, KENT OHIO

WHEREAS, Kent State University has completed its Gateway to a Distinctive Kent State master plan; and

WHEREAS, certain real estate parcels have been identified as surplus real estate assets by the university and available for disposition; and

WHEREAS, at its meeting on December 5, 2018, the Board of Trustees authorized the marketing and sale of the parcels; and

WHEREAS, the Ohio General Assembly authorized the sale of the parcels in legislation passed on July 18, 2019; and

WHEREAS, the university has received an offer to purchase one of the parcels located on Campus Center Drive West for fair market value and to be used for a medical office building; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to obtain a lot split and sell 16.2 acres of the real property located on Campus Center Drive West for the sum of $125,000 and other terms and conditions set forth in the purchase agreement.

Chair Della Ratta then asked for a motion to approve the consent agenda, which included personnel actions and the above-noted resolutions.

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

Chair Della Ratta stated that the consent agenda was approved. He then turned to a series of proposed management decision items for separate consideration, each of which would be acted upon in separate motions. He asked Dr. Polatajko to proceed with the next item of business.

AUTHORIZATION FOR THE ISSUANCE OF GENERAL RECEIPTS BONDS TO REFINANCE OUTSTANDING GENERAL RECEIPTS BONDS AND TO PAY COSTS OF UNIVERSITY FACILITIES

Dr. Polatajko observed that the university continually tracks market rates in order to capitalize on favorable market conditions for refinancing its outstanding debt, producing positive results for the university's financial position as well as annual budgets.

The next resolution is centered around this core strategy: first, to take advantage of current market conditions that would reduce the university's annual debt service expense by refinancing outstanding bonds; and secondly, to use the most optimal financing mechanism possible for the proposed Main Street parking deck. The university has been tracking and monitoring the markets for months and believes now is the time to do a refunding along with a new money issue, he said.

Specifically, the refunding portion will provide more than $21.5 million in estimated net present value savings, reducing the university's current debt service by an estimated average of $850,000 per year and $2.5 million in savings in this fiscal year alone. Dr. Polatajko explained that the current interest rate on existing bonds averages about 4.87 percent and the newly refunded bonds would be at an estimated 3.28 percent, which is significant in terms of reducing costs.

With interest rates at such historically low levels, the issuance of $29 million in new debt to be funded by parking revenues is more favorable than employing a public/private partnership delivery model envisioned in the Kent Gateway Plan, he explained. It was recommended that the Board authorize a new issuance of $29 million for this purpose, he said. Further, the university was in a competitive process to develop a financing syndicate of underwriters. As a result of that competitive process, which was held exclusively with Northeast Ohio based firms, the administration recommended proceeding with JP Morgan as the senior underwriter, Key Capital Markets as the co-senior manager, and PNC Capital Markets and Loop Capital Markets as co-managers. PFM Financial Advisors would continue to serve as the university's financial advisor on the issue. University officials were scheduled for ratings presentations with S&P and Moody's in the coming days, he said. Once bond ratings were secured, the issuance could be in place by the second or third week of January, providing the market conditions remain favorable. This would be the university's third refunding in the last three years, reducing annual debt service by $2.1 million.

Resolution 2019-65

AUTHORIZATION FOR THE ISSUANCE OF GENERAL RECEIPTS BONDS TO REFINANCE OUTSTANDING GENERAL RECEIPTS BONDS AND TO PAY COSTS OF UNIVERSITY FACILITIES

WHEREAS, this Board has determined to authorize the issuance of obligations by the University to finance facilities in furtherance of the University's programs, including the construction and improvement of University parking facilities; and

WHEREAS, the University has previously issued certain series of General Receipts Bonds (as more specifically described in Section 1 below, the "Outstanding Bonds"); and

WHEREAS, the administration of the University also seeks authority issue obligations to refinance all or a portion of the Outstanding Bonds if it is determined that such action (i) will enable the University to obtain debt service savings or otherwise to be in the best interests of the University and (ii) is consistent with the University's Policy Regarding Issuance of Debt effective October 1, 2018 (the "Debt Policy"); and

WHEREAS, the obligations will be issued for the foregoing purposes under the Trust Agreement identified in Section 1 securing the University's outstanding General Receipts Bonds and as further provided in this resolution in an aggregate principal amount not to exceed $225,000,000; 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 Series 2020 Bond Projects and 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 2020 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" or "Series 2020 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 at the same or different times; 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 the Direct Obligations as defined generally or for a particular purpose in the Trust Agreement or applicable Supplemental Trust Agreement.

"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 financial institution or institutions selected by the Fiscal Officer to purchase or underwrite one or more series of Series 2020 Bonds and identified in the Certificate of Award; provided those firms shall be any or a combination of J.P. Morgan Securities LLC, PNC Capital Markets, LLC, Loop Capital Markets and KeyBanc Capital Markets, Inc.

"Outstanding Bonds," as used in this Resolution, means the outstanding portions of the University's General Receipts Bonds, Series 2012A and the University's General Receipts Bonds, Series 2014A.

"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.

"Series 2020 Bonds" means the General Receipts Bonds authorized by this Resolution which may be issued in one or more series at the same time or at different times.

"Series 2020 Bonds Projects" means the acquisition, construction, reconstruction, rehabilitation, furnishing and equipping of "facilities" as defined in Revised Code Section 3345.12(A)(6), including without limitation, constructing and improving University parking facilities, and other improvements to University Facilities approved by this Board, including in each case all related costs constituting "costs of facilities" as defined in Revised Code Section 3345.12(A)(10).

"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 for the fulfillment of any of the terms, conditions or obligations of the Trust Agreement or the Bonds.

Section 3. **<u>Authorization, Designation and Purpose of Bonds</u>.** It is hereby declared to be necessary to, and the University shall, issue, sell and deliver, as provided and authorized in this Resolution and the Supplemental Trust Agreement, General Receipts Bonds of the University in one or more series, for the purpose of: (i) paying costs of the Series 2020 Bonds Projects, and (ii) refunding the Refunded Bonds in order to (a) obtain debt service savings or (b) provide for a more favorable debt structure for the University based on the determination of the Fiscal Officer in consultation with the Financial Advisor that the proposed Bonds will result in a more favorable University debt structure. The principal amount of each Series of Series 2020 Bonds is to be the amount set forth in the Certificate of

Award for that series, determined on the basis of the Fiscal Officer's certification in that Certificate of the amount necessary, as applicable: (a) to pay for the Series 2020 Bonds Projects, provided that amount shall not exceed $29,000,000, (b) to refund the Refunded Bonds, (c) to pay costs of any Credit Support Instruments, (d) to pay interest on the Bonds, (e) to pay costs of issuing the Bonds and refunding the Refunded Bonds, and (f) to provide for any Bond Reserve Requirement; provided that the aggregate principal amount of all series of Bonds issued under this Resolution shall not exceed $225,000,000. 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 in one or more separate series, each bearing a distinctive designation, provided that the Bonds of each series satisfy the requirements of this Resolution and the Trust Agreement. 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.

The Fiscal Officer, in connection with any series of Series 2020 Bonds is authorized to contract for one or more Credit Support Instruments, and to pay the costs of them from proceeds of the Series 2020 Bonds, if he or she determines that each Credit Support Instrument will result in a savings in the cost of the financing 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) <u>Interest</u>. The Series 2020 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 and Supplemental Trust Agreement for the related series of Series 2020 Bonds. For Series 2020 Bonds that bear interest at rates that are fixed to the maturity thereof, the weighted average fixed interest rate of such fixed rate Series 2020 Bonds of a series shall not exceed six percent (6.0%) per year.

(c) <u>Maturities</u>. 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 the final maturity of December 15, 2050. Amortization for the Bonds shall be certified by the Fiscal Officer in the Certificate of Award as that which provides the most favorable debt structure for the University.

(d) <u>Prior Redemption</u>.

(i) <u>Term Bonds--Mandatory Redemption</u>. 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.

At its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date, the University may (i) deliver to the Trustee for cancellation Term Bonds, in any aggregate principal amount desired, or (ii) receive a credit in respect to the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University for any Term Bonds of the same series maturing in the same year as the Term Bonds so delivered to the Trustee, which prior to that date have been redeemed (other than through the operation of the mandatory sinking fund requirements provided for) or purchased for cancellation and cancelled by the Trustee and not theretofore applied as a credit against any mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Each Term Bond so delivered or previously redeemed or purchased for cancellation shall be credited by the Trustee at 100% of its principal amount against the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University on that redemption date with respect to Term Bonds maturing in the same year and any credit in excess of that amount may be credited against future mandatory sinking fund requirements with respect to Term Bonds of the same series maturing in the same year. If the

University intends to avail itself in any year of the provisions of this paragraph, the University will on or before the 45th day next preceding the mandatory redemption date of that year furnish the Trustee with a certificate, signed by the Fiscal Officer, stating the extent to which the provisions of clauses (i) and (ii) above in this paragraph are to be availed of with respect to such mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Unless that certificate is so timely furnished by the University, the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) for that year shall not be reduced.

(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 Bonds of any series (or certain maturities of them) 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 the Series 2020 Bonds of any series shall be given by the Trustee on behalf of the University to the Registered Owners of the Series 2020 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 Series 2020 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 Series 2020 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.

(f) **Security and Source of Payment.** The Series 2020 Bonds shall be payable from the General Receipts pledged under the Trust Agreement as security for all Bonds issued and outstanding thereunder. Payment of the Bond Service Charges on the Bonds, including the Series 2020 Bonds, is secured by the Trust Agreement and by a pledge and assignment of and lien on the General Receipts and the Bond Service Fund, all as defined and provided in the Trust Agreement.

Section 5. **Sale and Award of Bonds.**

(a) **General; Certificate of Award.** The Series 2020 Bonds are sold and awarded to the Original Purchaser in accordance with this Resolution and the Certificate of Award for the related series of Bonds, and on such further or revised terms authorized or not inconsistent with this Resolution and not materially adverse to the University as are provided for or specified in the Certificate of Award and any Bond Purchase Agreement. The purchase price for any series of Series 2020 Bonds may not be less than 98% of the aggregate principal amount of the Series 2020 Bonds of that series (or, if the Series 2020 Bonds are sold at any original issue discount, 98% of the amount resulting from the subtraction of the aggregate net original issue discount from the aggregate original principal amount of the Series 2020 Bonds), plus any interest accrued on Series 2020 Bonds from their date to their delivery date. The original issue discount, if any, shall not exceed in the aggregate 5% with respect the Series 2020 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 Series 2020 Bonds, in order to provide for the definitive terms and terms of sale and award to the Original Purchaser of the Series 2020 Bonds of each series as provided in this Resolution, but not later than December 31, 2020. The Certificate of Award and any Bond Purchase Agreement for any series of Series 2020 Bonds shall not be inconsistent with this Resolution, and shall be approved by the Fiscal Officer. The execution of the Bond Purchase Agreement and the Certificate of Award constitute conclusive evidence of that approval and consistency with this Resolution, and a finding that the terms thereof are not materially adverse to the University, on behalf of the University. The Certificate of Award shall include a certification that the refunding of the Refunded Bonds achieves the savings thresholds specified in the Debt Policy.

(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.**

(a) **Series 2020 Project Fund.** A fund (the "2020 Project Fund") shall be established for each series of Series 2020 Bonds issued to pay costs of the Series 2020 Bonds Projects and shall be held by the University or the Trustee in a separate deposit account or accounts (except when invested as provided below) set up in a bank or banks that are members of the Federal Deposit Insurance Corporation, and used and applied to pay "costs of facilities" as defined in Revised Code Section 3345.12, including the reimbursement to the University of moneys temporarily advanced for the purpose in anticipation of being reimbursed from the proceeds of the Series 2020 Bonds. Moneys on deposit in the 2020 Project Fund may be invested by or at the direction of the Fiscal Officer in Eligible Investments described in the Supplemental Trust Agreement maturing or redeemable at the option of the holder prior to the time or times needed for the purposes of that fund. Those investments and the proceeds of their sale shall constitute part of, and earnings from any of those investments shall be credited to, that Fund. Those investments may be sold, exchanged or collected from time to time by or at the direction of the Fiscal Officer. Any amounts in the 2020 Project Fund certified by the Fiscal Officer to be in excess of the amount needed to pay costs of the Series

2020 Bonds Projects may be used to pay principal of or interest on the Series 2020 Bonds of the series that funded the Series 2020 Bonds Projects if that expenditure will not, in the opinion of bond counsel to the University, in the case of Tax-Exempt Bonds, adversely affect the exclusion of interest on the Series 2020 Bonds from gross income for federal income tax purposes.

(b) Refunding of Refunded Bonds. The proceeds from the sale of the Bonds of each series used for the purpose of refunding the Refunded Bonds 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, if any, 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.

Covenants. The Board covenants for the University that:

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.

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"), but in any event subject to the applicable provisions of the Trust Agreement. 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 for each series, or any combination of series, of Refunded Bonds, designated Kent State University –Escrow Account and otherwise identifying the series of Refunded Bonds, may be created for Refunded Bonds to be refunded by each series, or any combination of series, of Bonds, in the custody of the Trustee as Escrow Trustee and as a sub-account or accounts 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 any 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 2020 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 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.

Chair Della Ratta called for a motion to approve the proposed debt issuance.

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

Chair Della Ratta called on Senior Vice President Polatajko to present the proposed Main Street parking deck project.

APPROVAL OF MAIN STREET PARKING DECK

Dr. Polatajko asked Mr. Bruder to guide those present through the program timeline and specifics of the Terrace Drive realignment and development of the Main Street gateway. The project is a critical component of Phase 1 of the Kent Gateway Plan and will be truly transformational, he observed. Dr. Polatajko also acknowledged the good work of Larry Emling, manager of parking services, who has provided exceptional leadership in transforming university parking activities and service to faculty, staff, and students. This project, estimated at $29 million, will be funded by the bond issue just approved by the Board if successfully undertaken in the January time frame, he said.

Mr. Bruder shared images and video of the reimagined gateway to campus that was envisioned in the facilities master plan. Refinement of the project details have continued, which will help ensure the parking deck settles into the landscape area and becomes part of the campus. Its footprint has been reduced and pulled further back from the roadway to help reduce its large visual impact, he explained. The Williamson House will be retained along with many mature trees on the property. As the deck will be built on a hillside, the deck can have five stories to the west and three stories to the east. The university is working in partnership with the City of Kent to ensure that the parking deck is fully coordinated with campus traffic patterns as well as the Main Street plan improvements off campus to mitigate any concerns that local residents may have about the development. The deck will be accessible from three sides and will feature an exterior design and materials that are complementary to the planned College of Business

Administration building, he said. He showed the concept for East Main Street improvements to better handle the high demands of traffic and pedestrian flow.

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APPROVAL OF THE MAIN STREET PARKING DECK

WHEREAS, on March 7, 2018, the Board of Trustees approved the Gateway to a Distinctive Kent State master plan that represents a crucial, transformational moment in university history as three strategic, extensive and inclusive planning efforts were strategically synchronized; and,

WHEREAS, the Kent Gateway Plan was designed to create a re-imagined central gateway to the Kent campus from Main Street and to extend the iconic historic front campus landscape along Main Street; and,

WHEREAS, this transformed area will include a new building for the College of Business Administration (COBA), a new parking deck, renovations to White Hall, the removal of surface parking lots and the realignment of Terrace Drive to create a bucolic, pedestrian-
focused green space in this area and to improve the movement of traffic and people; and,

WHEREAS, the university will develop a contextually sensitive and functionally efficient parking deck design to support the transformation of the campus landscape in this district; and,

WHEREAS, the approximately 1,100 parking spaces in the parking deck will replace approximately 900 removed asphalt parking spaces and provide additional capacity to support the new COBA building; and,

WHEREAS, the project is estimated at $29 million to be funded through a debt issuance that will be supported by Parking Services fees; and,

WHEREAS, the design, bidding and construction of this project will follow all state laws and regulations; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to proceed with this project in accordance with University Policy 3342-7-04.

Chair Della Ratta then called for a motion to approve the resolution authorizing the Main Street parking deck project.

ACTION: Trustee Riley moved, seconded by Trustee Davidson, that the resolution be approved. The motion passed.

Trustee Riley then informed Chair Della Ratta that before they moved on to the next item, that he and Trustee Mason both have a conflict of interest and that they were going to excuse themselves.

Trustee Della Ratta thanked them for recusing themselves as they need to be careful with conflicts of interest.

He next called on Dr. Polatajko to present the proposal to authorize a renewable energy project for regional campuses. Chair Della Ratta noted for the record that trustees Riley and Mason have recused themselves from this matter and they departed the boardroom prior to the presentation of the recommended project.

APPROVAL OF KENT STATE UNIVERSITY REGIONAL CAMPUSES RENEWABLE ENERGY PROJECT

Dr. Mark Polatajko observed that the Board is aware of and has continued to support Kent State as a national leader in energy management, energy stewardship and capability on both the supply and demand side. He expressed gratitude to the predecessors who set the stage for continued success as well as the current leadership of Dr. Douglas Pearson and Dr. Frank Renovich. He asked trustees to authorize a comprehensive renewable energy project for the regional campuses, which will translate to about $6.38 million in energy savings over a 25-year period and most importantly, reduce the electrical consumption of the campuses by 56% when fully implemented. The proposed project aligns with Kent State's strategic priorities to ensure a culture of continuous improvement and efficient stewardship of the university's resources and infrastructure. The project sets Kent State apart as a leader in sustainability providing an example for students, staff, and community that the university is committed to stewardship of its resources, he noted. Dr. Polatajko said the proposed project was envisioned by Cliff Wood of Prairie Wind Group, who was a graduate of Kent State's Turner School of Construction Workshop, a program designed to increase diversity among the university's vendor pool. In an initial study the team worked with the regional campuses to develop a request for proposals (RFP) resulting in the contract recommended that day. He noted that the Tuscarawas County University Branch District Board of Trustees Board had not yet reviewed the proposed project but would do so in January.

Dr. Pearson then displayed site plans showing the locations of the ground- and roof-mounted solar panels, the percentage of the electricity to be supplied by solar, total acreage and the connection point at each of the regional campuses. The installations will vary based upon the available land masses at the campuses, he reported. Each of the campuses contributed to the design process and the final recommendations reflect local priorities, he said. For example, the Stark Campus opted for a number of roof-mounted solar panels to preserve land mass for the Pro Football Hall of Fame Enshrinement Festival Balloon Classic held annually on the campus. Installation from the beginning of construction to the restoration of the grounds with native wildflowers will take about 300 days, he said.

Trustee Perry asked if the Berkshire school that will be built on the Geauga Campus will be able to tie into the project. Dr. Pearson replied that any additional solar panels that would benefit the school district would have to be tied into the school district's electrical service. He noted that utility service to the Berkshire school is part of the planning now underway and could be explored at the appropriate time.

Resolution 2019-67

APPROVAL OF KENT STATE UNIVERSITY REGIONAL CAMPUSES RENEWABLE ENERGY PROJECT

WHEREAS, Kent State University's priority of sustainability and continuous improvement demonstrates its commitment to the stewardship of public funding, responsible cost containment for students, and environmental impact reduction including renewable energy initiatives; and

WHEREAS, Kent State University continues to be a recognized national leader in energy management with strategic emphasis on both supply and demand-side economics; and

WHEREAS, the university continues to demonstrate its preservation of the environment and to empower generations of students to carry that mission forward; and

WHEREAS, currently available federal programs incentivize solar photovoltaic (PV) panel projects; and

WHEREAS, Kent State University publicly solicited proposals for solar PV electric panel installations at all seven regional campuses, and TEN-NINE Energy, LLC, was deemed the best value; and

WHEREAS the solicitation and evaluation were completed in accordance with Ohio Revised Code 3345.761-3345.65 and/or Power Purchase Agreement procurement guidelines; and

WHEREAS, virtually no up-front funding will be required to complete the proposed solar PV panel projects to produce approximately 56% of the total required regional campuses electricity need; and

WHEREAS, the 25-year term Power Purchase Agreement applies to all electricity produced by the systems at an established cost with 1.5% per year escalation; and

WHEREAS, such solar electric unit cost is projected to save $129,000 the first year of the contract and more than $6 million for the duration of the contract; and

WHEREAS, the overall project will be used to enhance community engagement, support K-12 and Kent State academic programs, improve local air quality and environmental assets (native pollinator gardens), and educate about renewable energy installations; and

WHEREAS, the developer will be responsible for all costs of installation and maintenance for the solar PV assets for the duration of the Power Purchase Agreement; and

WHEREAS, the design and implementation of this project will follow all state laws and regulations; 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 an agreement with TEN-NINE Energy, LLC, for the design and construction of renewable energy installations at the regional campuses in accordance with University Policy

Chair Della Ratta asked for a motion to approve the resolution authorizing the proposed renewable energy project on regional campuses.

ACTION: Trustee Davidson moved, seconded by Trustee Perry, that the resolution be approved. There were no objections and the motion passed. For the record, it is noted that trustees Riley and Mason recused themselves from this matter and were not present for the Board discussion and vote on the resolution.

Chair Della Ratta then asked that Trustee Riley and Trustee Mason be brought back into the meeting room.

INFORMATION ITEMS

Chair Della Ratta noted this concluded the consideration of management decision items, and he moved on to information items and reports. Because of the committee of the whole format today, the full Board has the opportunity to hear the annual report on cybersecurity that is presented to Board's Audit and Compliance Committee. Chair Della Ratta said he was pleased that all trustees would be able to hear more about this important and urgent issue, and he called on President Diacon to introduce this issue.

DEVELOPING A DIGITALLY SECURE KENT STATE

President Diacon said that Vice President for Information Technology/Chief Information Officer John Rathje already has added tremendous value in less than two years at Kent State. He has a true value-added mentality when it comes to information technology, and he has done an excellent job in engaging the President’s Cabinet in understanding the world of information security. President Diacon said Vice President Rathje will make a few introductory comments and then introduce Robert Eckman, Kent State’s chief information security officer.

Vice President Rathje stated that cybersecurity is a topic that certainly has had his attention since his arrival at Kent State. Toward that end, he and the IT team have been very diligent in looking at the current processes, as well as the need to enhance the university's information security leadership and grow the program. He was pleased and gratified to have found the best qualified candidate here in Kent State's own backyard after an extensive national search. Robert Eckman, as Kent State's first chief information security officer, has been busy examining and assessing the institutional environment and working with the team to develop strategies that not only enhance, but also protect and enable the key missions of academics, research, and administration. With that, Vice President Rathje turned to Mr. Eckman to give his remarks.

Mr. Eckman discussed the complex and extensive cybersecurity challenges to higher education today, which include privacy, compliance, the speed of change, decentralization of technical staff, and the widespread use of data and legacy tools by faculty and staff whose sensitive data knowledge and training is very limited. He cited a recent study of more than 1,000 college professors nationally, in which 73 percent said they are using some form of customer legacy tool in the classroom that deals with sensitive data, and 60 percent of the professors said they have had no sensitive data training. The proliferation of data out into our world requires understanding the controls of that data, he said. He commented that cybersecurity is one of the most competitive industries in the world today; Forbes Magazine predicts that by 2025, there will be 3.5-million open cybersecurity positions worldwide. That means that maintaining cybersecurity people and other resources becomes increasingly difficult. The growing incidence of user conduct issues such as phishing campaigns and the hacking of passwords will continue, he noted.

He shared several principles as well as assessments of cybersecurity maturity of key industries and organizations including Kent State. He explained that cybersecurity maturity refers to the application of security controls over time to help drive down risk. Mr. Eckman and his team have spent a great deal of time on assessments from internal audit, to compliance to working with third parties. He described the university's current position as "developing" at a defined rate, meaning that we currently are codifying and documenting our internal cybersecurity program, ensuring the right policies are in place, developing the writing skills and training of the team, and then implementing tools. He described Kent State as in a self-learning, almost in a self-healing, environment where the institution is able to respond almost immediately to most any threat that occurs. He explained the continuum across various industries in terms of the level of risk that they are willing to accept for a lower or higher level of investment in information security. For example, the banking industry has a very high investment rate because it has a very low tolerance of risk. Historically, manufacturing has been at the opposite end of the spectrum, with high risk tolerance and low investment levels. That is changing, however, with the rise in technology-based processes and the onset of ransomed operations. The higher education industry sits somewhere between healthcare and financial services, according to thought leaders in the field. Kent State is on track over the next two to three years to sit above the curve for the higher education industry, he reported.

Mr. Eckman stated that the mission of the Information Security program is to establish and maintain Kent State University, its digital platforms, students, faculty, staff, alumni, partners, services, and assets as trusted, secure, and private participants in the Kent State University digital economy. It is critically important for the university to understand as an organization, the role that digital value plays in its environment. He noted that cybersecurity focused on a CIA triad: Confidentiality, Integrity and Availability. Kent State's new approach to security needs to be academically, technically and environmentally focused. The team must attach itself to the classroom and understand what's happening in the classroom from a technical perspective as well as understand what's happening in the technology world and how that is impacting and changing the organization. Finally, environmentally, the university needs to understand the threats that are out there, and the sophistication of those threats, and how those threats would impact operations. From an enterprise and university perspective, we have to understand that this university is changing. He commented that Kent State is constantly changing, becoming more international, engaging different types of diverse students and environments. We have to be flexible and promote resilience, which essentially is the ability to take a punch and get back up, he said. The model has to focus not just on risk or physicality but be people centric as well, according to Mr. Eckman.

Mr. Eckman expressed appreciation to the President's Cabinet for adopting multi-factor authentication, which already has been rolled out to more than 40,000 students, faculty and staff. From an authentication perspective, more than 70 widely used applications have been federated, increasing their security and accessibility. He added that the team is implementing a variety of training exercises including escape rooms and online contests to educate the community.

Chair Della Ratta thanked Vice President Rathje and Mr. Eckman for their thorough and timely report.

OTHER ROUTINE INFORMATION REPORTS

He then turned to other routine information reports that are provided to the board and its committee on a quarterly basis. Chair Della Ratta asked if any trustee had questions about any of the reports received. Hearing none, he called upon Senior Vice President Polatajko to share a special note of gratitude. Dr. Polatajko remarked that it was with mixed emotions that he acknowledged and thanked Shelley Capellman for nearly 21 years of service to Kent State University including 12 years of service to the Division of Finance and Administration and the Board of Trustees. He called her "the glue that keeps it all together" and wished Mrs. Capellman well upon her retirement January 1, 2020. Kent State wishes her all the best in her personal and professional endeavors as she pursues this next stage of life with her beloved husband Rich and their extended family of children and grandchildren. Mrs. Capellman thanked those present for their gratitude and Kent State for the opportunity to serve.

NEW BUSINESS

Chair Della Ratta noted that there is one item for new business to come before the Board, which he called upon President Diacon to present.

APPOINTMENT TO THE BOARD OF DIRECTORS OF WESTERN RESERVE PUBLIC MEDIA

Kent State University, along with the University of Akron and Youngstown State University, is a founding partner of the Western Reserve Public Media (channels 45 and 49), a public television station. President Diacon noted the organization is governed by the Northeastern Educational Television of Ohio (NETO) Board of Directors, which includes three community representatives appointed by each of the three universities. President Diacon announced that he appointed attorney Stephen Colecchi, who also serves as chief executive officer of the non-profit organization Hattie Larlham, to serve on the NETO board effective December 1, 2019. He stated that as board members know, Mr. Colecchi is a resident of Kent and trustee emeritus of Kent State. The NETO board bylaws required that these appointments be made by the university presidents and ratified by the respective boards of trustees.

Resolution 2019-68

APPOINTMENT OF STEPHEN COLECCHI AS KENT STATE UNIVERSITY COMMUNITY MEMBER TO THE BOARD OF DIRECTORS OF WESTERN RESERVE PUBLIC MEDIA (NETO)

WHEREAS, since 1971 Kent State University, the University of Akron and Youngstown State University have formed the Board of Directors of Northeastern Educational Television of Ohio, Inc. (NETO), a nonprofit corporation overseeing public television stations WNEO/Youngstown and WEAO/Akron; and

WHEREAS, since October 1, 2008, PBS 45 and 49 have been known as Western Reserve Public Media to better reflect the organization’s regional coverage and its full range of broadcast, internet, new media, education and print services; and

WHEREAS, the Board of Directors values community participation in the governance of this long-running regional collaboration; and

WHEREAS, to fulfill this objective, each of the three constituent universities appoints three community (non-institutional) members to the Board of Directors; and

WHEREAS, President Todd Diacon has appointed Stephen Colecchi to serve as one of Kent State’s community members for a three-year term, effective December 1, 2019; and

WHEREAS, Mr. Colecchi has a distinguished record of community service including membership on the Kent State University Board of Trustees from 2008 to 2017 and a distinguished career both as an attorney and prosecutor and as a chief executive officer of Hattie Larlham and University Hospitals Portage Medical Center; now, therefore, BE IT RESOLVED, by the Board of Trustees of Kent State University hereby confirms Stephen Colecchi as a community (non-institutional) member of the Board of Directors of Western Reserve Public Media (NETO) for a three-year term commencing December 1, 2019.

Chair Della Ratta then asked for a motion to ratify the appointment.

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

Chair Della Ratta thanked Trustee Emeritus Colecchi for his willingness to serve the community in this capacity. Trustees know he will be very vigilant in this role, he observed.

RECESS OF THE BUSINESS MEETING

Chair Della Ratta declared that business portion of the meeting now was concluded. He announced that the next regular business meeting of the Board of Trustees was scheduled for Wednesday, March 4, 2020, at the Kent Campus.

He also announced that the trustees, members of the administration, and special guests would move to the Kent Student Center for a luncheon program with director Louise Valentine, students, and faculty of Kent State's internationally renowned Fashion School.

The Board would reconvene at 1:30 p.m. in the Alumni Conference Suite of the Kent Student Center for an informational presentation on the state of higher education philanthropy. This report will be provided for information only and no action items will be discussed, presented or voted on, he said.

RETREAT SESSION ON INSTITUTIONAL ADVANCEMENT

The Board reconvened at 1:30 p.m. for a retreat session on the state of higher education philanthropy, delivered by team members from the Division of Institutional Advancement. Chair Della Ratta opened the session commenting that this topic is one that that a number of trustees felt was really important. He cited Giving Tuesday’s remarkable attainment of $1,667,258 as proof of our success when we spend time on philanthropic efforts. He explained that there will be a number of presentations and the trustees received pre-read materials including a recent external review of advancement, but he encouraged everyone to bring up points because fundraising is always a work in progress when raising money for a university for which there are so many opportunities. He then remarked that quite frankly as a public university, Kent State has not had a legacy of doing advancement in a big way. Kent State has had some roadblocks, but therein also lies the opportunity, according to Chair Della Ratta. With that, Chair Della Ratta called upon President Diacon to launch the discussion.

President Diacon thanked Chair Della Ratta for his leadership. Everyone is not here to make decisions, but to really listen, learn and ask questions. He then asked Steve Sokany, vice president for institutional advancement, to begin the presentation.

Vice President Sokany stated that the session would focus on national trends and benchmarks within the fundraising industry. While focusing on national trends in philanthropy, team members will share some of the ways in which the Division of Institutional Advancement is addressing these trends through its staffing and programming, he said. Campaign consultant Arthur Criscillis of the firm Alexander Haas gave an overview of the state of higher education philanthropy, which is marked by seven national trends:

- Larger gifts by fewer donors, presented by Mike Pasquarella, assistant vice president, advancement;
- Corporations seek university partners that align with their corporate goals and needs, presented by Paul Sturm, executive director, corporate relations;
- New approaches are needed to build alumni engagement today, presented by Lori Randorf, assistant vice president, alumni relations;
- Nationwide decline in alumni participation (giving), presented by Leigh Greenfelder, assistant vice president, advancement communications;
- Engage donors for support with stories of impact, not transactions, presented by Vice President Sokany; and
- Impact-based donor relations and stewardship, presented by Valoree Vargo, senior associate vice president, advancement operations.
- The seventh trend – utilizing artificial intelligence – could not be presented due to a lack of sufficient time remaining. It was noted, however, that the intended presenter, Assistant Vice President for Advancement Information Services Laura Brown, had spoken to the Board's External Relations and Development Committee on this topic in September.

Chair Della Ratta asked if the university receives unsolicited donations. Vice President Sokany cited the example of Wallace Hagedorn's $4.2-million bequest in support of the university's photojournalism program, after having taken a single course in photojournalism at Kent State in 1941. The university did not learn of how he was affected by that experience nor of his bequest until after his death.

In conclusion, Vice President Sokany reviewed as key takeaways: Larger gifts are growing but they take longer to develop; corporate giving isn't personal, it is about benefits to the company; alumni want meaningful engagement and with the decline in alumni giving, friends also are becoming good prospects; public recognition of donors should focus on the impact of their giving; and finally, Kent State's is a growing advancement program so as it continues to mature, the need for investment in programs, staffing and technology will continue to increase.

Chair Della Ratta thanked Vice President Sokany and all presenters for the time and passion they put into their work. He said the retreat session was a good first step that will stimulate more discourse among board members about strategies or further information they would like to see. He shared his optimism that Kent State has a great deal of upside and potential growth in its fundraising effort. Trustee Mason shared an adage from a former boss who used to say that "you cannot sell fruit out of an empty cart." As long as the university's academic programs continue to excel, he thinks there will be opportunities to grow private support. Chair Della Ratta agreed, commenting that alumni he speaks to see their Kent State degree as an appreciating asset due to the continued enhancement of the university's academics and research. People want to invest in appreciating assets, he observed. Trustee Perry repeated his belief that Kent State's aspiration to keep in touch with graduates is not simply an advancement issue; it is a university-wide issue that must be addressed writ large. With that wise observation, Chair Della Ratta declared the retreat session was concluded.

ADJOURNMENT

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