

**Minutes of the Formal Session  
of the  
Oakland University Board of Trustees  
June 8, 2011**

**Present:** Chair Henry Baskin; Vice Chair Michael R. Kramer; and Trustees Richard A. Flynn, Jacqueline S. Long, Ronald E. Robinson and Jay B. Shah

**Absent:** Trustees Monica E. Emerson and Mark E. Schlusell

**Also Present:** President Gary D. Russi; Senior Vice President Virinder K. Moudgil; Vice Presidents John W. Beaghan, Rochelle A. Black, Susan Davies, and Mary Beth Snyder; Vice President and Secretary to the Board of Trustees Victor A. Zambardi; and Student Liaisons Emily R. Tissot and Maxwell M. VanRaaphorst

**A. Call to Order**

Chair Henry Baskin called the meeting to order at 2:05 p.m. in the Auditorium of Elliott Hall of Business and Information Technology.

**B. Roll Call**

Mr. Victor A. Zambardi, Vice President for Legal Affairs, General Counsel and Secretary to the Board of Trustees, conducted a roll call and all of the Board members were present, except for Trustees Monica E. Emerson and Mark E. Schlusell.

**C. Consent Agenda for Consideration/Action**

**Consent Agenda**

**Minutes of the Board of Trustees Formal Session of April 28, 2011**

**University Personnel Actions**

RESOLVED, that the Board of Trustees approve the personnel actions below.

**I. Administrative Appointments**

Barritt, Eric D., Vice President for Community Engagement, effective June 27, 2011 pursuant to the Employment Agreement between Eric D. Barritt and Oakland University that was reviewed and approved by the Office of the Vice President for Legal Affairs and is in compliance with the law and University policies and regulations and conforms to the legal standards and policies of the Vice President for Legal Affairs and General Counsel.

Youngblood, Betty J., Associate Vice President for Outreach and Executive Director of OU-Macomb, effective July 1, 2011 pursuant to the Employment Agreement between Dr. Betty J. Youngblood and Oakland University that was reviewed and approved by the Office of the Vice President for Legal Affairs and is in compliance with the law and University policies and regulations and conforms to the legal standards and policies of the Vice President for Legal Affairs and General Counsel.

Department Chairs

<u>Chair</u>	<u>Department</u>	<u>Term</u>
Bull, Arthur W.	Chemistry	August 15, 2011 – August 14, 2014 (2 <sup>nd</sup> term)
Rigstad, Mark A.	Philosophy	August 15, 2011 – August 14, 2014 (1 <sup>st</sup> term)
Kitchens, Marshall W.	Writing & Rhetoric	August 15, 2011 – August 14, 2014 (1 <sup>st</sup> term)

**II. Academic Appointments**

Eastwood, Jennifer L., Assistant Professor of Biomedical Sciences without tenure (\$82,000); (New appointment filling a vacant authorized position), effective June 1, 2011.

Venuti, Judith M., Associate Professor of Biomedical Sciences with tenure (\$110,000); (New appointment filling a vacant authorized position), effective July 1, 2011.

**III. Oakland University William Beaumont School of Medicine Standard**

The following standard appointments in the Oakland University William Beaumont School of Medicine are for three years, commencing on June 8, 2011, and are renewable. These standard appointments are without salary support from Oakland University and are not tenured positions. Appointees must maintain active status on the staff of Beaumont Hospital, meet all applicable School of Medicine participation requirements, and maintain the continued support of their Department Chairs, who are responsible for assessing their performance. Appointees' standard appointments may also be terminated at any time, upon the recommendation of their Department Chair, or for reasons that are at the exclusive discretion of the Dean of the School of Medicine:

Axelrod, David, Associate Professor, Internal Medicine  
Braver, Barry, Assistant Professor, Family Medicine  
Faia, Lisa J., Adjunct Assistant Professor, Ophthalmology  
Kiel, Rapheal, J., Associate Professor, Internal Medicine  
Marshall, Donna, Adjunct Assistant Professor, Medical Library  
Nelson, Kenneth R., Adjunct Assistant Professor, Medical Library  
Rogers-Snyr, Andrea L., Adjunct Assistant Professor, Medical Library

Khayyata, Said H., Associate Professor, Pathology  
Seltzer, Marlene B., Assistant Professor, Obstetrics and Gynecology  
Waiter, Jerome M., Professor, Orthopedic Surgery  
Zimmerman, Janet, Adjunct Assistant Professor, Medical Library

#### **IV. Emeritus Appointments**

Cramer, William S., Professor Emeritus, University Library, effective August 15, 2011.

Merz, Mildred H., Professor Emerita, University Library, effective August 15, 2011.

Pogany, Ann M., Professor Emerita, University Library, effective August 15, 2011.

#### **V. Change of Status**

Bull, Arthur W., from Professor of Chemistry and Chair, Department of Chemistry to Professor of Chemistry, effective May 1, 2011 to August 14, 2011.

Dembinski, Roman, from Associate Professor of Chemistry to Associate Professor of Chemistry and Acting Chair, Department of Chemistry, effective May 1, 2011 to August 14, 2011.

Halpin, John F., from Associate Professor of Philosophy and Chair, Department of Philosophy to Associate Professor of Philosophy, effective August 14, 2011.

#### **Acceptance of Gifts and Pledges to Oakland University for the Period of April 1 through May 31, 2011**

RESOLVED, that the Board of Trustees accept the gifts and pledges to Oakland University identified in the Gifts and Pledges Report, Attachment A, for the period of April 1 through May 31, 2011.

(A copy of Attachment A is on file in the Board of Trustees Office.)

#### **Acceptance of Grants and Contracts to Oakland University for the Period of April 1, 2011 through April 30, 2011**

RESOLVED, that the Board of Trustees accept the grants and contracts to Oakland University identified in the Grants and Contracts Report, Attachment A, for the period of April 1, 2011 through April 30, 2011.

(A copy of Attachment A is on file in the Board of Trustees Office.)

**Amendment to Collective Bargaining Agreement between Oakland University and Oakland University Professional Support Association**

RESOLVED, that the Board of Trustees approve the amendment to the OUPSA collective bargaining agreement evidenced by the Letter of Agreement between the University and OUPSA as attached hereto as Attachment A.

(A copy of Attachment A is on file in the Board of Trustees Office.)

**2011-2012 Oakland University Board of Trustees Regular Formal Session Dates**

RESOLVED, that the Board of Trustees (Board) approves the following dates for The Board's regular formal sessions for the Oakland University fiscal year 2011-2012; and, be it further

RESOLVED, that Board regular formal sessions will be held at Oakland University, Rochester, Michigan, at the location, at the times and on the dates indicated; and, be it further

RESOLVED, that Board regular formal sessions may be cancelled or postponed, and the location and times of such regular formal sessions may be changed by the Board Chair. Special formal sessions may also be called by the Board Chair.

**Board Regular Formal Sessions  
in the Auditorium of Elliott Hall  
of Business and Information Technology**

Tuesday, August 2, 2011, at 2:00 p.m.

Monday, September 12, 2011, at 2:00 p.m.

Monday, December 19, 2011, at 2:00 p.m.

Monday, February 13, 2012, at 2:00 p.m.

Monday, April 23, 2012, at 2:00 p.m.

Monday, June 11, 2012, at 2:00 p.m.

Trustee Richard A. Flynn, seconded by Trustee Michael R. Kramer, moved approval of the Consent Agenda, and the motion was unanimously approved by those present.

**D. New Items for Consideration/Action**

**Resolution Honoring Marta L. Bauer, Student Liaison to the Oakland University Board of Trustees**

Dr. Mary Beth Snyder, Vice President for Student Affairs and Enrollment Management, presented the Resolution Honoring Marta L. Bauer, Student Liaison to the Oakland University Board of Trustees recommendation as set forth in the agenda item.

RESOLVED, that the Oakland University Board of Trustees recognizes the fact that Ms. Marta L. Bauer has served as a Student Liaison with dedication and distinction; and, be it further

RESOLVED, that the Oakland University Board of Trustees commends Ms. Bauer for her outstanding academic achievements, involvement in diverse extracurricular activities at Oakland University, and service as a Student Liaison to the Oakland University Board of Trustees; and, be it further

RESOLVED, that a copy of this resolution be provided to Ms. Bauer to convey the esteem in which she is held by the Oakland University Board of Trustees; and, be it further

RESOLVED, that the Oakland University Board of Trustees publicly expresses its deep appreciation to Ms. Bauer and extends to her its best wishes for continued success in all of her future endeavors.

After discussion, Trustee Kramer, seconded by Trustee Jacqueline S. Long, moved approval of the recommendation, and the motion was unanimously approved by those present.

#### **General Fund Budget and Tuition Rates for FY2012**

Mr. John W. Beaghan, Vice President for Finance and Administration, presented the General Fund Budget and Tuition Rates for FY2012 recommendation as set forth in the agenda item.

A PowerPoint presentation was presented by Mr. Beaghan.

Emily R. Tissot, Student Liaison, addressed the Board regarding tuition increases. A copy of Ms. Tissot's comments is on file in the Board of Trustees Office.

Maxwell M. VanRaaphorst, Student Liaison, addressed the Board regarding tuition increases. A copy of Mr. VanRaaphorst's comments is on file in the Board of Trustees Office.

Ben Eveslage, Student Congress President, addressed the Board regarding tuition rates. A copy of Mr. Eveslage's comments is on file in the Board of Trustees Office.

RESOLVED, that the Board of Trustees approves the FY2012 General Fund Budget at an expenditure level of \$199,357,609 (see Attachment B for detail) and approved encumbrances and carry-forwards from the June 30, 2011 fund balance; and, be it further

RESOLVED, that the Board of Trustees approves the Schedule of Tuition Rates Effective Fall Semester 2011 (see Attachment C for detail); and, be it further



RESOLVED, that the Board of Trustees approves the spending of General Fund revenues generated from enrollment in excess of that budgeted to adequately cover the instructional, programmatic and operating expenditures necessary to support higher than budgeted enrollment levels.

(A copy of Attachments B and C is on file in the Board of Trustees Office).

After discussion, Trustee Flynn, seconded by Trustee Long, moved approval of the recommendation, and the motion was unanimously approved by those present.

#### **Architectural and Engineering Firm for the Engineering Center**

Mr. Beaghan and Dr. Virinder K. Moudgil, Senior Vice President for Academic Affairs and Provost, presented the Architectural and Engineering Firm for the Engineering Center recommendation as set forth in the agenda item.

Dr. Moudgil called on Dr. Louay Chamra, Dean, School of Engineering & Computer Science, to give his remarks on his observations and needs for construction of the Engineering Center. Dr. Chamra thanked the Oversight Committee for their due diligence and Trustees Ronald E. Robinson and Jay B. Shah for their active involvement.

Chair Baskin also thanked Trustees Robinson and Shah for their time and efforts.

Dean Chamra stated, that if approved, he would welcome Trustees Robinson and Shah to continue to participate in discussions and also use their experience in the design aspects of the building.

RESOLVED, that the Board of Trustees authorize the Vice President for Finance and Administration to negotiate and execute contracts with SmithGroup, Inc. for architectural and engineering services for the Engineering Center; and, be it further

RESOLVED, that the total cost for all architectural and engineering services for the Engineering Center will not exceed \$2,645,300, plus the total amount of any grant funding that may become available at no incremental cost to the University; and, be it further

RESOLVED, that the contract have appropriate language to protect the University in the event the University suspends the project; and, be it further

RESOLVED, that the contract be reviewed and approved by the Office of the Vice President for Legal Affairs and General Counsel prior to execution, and be in compliance with the law and University policies and regulations, and conform to legal standards and policies of the Vice President for Legal Affairs and General Counsel; and, be it further

RESOLVED, that consistent with Board of Trustees policy, the schematic design will be presented to the Board of Trustees for approval prior to proceeding with construction; and, be it further

RESOLVED, that the total cost for the Engineering Center shall not exceed \$74,551,239 plus the total amount of any grant funding that may become available, at no incremental cost to the University.

After discussion, Trustee Kramer, seconded by Trustee Shah, moved approval of the recommendation, and the motion was unanimously approved by those present.

**Resolution of the Board of Trustees of Oakland University Approving a Construction and Completion Assurance Agreement, A Conveyance of Property, a Lease and an Easement Agreement, if Necessary, for the Oakland University Human Health Building**

Mr. Beaghan presented the Resolution of the Board of Trustees of Oakland University Approving a Construction and Completion Assurance Agreement, A Conveyance of Property, a Lease and an Easement Agreement, if Necessary, for the Oakland University Human Health Building recommendation as set forth in the agenda item.

A RESOLUTION of the Board of Trustees of Oakland University (i) approving (a) a form of construction and completion assurance agreement (the "Construction Agreement"), by and among the State Building Authority (the "Authority"), the State of Michigan (the "State") and Oakland University, a Michigan constitutional body corporate (the "Educational Institution"), providing for the rights, duties and obligations of the Authority, the State and the Educational Institution with respect to the Educational Institution's Human Health Building and the site therefor (the "Facility") during the construction, renovation and/or equipping of the Facility and prior to the conveyance of the Facility to the Authority, (b) the conveyance of the Facility to the Authority, (c) a lease (the "Lease"), by and among the Authority, the Educational Institution and the State, for the purpose of leasing the Facility to the State and the Educational Institution and (d) an easement agreement (the "Easement Agreement") between the Authority and the Educational Institution, if necessary in connection with the entering into of the Lease, and (ii) providing for other matters related thereto.

WHEREAS, the Authority has been incorporated under and pursuant to the provisions of Act No. 183, Public Acts of Michigan, 1964, as amended ("Act 183"), for the purpose of acquiring, constructing, furnishing, equipping, owning, improving, enlarging, operating, mortgaging and maintaining buildings, necessary parking structures or lots and facilities, and sites therefor, for the use of the State, including institutions of higher education created pursuant to Section 4, 5, 6 or 7 of Article 8 of the Michigan Constitution of 1963 (the "State Constitution"), or any of its agencies; and

WHEREAS, the Educational Institution has been maintained and created pursuant to Sections 4 and 6 of Article 8 of the State Constitution; and

WHEREAS, the State and the Educational Institution desire that the Authority finance the acquisition, construction, renovation and/or equipping of the Facility in consideration of (i) the Educational Institution granting a license to the Authority to enter upon the site of the Facility (the "Site") in order to undertake such construction, renovation and/or equipping, (ii) the Educational Institution undertaking on behalf of the Authority the oversight of such construction, renovation and/or equipping and (iii) the Educational Institution conveying the Facility to the Authority on or prior to the date of its completion, and the Authority is willing to provide such financing in consideration of the items described above; and

WHEREAS, in accordance with the Construction Agreement, the State and the Educational Institution desire that the Authority acquire the Facility on or prior to the date of its completion, and lease the same to the State and the Educational Institution, and the Authority is willing to acquire the Facility and lease the same to the State and the Educational Institution; and

WHEREAS, the Site is presently owned by the Educational Institution, the Facility will be constructed by the Educational Institution on behalf of the Authority, and it is intended that the Site and the Facility be conveyed to the Authority by the Educational Institution; and

WHEREAS, the acquisition of the Facility by the Authority for use by and lease to the Educational Institution and the State is necessary in order for the State and the Educational Institution to carry out necessary governmental functions and to provide necessary services to the people of the State as mandated or permitted by constitution and law, and the use of Act 183 to accomplish such acquisition represents the most practical means to that end at the lowest cost to the State and the Educational Institution; and

WHEREAS, Section 7 of Act 183 provides that the Lease shall be approved by the Authority, by the State Administrative Board of the State and by concurrent resolution of the Legislature of the State concurred in by a majority of the members elected to and serving in each house and if the Lease is for an institution of higher education existing or created pursuant to Section 4, 5, 6 or 7 of Article 8 of the State Constitution, then in addition, the Lease shall be authorized by the institution of higher education and signed by its authorized officers and, accordingly, it is necessary that the Educational Institution authorize and approve the Lease; and

WHEREAS, if it is determined that (i) the Authority will require an easement from a public road to the Facility over real property owned by the Educational Institution so that the Authority has access to the Facility, (ii) the Educational Institution will require for future use certain easements through the Facility, (iii) the Authority and the Educational



Institution will require an agreement to share a common structural wall or (iv) the Authority will require an easement over real property owned by the Educational Institution so that the Authority has sufficient parking available in connection with the reasonable use of the Facility, then in order to meet any such requirement, it may be necessary for authorized officers of the Educational Institution to approve an Easement Agreement to provide for such easements or the sharing of a common structural wall, as the case may be;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE EDUCATIONAL INSTITUTION THAT:

1. The plans for the Facility, as filed with the Educational Institution, are hereby approved.
2. The Educational Institution hereby authorizes and approves the Construction Agreement in substantially the form attached as Exhibit A, and the following then seated officers of the Educational Institution: the President and the Vice President for Finance and Administration, are hereby authorized and directed to execute and deliver, at the appropriate time, the Construction Agreement in substantially the form attached as Exhibit A for and on behalf of the Educational Institution. Such officers are hereby authorized to approve such changes in and modifications to the Construction Agreement as do not materially adversely affect the Educational Institution.
3. The conveyance of the Site and the Facility to the Authority in accordance with the Construction Agreement is hereby approved, and the following then seated officers of the Educational Institution: the President and the Vice President for Finance and Administration, are hereby authorized and directed to execute and deliver a warranty deed in substantially the form attached as Exhibit B and bills of sale to accomplish such conveyance in such form as may be from time to time approved by such officers.
4. The Educational Institution hereby authorizes and approves the Lease in substantially the form attached as Exhibit C, and the following then seated officers of the Educational Institution: the President and the Vice President for Finance and Administration, are hereby authorized and directed to execute and deliver the Lease in accordance with the Construction Agreement and in substantially the form attached as Exhibit C for and on behalf of the Educational Institution and such officers are hereby designated as authorized officers of the Educational Institution for purposes of Section 7 of Act 183. Such officers are hereby authorized to approve such changes in and modifications to the Lease as do not materially alter the substance and intent thereof as expressed in the Lease and the request for action submitted to the Board of Trustees in connection therewith; provided such officers are not hereby authorized to approve a change in the Lease with respect to the range of rental, the description of the Facility or the material financial obligations of the Educational Institution contained in the Lease

approved herein. The Educational Institution hereby determines that the maximum rental in the amount described below is reasonable and the authorized officers are hereby authorized to approve in the Lease, as executed, rental in annual amounts determined by the final appraisal of "True Rental," but not exceeding \$3,587,000 in any 12-month period and a lease term of not exceeding 40 years.

5. If in connection with the entering into of the Lease, and if either of the following then seated officers of the Educational Institution: the President and Vice President for Finance and Administration, determine that (i) the Authority will require an easement from a public road to the Facility over real property owned by the Educational Institution so that the Authority has access to the Facility, (ii) the Educational Institution will require for future use certain easements through the Facility, (iii) the Authority and the Educational Institution will require an agreement to share a common structural wall or (iv) the Authority will require an easement over real property owned by the Educational Institution so that the Authority has sufficient parking available in connection with the reasonable use of the Facility, then such officers are hereby authorized and directed to execute and deliver an Easement Agreement if necessary in order to meet any such requirement.

6. Any of the following then seated officers of the Educational Institution: the President, the Vice President for Finance and Administration and the Vice President for Legal Affairs, General Counsel and Secretary to the Board of Trustees, are hereby severally authorized and directed to take or cause to be taken all other actions, including, without limitation, making requests of and approving requests from the Authority and the State and signing certificates, documents or other instruments, each on behalf of the Educational Institution, as they deem necessary or desirable under the circumstances to accomplish the purposes of the transactions authorized in this Resolution.

7. The Educational Institution further confirms its obligations to perform the duties and obligations specified in the Construction Agreement (only upon its execution by authorized officers of the Educational Institution) and the Lease (only upon its execution by authorized officers of the Educational Institution) and acknowledges that such obligations do not depend upon passage of title to the Facility to the Educational Institution without consideration upon termination of the Lease. The Educational Institution hereby recognizes that it would execute and deliver the Lease even if title to the Facility would not pass upon termination of the Lease.

8. The Educational Institution recognizes that the Authority shall pay for costs of the Facility in an amount not in excess of \$39,999,800.

9. All ordinances, resolutions and orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

10. This Resolution shall be effective immediately upon its adoption.

After discussion, Trustee Long, seconded by Trustee Shah, moved approval of the recommendation, and the motion was approved with five positive votes and one abstention by Trustee Kramer, whose law firm represents the State Building Authority in this transaction.

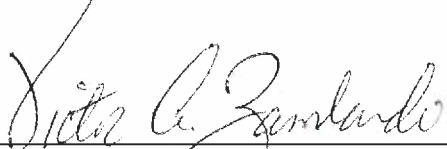
**E. Other Items for Consideration/Action that May Come Before the Board**

There were no other items for consideration/action presented to the Board.

**F. Adjournment**

Chair Baskin adjourned the meeting at 3:16 p.m.

Submitted,



\_\_\_\_\_  
Victor A. Zambardi  
Secretary to the Board of Trustees

Approved,

\_\_\_\_\_  
Henry Baskin  
Chair, Board of Trustees