

**Minutes of the Formal Session
of the
Oakland University Board of Trustees
October 7, 2013**

Present: Chair Michael R. Kramer; Vice Chair Richard A. Flynn; and Trustees Richard L. DeVore, Monica E. Emerson, Scott G. Kunselman, Ronald E. Robinson, Mark E. Schlussel and Jay B. Shah

Also Present: Interim President Betty J. Youngblood; Senior Vice President James P. Lentini; Vice Presidents Eric D. Barritt, John W. Beaghan, Rochelle A. Black and Interim Vice President Glenn McIntosh; Vice President and Secretary to the Board of Trustees Victor A. Zambardi; and Student Liaisons Robert F. Williford and Samantha D. Wolf

A. Call to Order

Chair Michael R. Kramer called the meeting to order at 2:00 pm. in the Auditorium of Elliott Hall of Business and Information Technology.

B. Roll Call

Chair Kramer conducted a roll call and all of the Board members were present.

C. Reports

Treasurer's Report

Mr. John W. Beaghan, Vice President for Finance and Administration, announced that the Human Health Building has earned a platinum LEED rating and is the first building on a university campus in Michigan to earn that rating.

Mr. Beaghan called on Mr. Steve W. Roberts, currently serving as an interim investment advisor for the University, to report on working capital (pooled cash) and endowment investment activities.

Mr. Beaghan called on Ms. Rebecca S. Sorensen, Senior Vice President at UBS, to provide an overview of the endowment returns for this year.

Mr. Beaghan then presented the Treasurer's Report as set forth in the agenda item.

D. Consent Agenda for Consideration/Action

Consent Agenda

Minutes of the Board of Trustees Formal Session of August 12, 2013

University Personnel Actions

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

I. New Appointments

Effective August 15, 2013

Abbott, Christine M., Special Instructor in Education (\$54,000) (New appointment filling a vacant authorized position).

Arena, Sara K., Assistant Professor of Physical Therapy (\$59,500) (New appointment filling a vacant authorized position).

Barry, Meaghan C., Assistant Professor of Art (\$54,000) (New appointment filling a newly authorized position).

Berishaj, Kelly A., Special Instructor in Nursing (\$66,027) (New appointment filling a vacant authorized position).

Burrington, Lori A., Assistant Professor of Sociology (\$60,000) (New appointment filling a newly authorized position).

Chong, Felicia, Assistant Professor of Writing (\$54,000) (New appointment filling a newly authorized position).

Dinsmoor, Laura A., Special Instructor in Engineering (\$55,000) (New appointment filling a newly authorized position).

Francis, Anthony T., Assistant Professor of Education (\$60,000) (New appointment filling a vacant authorized position).

Golinski, Mary A., Assistant Professor of Nursing (\$167,772) (New appointment filling a newly authorized position).

Gould, Adam M., Assistant Professor of English (\$54,000) (New appointment filling a newly authorized position).

Heisler, Jeffrey A., Assistant Professor of Music (\$54,000) (New appointment filling a vacant authorized position).

Jang, Bong Gee, Assistant Professor of Education (\$60,000) (New appointment filling a vacant authorized position).

Kang, Jae Hyeung, Assistant Professor of Entrepreneurship (\$105,000) (New appointment filling a newly authorized position).

Kattner-Ulrich, Elizabeth M., Assistant Professor of Dance (\$54,000) (New appointment filling a vacant authorized position).

Ludwig, Colleen K., Assistant Professor of Art (\$54,000) (New appointment filling a vacant authorized position).

McLaughlin, Margaret M., Assistant Professor of Nursing (\$68,000) (New appointment filling a vacant authorized position).

Naus, James L., Assistant Professor of History (\$55,000) (New appointment filling a vacant authorized position).

Onsay, Sebnem, Special Instructor in Engineering (\$55,000) (New appointment filling a newly authorized position).

Reznar, Melissa M., Assistant Professor of Health Sciences (\$57,000) (New appointment filling a vacant authorized position).

Roberts, Derek J., Assistant Professor of Sociology (\$55,000) (New appointment filling a newly authorized position).

Roumani, Yazan F., Assistant Professor of Quantitative Methods in Management (\$105,000) (New appointment filling a vacant authorized position).

Shaerf, David A., Assistant Professor of English (\$54,000) (New appointment filling a newly authorized position).

Song, Mi Hye, Assistant Professor of Biological Sciences (\$66,000) (New appointment filling a newly authorized position).

Stanton II, Steven J., Assistant Professor of Marketing (\$100,000) (New appointment filling a vacant authorized position).

Stearns-Pfeiffer, Amanda M., Assistant Professor of English (\$54,000) (New appointment filling a vacant authorized position).

Strubler, David C., Professor of Education (\$110,000) (New appointment filling a vacant authorized position).

Szlag, David C., Assistant Professor of Chemistry (\$60,000) (New appointment filling a vacant authorized position).

Tirnanic, Galina, Assistant Professor of Art History (\$54,000) (New appointment filling a vacant authorized position).

Weinberg, Paul J., Assistant Professor of Education (\$60,000) (New appointment filling a vacant authorized position).

Westrick, Randal J., Assistant Professor of Biological Sciences (\$62,000) (New appointment filling a vacant authorized position).

Zhao, Sha, Assistant Professor of Accounting (\$125,000) (New appointment filling a vacant authorized position).

Effective August 12, 2013

ElSayed, Suzan A., Associate Professor of Biomedical Sciences without tenure (tenure track) (\$110,000) (New appointment filling a new authorized position) Oakland University William Beaumont School of Medicine.

Effective September 1, 2013

Nyland II, Rodney L., Assistant Professor of Biomedical Sciences without tenure (tenure track) (\$90,000) (New appointment filling a new authorized position) Oakland University William Beaumont School of Medicine.

Effective November 1, 2013

Loftus, Stephen, Associate Professor of Biomedical Sciences without tenure (tenure track) (\$113,000) (New appointment filling a new authorized position) Oakland University William Beaumont School of Medicine.

II. Oakland University William Beaumont School of Medicine Standard Appointments, effective October 7, 2013.

The following standard appointments in the Oakland University William Beaumont School of Medicine are for three years, commencing on October 7, 2013, 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:

Kowalenko, Terry	Professor	Emergency Medicine
Andrezejewski, Tanja	Assistant Professor	Emergency Medicine
Damm, Katherine A.	Assistant Professor	Obstetrics & Gynecology
Gryzenia, Paul C.	Assistant Professor	Diagnostic Radiology

Madan, Ichchha	Assistant Professor	Obstetrics & Gynecology
Malick, Farah K.	Assistant Professor	Internal Medicine
McCormick, M. Eileen	Assistant Professor	Pediatrics
Menoch, Margaret	Assistant Professor	Emergency Medicine
Pinelis, Susanna S.	Assistant Professor	Family Medicine
Benjamin, Joseph	Instructor	Emergency Medicine
Borovicka, Kathy M.	Instructor	Diagnostic Radiology
Cooper, Aharon G.	Instructor	Emergency Medicine
Hamame, Anthony S.	Instructor	Diagnostic Radiology
Khayyat, Nael	Instructor	Diagnostic Radiology
Klenczar, Melissa	Instructor	Family Medicine
Levasseur, Kelly A.	Instructor	Emergency Medicine
Lowe, Raluca M.	Instructor	Family Medicine
McLaughlin, Carol T.	Instructor	Diagnostic Radiology
Millican, Suzanne M.	Instructor	Obstetrics & Gynecology
Raphitis, Constantine	Instructor	Obstetrics & Gynecology
Sayegh, Anthony	Instructor	Family Medicine
Shajahan, Asha	Instructor	Family Medicine
Siljander, Debi	Instructor	Family Medicine
Smith, Wontika R.	Instructor	Obstetrics & Gynecology
Triest, Jessica	Instructor	Emergency Medicine
Wood, Daniel J.	Instructor	Diagnostic Radiology
Zimny, Matthew	Instructor	Family Medicine
Fakhouri, Monty	Adj. Assistant Professor	Family Medicine
Haimann, Mark H	Adj. Assistant Professor	Biomedical Sciences
Herbert, Michel A	Adj. Assistant Professor	Family Medicine

III. Administrative Appointments

Maxfield, Charles R., Interim Dean, School of Education and Human Services, effective August 26, 2013, pursuant to the Employment Agreement between Charles R. Maxfield 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>
Shackelford, Todd K.	Psychology	August 15, 2013 – August 14, 2016 (2 nd term)
Wiggins, Robert A.	Teacher Development & Educational Studies	August 15, 2013 – August 14, 2016 (1 st term)

IV. Emeritus Appointments

Hansen, Ranald D., Professor Emeritus of Psychology, effective August 14, 2013.

Hildebrand, Linda L., Professor Emerita of University Library, effective August 14, 2013.

Jarski, Robert W., Professor Emeritus of Exercise Science, effective September 1, 2013.

Acceptance of Gifts and Pledges to Oakland University for the Period of August 1, 2013 through September 30, 2013

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 August 1, 2013 through September 30, 2013.

(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 July 1 – August 31, 2013

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 July 1 – August 31, 2013.

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

Final Undergraduate School and Graduate School Reports Summer I 2013 – June 26, 2013

RESOLVED, that the Board of Trustees approves granting the degrees more fully described in the Final Undergraduate School Report and the Final Graduate School Report, each dated June 26, 2013.

(A copy of the Final Undergraduate School and Graduate School Reports Summer I 2013 – June 26, 2013 is on file in the Board of Trustees Office.)

Trustee Richard A. Flynn, seconded by Trustee Jay B. Shah, moved approval of the Consent Agenda and the motion was unanimously approved by those present.

E. New Items for Consideration/Action

Formation of Board of Trustees Committees and Membership Appointments

Chair Kramer explained that the Trustees have previously discussed the number of Board committees and their functions, meetings and reports. The Board also hired Don Kunz, the corporate leader at the Honigman law firm, as an outside consultant. Mr. Kunz provided charters for several committees including those attached to the

agendum item. The initial committee membership assignment proposals in the following recommendation are based upon preferences expressed by individual Trustees.

Chair Kramer then presented the Formation of Board of Trustees Committees and Membership Appointments recommendation as set forth in the agendum item.

WHEREAS, Article V of the Bylaws permits the Board to appoint committees and prescribe their duties, functions and limitations; now, therefore, be it

RESOLVED, that the following committees of the Board shall be, and they hereby are, created, each with the respective duties and functions described below:

- A Governance Committee, which shall assist the Board on matters relating to Board and University governance, Board performance, Board and University policies, and compliance with Board and University policies and with applicable laws and regulations;
- An Executive Committee, which shall advise the Chair of the Board and the President on matters of policy, assist with the establishment of Board meeting agendas and assist with the compensation and review of performance of the President;
- A Facilities Committee, which shall assist the Board to align long-range planning and development of University facilities with the Board's strategic vision, goals and priorities for the University; and
- An Ad Hoc Presidential Search Committee, which shall have the responsibility to conduct a search for the University's next President, including recommending the engagement of an appropriate firm to assist in the search, working with and soliciting the views of key University constituencies and recommending one or more candidates for consideration by the full Board; and, be it further

RESOLVED, that the members of the Audit Committee shall be Mark Schlusell, Ronald Robinson (Chair) and Richard DeVore; the members of the Governance Committee shall be Scott Kunselman (Chair), Jay Shah and Monica Emerson; the members of the Executive Committee shall be Michael Kramer (Chair), Mark Schlusell and Richard Flynn; the members of the Facilities Committee shall be Jay Shah (Chair) and Scott Kunselman; and the members of the Ad Hoc Presidential Search Committee shall be Michael Kramer (Chair), Mark Schlusell, Richard Flynn, Richard DeVore and Monica Emerson; and the non-trustee members David Dulio, Craig Stinson, Kerri Schuiling and Louay Chamra, all of such members shall serve at the pleasure of the Board and its Chair on such committees until the next annual meeting of the Board or their earlier resignation or removal; and, be it further

RESOLVED, that none of such Committees shall include a quorum of the Trustees nor have the authority to act on behalf of the Board of Trustees.

Trustee Mark E. Schlussel, seconded by Trustee Shah, moved approval of the recommendation. Trustee Ronald E. Robinson then presented several proposed written amendments, copies of which are on file in the Board of Trustees Office. The Board, at the suggestion of Trustee Robinson, agreed to separately discuss and vote upon each individual committee, its proposed membership and any applicable proposed amendments.

- Audit Committee. After discussion, the recommendation regarding the Trustee appointments to the Audit Committee was unanimously approved by those present.
- Governance Committee. Trustee Robinson proposed amending the Governance Committee membership to add the Audit Committee Chair as a member of the Governance Committee. This proposed amendment was not supported or approved.

Trustee Robinson also proposed amending the charter of the Governance Committee to read as follows:

A Governance Committee, which shall assist the Board on matters related to Board and University governance, Board performance, and Board and University policies, but compliance with Board and University policies and with applicable laws and regulations will remain as an Audit Committee duty.

This proposed charter amendment was supported by Trustee Schlussel and Trustee Scott G. Kunselman and, after discussion, the recommendation regarding the Governance Committee charter as amended by Trustee Robinson was unanimously approved by those present.

- Executive Committee. Trustee Robinson proposed amending the charter of the Executive Committee to read as follows:

An Executive Committee, which shall assist the Chair of the Board and the President on all matters of policy established by the Board and carrying out specific directions of the Board, assist with establishment of Board meeting agendas and review of performance of the President.

Trustee Robinson also proposed amending the Executive Committee membership to: (i) remove Trustee Schlussel; (ii) add two of the other Board committee chairs; and (iii) limit the size of the committee to four members. Neither of the two proposed amendments were supported or approved.

After discussion, the recommendation regarding the Executive Committee was approved without amendment with seven positive votes and one negative vote by Trustee Robinson.

- Facilities Management Committee. Trustee Shah proposed amending the Facilities Management Committee recommendation to include a *Facilities Committee Charter (Public Institutions)* as suggested by the Association of Governing Boards (Charter). After discussion, the recommendation regarding the Facilities Management Committee, including the Charter, was unanimously approved by those present.
- Ad Hoc Presidential Search Committee. Trustee Robinson proposed amending the Ad Hoc Presidential Search Committee membership to add the following members to the committee: (i) the Interim President as an ex officio member; (ii) two full professors; and (iii) the remaining Board members not named in the recommendation. This proposed amendment was not supported or approved.

After discussion, the recommendation regarding the Ad Hoc Presidential Search Committee was unanimously approved without amendment by those present.

Trustee Robinson, seconded by Trustee Flynn, then moved for approval of the following proposal regarding all Board committees:

All Board committees shall provide a written meeting agenda to all Board members with date and time of meeting within a reasonable time before the meeting. The committee can schedule meetings without coordinating with non-committee Board members. However, non-committee members can attend all Board committees and participate in discussions, but cannot vote on any recommendations to the Board. All Board committees including the School of Medicine Management Committee shall provide the Board with minutes of the meeting if taken and report on the substance of the meeting at the next informal meeting of the Board.

Trustee Schluskel offered amendments to the proposal to delete the requirement that Board committees be required to create written meeting agendas prior to meetings and to delete the provision that Board committees can schedule meetings without coordinating with non-committee Board members.

After discussion, Trustee Robinson's motion as amended by Trustee Schluskel as follows was unanimously approved by those present.

All Board committees shall provide a written notice to all Board members with date and time of meeting within a reasonable time before the meeting. However, non-committee members can attend all Board committees and participate in discussions, but cannot vote on any recommendations to the Board. All Board committees including the School of Medicine Management Committee shall provide the Board with

minutes of the meeting if taken and report on the substance of the meeting at the next informal meeting of the Board

Public/Private Partnership Combined Heating and Power Co-Generation System

Mr. Terry Stollsteimer, Associate Vice President for Facilities Management, presented the Public/Private Partnership Combined Heating and Power Co-Generation System recommendation as set forth in the agenda item.

RESOLVED, that the Board of Trustees approves Chevron Energy Solutions as the Public/Private Partner for project development and construction of a combined heat and power co-generation system; and, be it further

RESOLVED, that the Board of Trustees authorizes the Vice President for Finance and Administration to negotiate and execute all contracts for project development and construction of a combined heat and power co-generation system; 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 with University policies and regulations, and conform to the legal standards and policies of the Vice President for Legal Affairs and General Counsel.

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

Financial Statements, June 30, 2013 and 2012

Trustee Robinson presented the Financial Statements, June 30, 2013 and 2012 recommendation as set forth in the agenda item.

RESOLVED, that the Board of Trustees accepts the Financial Statements, June 30, 2013, and 2012, which were audited by the Board's public accounting firm, Andrews Hooper Pavlik P.L.C.

After discussion, Trustee Robinson, seconded by Trustee Richard L. DeVore, moved approval of the recommendation, and the motion was unanimously approved by those present.

Schedule of Expenditures of Federal Award Programs in Accordance with OMB Circular A-133 Year Ended June 30, 2013

Trustee Robinson presented the Schedule of Expenditures of Federal Award Programs in Accordance with OMB Circular A-133 Year Ended June 30, 2013 recommendation as set forth in the agenda item.

RESOLVED, that the Board of Trustees accepts the Schedule of Expenditures of Federal Award Programs in Accordance with OMB Circular A-133 Year Ended June 30, 2013, which was audited by the Board's public accounting firm, Andrews Hooper Pavlik P.L.C.

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

Fiscal Year 2015 Five-Year Capital Outlay Plan and Fiscal Year 2015 Capital Outlay Project Request

Mr. Beaghan presented the Fiscal Year 2015 Five-Year Capital Outlay Plan and Fiscal Year 2015 Capital Outlay Project Request recommendation as set forth in the agenda item.

RESOLVED, that the Board of Trustees approves the submission of the attached Fiscal Year 2015 Five-Year Capital Outlay Plan and Fiscal Year 2015 Capital Outlay Project Request to the State of Michigan, State Budget Office, as representative of Oakland University's capital budget needs.

(A copy of the Fiscal Year 2015 Five-Year Capital Outlay Plan and Fiscal Year 2015 Capital Outlay Project Request to the State of Michigan, State Budget Office, is on file in the Board of Trustees Office.)

After discussion, Trustee Monica E. Emerson, seconded by Trustee DeVore, moved approval of the recommendation, and the motion was unanimously approved by those present.

Trustee Kunselman left the meeting at 3:00 p.m.

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

David Ashland, a private citizen from Troy, MI, addressed the Board regarding the Athletic Department. Mr. Ashland's comments are on file in the Board of Trustees Office.

Kevin Grimm, Associate Professor, English and President of AAUP - OU Chapter, addressed the Board regarding the Ad Hoc Presidential Search Committee. Professor Grimm's comments are on file in the Board of Trustees Office.

Samantha Wolf, Student Liaison, addressed the Board regarding the Ad Hoc Presidential Search Committee. Ms. Wolf's comments are on file in the Board of Trustees Office.

G. Adjournment

Chair Kramer adjourned the meeting at 3:20 p.m.

Submitted,

Approved,



Victor A. Zambardi
Secretary to the Board of Trustees

Michael R. Kramer
Chair, Board of Trustees