

BOWLING GREEN STATE UNIVERSITY BOARD OF TRUSTEES
EXECUTIVE SESSION MINUTES

December 9, 2021, at 1:30 p.m.
Room 308, Bowen-Thompson Student Union
Bowling Green Campus

Notice having been given in accordance with the Board of Trustees Bylaws, the following members for an Executive Session in the Room 308 of the Bowen-Thompson Student Union on the Bowling Green campus: David O'Brien, Chair; Willa Ebersole, Marilyn Eisele, Drew Forhan, Russell Martin, George Miller (via phone), Geoffrey Radbill, Richard Ross, Amy Shore, and Howard Traul.

Mr. O'Brien called the meeting to order at 1:43 p.m. A quorum was noted. Mr. O'Brien made a motion – pursuant to the provisions of the Ohio Open Meetings Act, Ohio Revised Code section 121.22 – to enter into executive session to discuss: (1) employment of a public employees; (2) pending and imminent court action; and (3) the sale of property. Dr. Ross seconded. Roll call was taken and the motion was approved.

At the conclusion of the executive session, Mr. O'Brien reconvened the meeting and announced that the Board met in executive session, at which no action was taken. A quorum was noted. Ms. Eisele moved and Mr. Forhan seconded that the board come out of executive session. The motion was approved.

Session adjourned at 2:26 p.m.

MINUTES
Board of Trustees
Bowling Green State University
December 10, 2021

Notice having been given in accordance with the Board of Trustees Bylaws, the following members met in the Lenhart Grand Ballroom in the Bowen-Thompson Student Union at the Bowling Green campus on December 10, 2021: David O'Brien, Chair; Joshua Auten, Willa Ebersole, Marilyn Eisele, Drew Forhan, Linda Forte, Ava Harter, Russell Martin, Estee Miller, George Miller (via phone), Geoffrey Radbill, Richard Ross, Amy Shore, and Howard Traul.

Also present: Dr. Rodney Rogers, President; Dr. Patrick Pauken, Secretary to the Board of Trustees; members of the President's Cabinet, constituent representatives, members of the media, and a number of observers.

Mr. O'Brien called the meeting to order at 1:41 p.m. The Board Secretary called the roll and announced that a quorum was present (eight trustees).

PRESIDENT'S REPORT

President Rodney Rogers provided a University update on recent commencement ceremonies, the dedication of the Veterans Memorial, demolition of the Administration Building, vaccine rates, partnerships, athletics, and the upcoming 75th anniversary of SICSIC. He concluded by thanking faculty and staff for their work to remain adaptable and flexible to continue the positive momentum forward.

MINUTES

No. 7-2022 Ms. Eisele moved and Mr. Martin seconded that the minutes of September 23 and September 24, 2021, meeting be approved as written.

All signified in affirmative. Motion carried.

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

Ms. Shore, Chair of the Academic and Student Affairs Committee, reported that the only action item was the approval of minutes from September 23, 2021. The committee heard updates from Academic Affairs and Student Affairs, presented by Dr. Joe Whitehead, Ms. Cecilia Castellano, Dr. Michael Ogawa, and Dr. Jessica Turos.

FINANCIAL AFFAIRS/FACILITIES COMMITTEE

Mr. Forhan, Chair of the Financial Affairs/Facilities Committee, reported that the Committee had six items for Board consideration.

Approval of Bowling Green State University FY2021 Efficiency Report

No. 8-2022 Mr. Forhan moved and Mr. Traul seconded that:

WHEREAS, Gov. John R. Kasich created the Ohio Task Force on Affordability and Efficiency to make recommendations to Ohio's institutions of higher education; and

WHEREAS, House Bill 64 (Section 369.550) requires each institution's board of trustees to review and approve the institution's annual efficiency report; and

WHEREAS, under Gov. Mike DeWine, the Ohio Department of Higher Education has continued the earlier work of the Task Force;

NOW, THEREFORE BE IT RESOLVED, that the Bowling Green State University Board of Trustees has reviewed and approves BGSU's FY 2021 Efficiency Report as described in the attached document.

The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eisele,

Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight affirmative votes.

Approval of Six-Year Capital Plan for Fiscal Years 2023-2028

No. 9-2022 Mr. Forhan moved and Ms. Shore seconded that:

WHEREAS, the Ohio Department of Higher Education (ODHE) has requested that each campus of public higher education in Ohio prepare a capital plan for fiscal years 2023-2028; and

WHEREAS, the plan advanced to the ODHE is to be consistent with the guidelines and public policy objectives described by the ODHE; and

WHEREAS, the exact amount of the formula-driven capital funding will not be known until the funds are appropriated; and

WHEREAS, Bowling Green State University has identified broad categories consistent with the historical priorities of ODHE with specific capital projects within each category for each biennium of the six-year plan; and

WHEREAS, the projects being recommended are consistent with both Campus Master Plans and are considered necessary to address existing and anticipated academic program needs and maintaining the campus infrastructure;

NOW, THEREFORE BE IT RESOLVED, that the Bowling Green State University Board of Trustees approves the Six-Year Capital Plan for Fiscal Years 2023-2028 contingent upon adequate funding being appropriated or provided federally or locally to undertake the projects at the level of funding specified.

The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eisele, Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight affirmative votes.

Approval of West Campus Gateway Entrance Design & Construction

No. 10-2022 Mr. Forhan moved and Ms. Shore seconded that:

WHEREAS, the demolition of the Administration Building has commenced and will provide a significant opportunity to the University to create a new campus gateway designed to restore a traditional look and feel to the western edge of campus while also offering a welcoming entrance to the community; and

WHEREAS, the new gateway will feature an open-air plaza in a park-like setting inviting students into the area to study, collaborate, and socialize; and

WHEREAS, funds in the amount of \$2,200,000 have been identified from local reserve funds for the purpose of designing and constructing an entrance to the West Campus Gateway entrance; and

WHEREAS, any funding provided from donors for naming opportunities created in this new entrance will be used to reduce the need for local funding; and

WHEREAS, work will commence immediately following the completed demolition of the Administration building and is expected to be completed by the fall of 2022; and

WHEREAS, the project will be delivered under the General Contracting delivery method as prescribed by the State of Ohio; and

WHEREAS, the design, bidding, and construction will follow all applicable state laws and regulations;

NOW, THEREFORE BE IT RESOLVED, that the Bowling Green State University Board of Trustees hereby authorizes the Vice President for Finance and Administration to proceed with the project as described above. The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eisele, Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight

affirmative votes.

Authorizing the Sale of Certain Property in the City of Bowling Green – Research Park

No. 11-2022 Mr. Forhan moved and Mr. Traul seconded that:

WHEREAS, the State of Ohio owns a 40.35-acre parcel at N. Dunbridge Road and Research Drive, including the BGSU Huntington Building at 1851 Research Drive, that is held for the benefit of Bowling Green State University; and

WHEREAS, the Wood County Educational Service Center (1867 Research Drive) wishes to acquire 0.3535 acres of vacant land from that parcel to expand its facility; and

WHEREAS, the 0.3535-acre parcel is not presently or foreseeably needed for current or future University uses; and

WHEREAS, two appraisals of the 0.3535-acre parcel have been completed and, based upon the average of the appraisals, it has a fair market value of \$8,800; and

WHEREAS, the University has a significant interest in continuing its cooperative relationships with local public and educational authorities;

NOW, THEREFORE, BE IT RESOLVED, that the Bowling Green State University Board of Trustees hereby authorizes the President and the Vice President for Finance and Administration, or either one of them, to sell the 0.3535-acre parcel as they in their judgment determine is best to advance the interests of the University and to negotiate, sign and deliver documents, containing such terms as they determine are necessary, to complete the sale transaction in accordance with applicable laws and the authorizations in this resolution as determined by the University's General Counsel and the Attorney General of the State of Ohio;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration are hereby authorized and empowered to take any additional actions that, in their discretion, are deemed necessary or advisable to carry out the purposes and intents of this resolution.

The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eisele, Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight affirmative votes.

Delegation of Authority to Establish and Administer University Retirement Plan under Section 457(b) of the Internal Revenue Code

No. 12-2022 Mr. Forhan moved and Ms. Eisele seconded that:

WHEREAS, by Resolution 52-2018 the Board of Trustees delegated authority to the President to administer the following retirement plans (collectively, the "Current Retirement Plans"):

- (i) Bowling Green State University Alternative Retirement Plan ("ARP"), a defined contribution plan under section 401(a) of the Internal Revenue Code (the "Code");
- (ii) Bowling Green State University 403(b) Plan ("403(b) Plan"), a defined contribution plan under section 403(b) of the Code; and
- (iii) Bowling Green State University 415(m) Supplemental Retirement Plan ("415(m) Plan"), a defined contribution plan under section 415(m) of the Code; and

WHEREAS, the Board of Trustees desires the President to determine whether the University should also sponsor a defined contribution plan under section 457(b) of the Code (a "457 Plan"); and

WHEREAS, if the President does determine that the University should sponsor a 457 Plan, the Board of Trustees desires to provide for the sponsorship and administration of that Plan by authorizing a delegation of powers from the Board of Trustees to the President to the same extent as that provided for the Current Retirement Plans in Resolution 52-2018;

NOW, THEREFORE, BE IT RESOLVED, that the Bowling Green State University Board of Trustees hereby

authorizes the President to determine whether the University should sponsor a 457 Plan;

BE IT FURTHER RESOLVED, that if the President determines that the University should sponsor a 457 Plan, the Board of Trustees designates the President to implement that determination and to fulfill the duties and have the powers of the Employer under the 457 Plan; and

BE IT FURTHER RESOLVED, that the Board of Trustees may modify or revoke this delegation of authority under the 457 Plan at any time; and

BE IT FURTHER RESOLVED, that the President is hereby authorized and empowered to prepare such documents and take any additional actions that, in the President's discretion, is deemed necessary or advisable to effect the purposes and intents of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that the President is hereby authorized and empowered to appoint such additional fiduciaries, including but not limited to retirement plan committee members, and obtaining fiduciary liability insurance for each fiduciary; and to take any additional actions that he or she, in his or her discretion, deems necessary or advisable to effect the purposes and intents of the foregoing resolutions, including, but not limited to, engaging an investment advisor to render advice in carrying out these duties and evaluating 457 Plan providers or vendors and the products the providers or vendors make available to employees for investing their retirement contributions; and

BE IT FURTHER RESOLVED, that the President shall report to the Financial Affairs/Facilities Committee regarding the Retirement Plans at least annually; and

BE IT FURTHER RESOLVED, that the President may delegate any of the foregoing powers and duties to one or more designees.

The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eis ele, Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight affirmative votes.

Approval of Naming Recommendations

No. 13-2022 Mr. Forhan moved and Mr. Traul seconded that:

WHEREAS, Mark Sponseller earned a bachelor's degree in accounting in 1995 from BGSU;

WHEREAS, he is the chief integration officer at 48forty Solutions in Cleveland, Ohio;

WHEREAS, 48forty Solutions is a pallet management services company that provides solutions from supply to retrieval, reverse logistics and on-site services;

WHEREAS, Mark's spouse, Christina Sponseller, is a sales associate with Berkshire Hathaway Home Services;

WHEREAS, Mark and Christina have supported BGSU through gifts to the Allen W. and Carol M. Schmidthorst College of Business, the Academic Achievement Scholarship, and the Accounting and Information Systems Department Fund;

WHEREAS, their generosity is acknowledged through membership in The Presidents Club and Leadership Circle giving societies;

WHEREAS, in recognition of their gift to the Maurer Center, the Mark & Christina Sponseller Collaboration Space, on the second floor, will be named;

WHEREAS, Karla Jones earned a bachelor's degree in nursing from BGSU in 1981;

WHEREAS, she went on to earn her master's degree from the Medical College of Virginia;

WHEREAS, Karla retired as a pediatric nurse practitioner at Nationwide Children's Hospital;

WHEREAS, Randy Jones earned a bachelor's degree in business administration, selling and sales management from BGSU in 1981;

WHEREAS, he retired as the senior vice president, director of specialty sales for Sedgwick CMS;

WHEREAS, Karla and Randy Jones have supported BGSU with gifts to the Allen W. and Carol M. Schmidthorst College of Business, the Robert W. and Patricia A. Maurer Center Building Fund, the College of Education and Human Development General Support Fund, the Jones Family Nursing Scholarship, the Jones Family Business Scholarship, the Football Enhancement Fund and The Excellence Fund for BGSU;

WHEREAS, they are Falcon Flames and members of The Presidents Club and Leadership Circle recognition societies;

WHEREAS, in recognition of their gift to the School of Nursing, an ICU Check-off Room, within the third-floor skills lab, will be named the Jones Family ICU Check-off Room;

WHEREAS, at the May 3, 2019, Board of Trustees meeting, Resolution No. 46-2019 was approved to name the BGSU baseball stadium in recognition of the philanthropic commitment of Gary and Debra Haas;

WHEREAS, Mr. and Mrs. Haas are long-term supporters of BGSU through their financial commitments to support the Arts, the Baseball Program, The Excellence Fund for BGSU, Athletics and scholarships;

WHEREAS, in 2014, the University received a commitment from Mr. and Mrs. Haas to support the BGSU Baseball Program, funding enhancements to Steller Field;

WHEREAS, the BGSU Foundation, Inc. has been notified in writing that Gary and Debra Haas will not be fulfilling their commitment; and

WHEREAS, pursuant to University Policy, a naming may be removed if the donor does not fulfill their donation.

NOW, THEREFORE, BE IT RESOLVED, in recognition of the leadership, generosity, and contributions of Mark and Christina Sponseller, the Bowling Green State University Board of Trustees approves the naming of the Mark and Christina Sponseller Collaboration Space within the Robert W. and Patricia A. Maurer Center; and

BE IT FURTHER RESOLVED, in recognition of the leadership, generosity, and contributions of Karla and Randy Jones, the Bowling Green State University Board of Trustees approves the naming of the Jones Family ICU Check-Off Room within the School of Nursing in the College of Health and Human Services; and

BE IT FURTHER RESOLVED, the Bowling Green State University Board of Trustees approves the removal of the Gary Haas name from BGSU's baseball stadium.

The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eis ele, Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight affirmative votes.

Mr. Forhan reported that Ms. Sheri Stoll provided an update on Market Performance and University Investment Schedule through October 31, 2021; Capital Projects Status Report through October 31, 2021; and E&G Expenditure Report through September 30, 2021.

AUDIT COMMITTEE

Ms. Harter, Chair of the Audit Committee, reported that the only action item before the committee was the approval of minutes from the last meeting. Discussion and information items on the agenda included an updated presentation from John Ellinger on the Information Technology Security Program; a discussion of the proposed change of

committee name from “Audit” to “Audit and Risk Management” Committee; a presentation from Jim Lambert on the WBGU Financial Statements; a summary of fraud hotline statistics; a report on current audit findings and a corrective action update; and an Audit Committee training topic.

DEVELOPMENT COMMITTEE

Joint Development Committee Chair, Mr. Radbill, stated that the only action item before the committee was the approval of meeting minutes from September 23, 2021. Discussion items included a University Advancement update, Foundation Board report and a discussion on advancement activities.

DIVERSITY AND BELONGING COMMITTEE

Ms. Forte, Chair of the Diversity and Belonging Committee, stated that the only action item before the committee was the approval of meeting minutes from September 24, 2021. Discussion items included Accessibility Services and partnerships.

GOVERNANCE COMMITTEE

Mr. Radbill, Chair of the Governance Committee, stated that the Committee had one item to present for approval.

Approval of Amendment to Board of Trustees Bylaws – Audit Committee Name Change

No. 14-2022 Mr. Martin moved and Mr. Forhan seconded that:

WHEREAS, risk management is an important and prevalent issue in public higher education;

WHEREAS, the Audit Committee of Bowling Green State University’s Board of Trustees regularly addresses issues related to risk management;

WHEREAS, at present, the Audit Committee, as defined in Article IV, section 4, the Bylaws of BGSU’s Board of Trustees does not adequately articulate risk management as a function of the Audit Committee; and

WHEREAS, an amendment to the Bylaws of the Board of Trustees is necessary in order to articulate this necessary function.

NOW, THEREFORE, BE IT RESOLVED, that the Bowling Green State University Board of Trustees hereby approves the amendments to Article IV, section 4, of the Bylaws of the Board of Trustees, as presented in the attached document.

All signified in affirmative. Motion carried.

Mr. Radbill noted that the committee also discussed a recent Ohio law, which would allow, with some exceptions and limitations, electronic attendance at board meetings.

INVESTMENT COMMITTEE

Joint Investment Committee Chair, Dr. Ross reported that the Committee had one item for Board consideration.

Approval of Investment Advisor Selection and Appointment

No. 15-2022 Dr. Ross moved and Mr. Traul seconded that:

WHEREAS, the University is currently advised by Mercer Consulting under a traditional advisory model, and

WHEREAS, the University has determined that by transitioning to an OCIO model, operating efficiencies and savings may be realized, and

NOW, THEREFORE, BE IT RESOLVED, that the Bowling Green State University Board of Trustees hereby

approves transitioning to an OCIO model with Mercer Consulting and authorizes the Vice President for Finance and Administration to proceed with any efforts necessary to implement this action; and

BE IT FURTHER RESOLVED, that the Board of Trustees recognizes that the University's Investment Policy Statement will require revision and approval at a future meeting in order for the benefits of the OCIO model to be realized and fully implemented.

The Board Secretary conducted a roll call vote with the following results: Voting "yes" – Ms. Ebersole, Ms. Eis ele, Mr. Forhan, Mr. Martin, Mr. O'Brien, Dr. Ross, Ms. Shore, and Mr. Traul. The motion was approved with eight affirmative votes.

Dr. Ross reported that the committee also reviewed the Market Performance and October 31, 2021, Investment Schedule and discussed the Mercer relationship re-set.

ANNOUNCEMENTS

Mr. O'Brien provided a few brief announcements and noted that the next meeting will be held on March 3-4, 2022, on the Bowling Green Campus.

ADJOURNMENT

At 2:40 p.m., Ms. Shore moved and Mr. Traul seconded that the meeting be adjourned. Motion carried.