



**BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY**

MINUTES OF THE MEETING

BOARD OF TRUSTEES SPECIAL MEETING

DATE: Monday, July 7, 2025; 9:00 a.m.

PLACE: Hybrid Meeting— Parker Hannifin Administration Center and via Zoom; livestreamed for public view.

PRESENT: Board Chair Timothy J. Cosgrove; Trustees Nikki C. Byrd; Paul J. Dolan, Diane M. Downing, Ronald V. Johnson, Jr., Alan G. Starkoff, Taras Szmagala, Jr., D. Geoffrey Vince, and Vanessa L. Whiting; Student Trustees Abigail Blackburn and Skye Carlson; Faculty Representatives Dr. Carol Olszewski and Dr. Linda Quinn; Community Board Members Lisa K. Kunkle and David M. Reynolds; Ex Officio Member Michael B. Klein; President Laura Bloomberg; and Secretary to the Board of Trustees, General Counsel and Vice President, Legal Affairs and Compliance Sonali B. Wilson.

Others in attendance: Provost and Sr. VP of Academic Affairs Nigamanth Sridhar; Chief Financial Officer Nicole Addington; Executive Director, Government Affairs Caryn Candisky; Chief of Staff and Chief Administrative Officer Patricia L. Franklin; Chief Information Officer Wesam Helou; Director, Internal Audit, Larry Johnston; and Assistant Board Secretary Heather A. Link.

Chair Cosgrove called the meeting to order at 9:06 a.m., confirmed that a quorum was present, and noted that the meeting was being livestreamed on the Board website for public viewing.

Chair Cosgrove introduced three new members who were recently appointed by Governor DeWine: student Abigail Blackburn, Ronald V. Johnson, Jr., and Taras Szmagala, Jr. The newly elected chairman of the CSU Foundation and ex officio Board Member, Michael B. Klein, was also introduced.

Calling for a motion to approve the minutes of the May 15, 2025 annual meeting, Trustee Vince moved the approval, and Trustee Dolan seconded. Board Secretary Wilson reminded

members that when the Board conducts business in a hybrid format (via Zoom and in-person), roll call votes are taken for each action.

The minutes were approved by roll call; Trustees Johnson and Szmagala abstained from the vote.

Chair Cosgrove amended the order of the agenda, and called on Committee Chair Byrd for the report of the Governance Committee.

GOVERNANCE COMMITTEE REPORT

Committee Chair Byrd reported that the committee met on June 24, 2025, and considered one item, recommending the appointment of David M. Reynolds as a community board member, upon approval by the full Board. The committee also met in Executive Session.

Committee Chair Byrd moved the approval of the appointment; and Trustee Downing provided the second. The following resolution was approved following a roll call vote.

RESOLUTION 2025-49

APPOINTMENT OF COMMUNITY BOARD MEMBER DAVID M. REYNOLDS

WHEREAS, the Board of Trustees wishes to gain the expertise, knowledge, and perspective of community members on matters coming before the Board; and

WHEREAS, pursuant to Section 1-01(N)(4) of the Bylaws of the Board of Trustees, the Governance Committee shall make a recommendation to the full board on the appointment of community advisors to the Board of Trustees; and

WHEREAS, David M. Reynolds was appointed to the Cleveland State University Board of Trustees by Governor John R. Kasich on March 23, 2017 for a term ending on May 1, 2025, and during his term, he served as Chairman of the Board from 2021 - 2025; and

WHEREAS, David M. Reynolds served on the Board of Trustees with dedication, and provided valuable knowledge and expertise during his appointment as a trustee, and the Governance Committee recognizes that his experience and insights would be valuable to the Board in the coming years and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees appoints David M. Reynolds to a two-year term as a community board member on the Board of Trustees, commencing immediately and ending on May 1, 2027.

REPORT OF THE CHAIR

Chair Cosgrove opened his report by paying tribute to two former University Trustees, Jack Boyle and Sally Florkiewicz; he noted that he had the honor to serve with both, and that they were steadfast supporters who made positive impacts on the university.

He brought forth a resolution paying tribute to Jack Boyle and called for a motion. Moved by Trustee Downing; and seconded by Trustee Whiting, the following resolution was approved by roll call.

RESOLUTION 2025-50

MEMORIAL TRIBUTE TO JOHN J. BOYLE III

WHEREAS, the Cleveland State University community was saddened to learn of the passing of former trustee John J. (Jack) Boyle III on May 22, 2025, and pays tribute to his life and accomplishments; and

WHEREAS, Mr. Boyle was appointed to the CSU Board of Trustees by Governor Richard F. Celeste on October 11, 1989 to a full term ending May 1, 1998; and

WHEREAS, after completing his term on the Board of Trustees and after completing his master's degree in urban planning, design, and development, Mr. Boyle served as Cleveland State's Vice President for Business and Finance until 2013, and in that role he developed a close working relationship with President Michael Schwartz, where together they led the development and funding of a new campus master plan that resulted in significant benefits for students, neighboring districts, and the greater Cleveland region; and

WHEREAS, Mr. Boyle continued his strong working partnership with President Ronald Berkman, executing on the master plan, which included building a new student center, new recreation center, Euclid Commons Residential District, and developing the CSU Arts Campus in partnership with Cleveland Playhouse and Playhouse Square; and

WHEREAS, a lifelong learner with extensive professional expertise, Mr. Boyle, led a life of service and political activism to address issues that would improve economic development and civic engagement in the City of Cleveland and its surrounding suburbs, including his service in a variety of elected and appointed positions in Cleveland Heights (mayor, city council, and the planning commission); and

WHEREAS, a proud Cleveland State graduate, Mr. Boyle, actively and generously supported student success as a member of the Cleveland State University Foundation and in his roll as a Senior Fellow and Executive in Residence at CSU's Levin College:

NOW, THEREFORE, BE IT RESOLVED that, on behalf of the Cleveland State University community, the Board of Trustees extends its deepest sympathy to John J. Boyle's wife Mrs. Mary Boyle, as well as the other members of his family. Mr. Boyle will be remembered as a community

leader, gentle but tough advisor, and generous contributor whose efforts have positively impacted the University and its students.

Chairman Cosgrove brought forth a memorial tribute resolution for Sally Florkiewicz and called for a motion to approve. Moved by Trustee Downing, and seconded by Trustee Johnson; the following resolution was approved by roll call vote.

RESOLUTION 2025-51

MEMORIAL TRIBUTE TO SALLY D. FLORKIEWICZ

WHEREAS, the Cleveland State University community was saddened to learn of the passing of former trustee Sally D. Florkiewicz on May 29, 2025, and pays tribute to her life and remarkable contributions; and

WHEREAS, Ms. Florkiewicz was first appointed to the CSU Board of Trustees by Governor George V. Voinovich on June 26, 1998, and was reappointed by Governor Bob Taft to a full-term ending May 1, 2012, and during her service, she diligently served on the Presidential Search Committees for former CSU Presidents Dr. Michael Schwartz and Dr. Ronald Berkman; and

WHEREAS, Ms. Florkiewicz served on the Board for 14 years and was not only a valued colleague but a dear friend to many, she brought limitless energy, heart, her own special and caring insight, and a sense of humor to every conversation, and she made an indelible mark on this institution; and

WHEREAS, a lifetime Clevelander and accomplished businesswoman, Ms. Florkiewicz was a civic activist who amplified important issues and tirelessly raised funds in support of her community, her church, members of the U.S. armed forces, and many others; and

WHEREAS, during her tenure on the Board of Trustees, Ms. Florkiewicz served as Vice Chair of the Board and chaired numerous committees, including the Academic, Student & Minority Affairs Committee, the Committee on Visiting Committees, the Honorary Degree and Recognition Committee, and the Athletics Committee; she was a tireless advocate for CSU students, especially women student-athletes, and she initiated the Women's Athletics Fund in 1999, leading several fundraising efforts to advance opportunities for female student-athletes; and

WHEREAS, Ms. Florkiewicz and her husband, Tom, were steadfast supporters, not only of CSU Athletics, but of virtually all University events and they were familiar faces on campus and part of the very fabric of the Cleveland State University community; and

WHEREAS, she was also instrumental in establishing a recognition and beautification initiative on campus that features green benches with recognition engravings, clearly visible in strategic locations throughout CSU's campus; and

WHEREAS, Ms. Florkiewicz loved this University and its students, spending meaningful time with them and often serving as a mentor and motivator; a bench outside the Wolstein Center is dedicated to her service, but her impact reaches far beyond what can be captured in words or engraved on a bench; though she graduated from Ohio University, few could match the depth of her commitment to CSU; and

WHEREAS, Ms. Florkiewicz brought levity in difficult moments, passion when it mattered most, and was a loyal and steady presence during both high and hard times; for those who did not have the privilege of knowing her personally, her spirit and contributions remain woven into the very fabric of our campus:

NOW, THEREFORE, BE IT RESOLVED that on behalf of the Cleveland State University community, the Board of Trustees extends its deepest sympathy to Sally D. Florkiewicz's husband, Mr. Tom Florkiewicz, and all members of her family. Ms. Florkiewicz will be remembered as an impactful advisor, spirited leader, and generous contributor whose tireless efforts have left a lasting legacy at Cleveland State University and in the hearts of all who knew her.

ITEM FOR DISCUSSION

Internal Audit Update

Chair Cosgrove noted that the materials were distributed to members for review prior to the meeting, and that he would encourage the members to engage in a dialogue regarding the matters that are being brought forward.

Board Secretary, General Counsel and VP of Legal Affairs Wilson introduced the University's new Executive Director of Compliance, Matthew Roche, to members.

Trustee Starkoff provided a brief background related to the new global internal audit standards.

Trustee Johnson asked if the new standards align with peer universities and the State of Ohio; and Mr. Johnston, Director of Internal Audit, responded that the directors of internal audit at the public universities in Ohio meet regularly, and because of these shared updates, are in alignment.

Trustee Whiting noted that it has been a best practice for the audit function to remain independent of the finance committee; Chairman Cosgrove acknowledged that the details of the realignment have not yet been finalized, and he hopes to resolve the issue by the end of the summer.

President Bloomberg thanked Director Johnston for the providing background materials which included a summary and status of previous and current internal audits, required disclosures, and a key performance indicator (3 year estimated average return on investment).

ITEMS FOR ACTION

Approval of the FY26 Internal Audit Plan

Having been presented with the FY26 internal audit plan in advance of the meeting, Trustee Downing moved the approval, and Trustee Johnson provided the second. The following resolution was approved by roll call vote.

RESOLUTION 2025-52

ACCEPTANCE OF THE FY 2026 OFFICE OF INTERNAL AUDIT'S ANNUAL PLAN

WHEREAS, the University's Office of Internal Audit has delivered and discussed the FY 2026 Annual Plan; and

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby accepts the FY 2026 Office of Internal Audit's Annual Plan as submitted.

Revisions to the Internal Audit Charter

Trustee Dolan moved the approval of the revisions, and Trustee Starkoff provided the second. The following resolution was approved by roll call vote. Chair Cosgrove acknowledged Director Johnston and the extraordinarily important function of the office of internal audit.

RESOLUTION 2025-53

ADOPTING REVISIONS TO THE INTERNAL AUDIT CHARTER

WHEREAS, the Board of Trustees of Cleveland State University created the Office of Internal Audit in 1981 as an independent appraisal function to examine and evaluate University business or administrative activities as a service to management and the Board of Trustees; and

WHEREAS, the Board of Trustees approved an Internal Audit Charter, at the recommendation of the Director of Internal Audit, defining the governance, authority, role, responsibility, and standards of practice of the internal audit function on October 9, 2015; and

WHEREAS, the Internal Audit Charter was last revised in January 2025; and

WHEREAS, the Director of Internal Audit has recognized a need for revisions to the Internal Audit Charter to be in compliance with new Auditing Standards; and

WHEREAS, the Board of Trustees has reviewed the revised Internal Audit Charter as submitted by the Director of Internal Audit:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby adopts the revised Internal Audit Charter (Exhibit A attached hereto) and authorizes the Office of Internal Audit to operate under the terms of the Charter.

ITEM FOR DISCUSSION

State Budget Update

Ms. Candisky, Executive Director of Government Affairs, reported on the highlights for higher education which resulted from the approved State of Ohio operating budget for FY26-27, and she noted that Cleveland State University received continued funding for the Sullivan-Deckard Scholarship Opportunity Program, and also secured \$75 thousand in each fiscal year to support the Levin College's student mentoring and career development program targeting careers in public service. Provost Sridhar added that the Teach CS program will also continue to be funded.

ITEMS FOR ACTION

Approval of the FY26 Budget

Chair Cosgrove called for a motion to approve the University's budget, noting that the item would be voted on following questions and discussion. Trustee Starkoff moved the approval, and Trustee Downing provided the second.

CFO Addington reported that the presented budget includes changes from the proposed budget presented in May, and these changes resulted from the updated information included in the finalized state budget. The administration would also present an action item that would allow a tuition increase of 3%. She reported that long the University is approaching a balanced budget for FY26, and this is due to a redeveloped, more collaborative, and transparent budget process, in addition to the savings from the voluntary separation.

Provost Sridhar reported that the University has seen some positive outcomes from the work in re-enrolling students who have some college credit, but no degree. This work is ongoing and will include the incorporation of experiential learning credits into our programs.

Trustee Starkoff commented that he is pleased to see how the University has worked to address the financial deficit projections from two-years ago, and he cautioned about the potential to slide back. As potential investments are identified for technology transformation and other

initiatives, he encouraged that the administration determine the return on investment and other tangible benefits to the University.

President Bloomberg agreed that the difficult work that has been done over the last two years has put the university in a better position moving forward; she and her team are focused on accountability and identifying metrics for the established goals in the CSU United strategic plan. The student persistence and graduation rate goal is one of the most important (80% rate by 2030).

CFO Addington acknowledged that the enrollment projections are slightly down from the initial budget presented in May and this is attributed to the reduction in the number of CSU Global students, which has been impacted by the recent visa policy changes. Furthermore, the number of students who physically attend classes on campus is declining, while there is a slight increase in the number of students enrolled in online degree programs.

Hearing no further questions, Chair Cosgrove asked the Board Secretary to call the roll, which resulted in the approval of the following resolution.

RESOLUTION 2025-54

APPROVAL OF THE UNIVERSITY FY2026 BUDGET

WHEREAS, the University traditionally presents its annual budget for approval in advance of the beginning of the fiscal year on July 1; and

WHEREAS, Fiscal Year 2026 (FY26) began on July 1, 2025, and continues through June 30, 2026; and

WHEREAS, the Board of Trustees approved a resolution (Board Resolution 2025-30) granting authority to expend funds, in an amount not to exceed \$25 million, through July 31, 2025, of the FY26 budget, while the State biennial budget was being approved; and

WHEREAS, the State of Ohio's FY26-FY27 biennial operating budget was signed into law on July 1, 2025, and the University Administration is now submitting the FY26 budget to the Board for approval; and

WHEREAS, the University proposed FY26 "all-funds" budget is comprised of the Operating Budget, General Fee Budget, and Auxiliary Enterprises Budget, and totals \$283,779,000 in expenditures; and

BE IT FURTHER RESOLVED that the proposed University Budget for FY26 (July 1, 2025-June 30, 2026) be adopted as follows:

CSU FY2026 University Unrestricted Budget		
	<u>FY25 Forecast</u>	<u>FY26 Budget</u>
Revenue		
Tuition and Fees	\$170,462,000	\$167,738,000
SSI	\$81,426,000	\$80,753,000
Grants/Contracts	\$4,815,000	\$4,050,000
Operating Revenue	\$22,925,000	\$29,238,000
Total Revenue	\$279,628,000	\$281,779,000
Operating Expense		
VSIP	\$7,155,000	\$0
Compensation	\$173,983,000	\$179,844,000
Non-Compensation	\$92,184,000	\$90,476,000
Debt Service	\$13,998,000	\$13,459,000
Total Expense	\$287,320,000	\$283,779,000
Operating Surplus (Deficit)	(\$7,692,000)	(\$2,000,000)
Investment Income	\$12,219,000	\$2,000,000
Net Position	\$4,527,000	\$0

Approval of FY26 Tuition Rates

Chairman Cosgrove called for a motion to approve tuition rates. Trustee Downing provided the motion, and Trustee Dolan seconded. Following a roll call vote, the following resolution was approved.

RESOLUTION 2025-55

APPROVAL OF TUITION RATES FOR FISCAL YEAR 2026

WHEREAS, the University is mandated by the State of Ohio's FY2026-FY2027 budget and tuition authority legislation (House Bill 33); and

WHEREAS, undergraduate tuition and general fee (in-state) increases in the tuition guarantee programs are authorized by ORC Section 345-48 and FY2026 tuition and general fee increases have been capped by the state at 3% per year for the incoming cohort; and

WHEREAS, increases in graduate (master's and doctoral) and law programs of study will be 3% for FY2026 and the domestic surcharge on master's programs will be \$1.00 at the directive of the President as delegated by the Board of Trustees:

NOW THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby approves the tuition and fee rates as submitted by the university administration.

Approval of Tuition Waiver for Registered Nurse to

CFO Addington noted that the tuition waiver is a requirement which must be submitted every two years under Ohio state law, to request an exception from standard tuition rates.

Trustee Downing moved the approval, and Trustee Vince provided the second. The Board Secretary called the roll and the following resolution was approved.

RESOLUTION 2025-56

**TUITION WAIVER FOR REGISTERED NURSE TO BACHELOR OF SCIENCE IN
NURSING PROGRAM**

WHEREAS, Cleveland State University has an agreement with Cuyahoga Community College (Tri-C) to provide a smooth transition from Tri-C's associate degree program for a registered nurse (RN) to CSU's bachelor's degree program for a bachelor of science in nursing (BSN); and

WHEREAS, the RN to BSN curriculum is a blended delivery model that includes both classroom instruction and on-line teaching; and

WHEREAS, CSU seeks to maintain a cost competitive program with other institutions in the region by establishing tuition rates that are lower than standard undergraduate rates; and

WHEREAS, CSU must submit a biennial tuition waiver under Ohio state law to request an exception from standard undergraduate tuition rates for the RN to BSN program; and

WHEREAS, Cleveland State University intends to maintain the waiver for the RN to BSN program for the foreseeable future:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves the tuition waiver for the RN to BSN program.

EXECUTIVE SESSION

Chairman Cosgrove moved for the Board to recess into Executive Session to consider personnel matters involving compensation of a public official and to discuss trade secret information required by law to be kept confidential. Trustee Vince seconded the motion.

A roll call vote was taken by the Secretary of the Board; voting in the affirmative were Ms. Byrd, Mr. Dolan, Ms. Downing, Mr. Johnson, Mr. Starkoff, Mr. Szmagala, Dr. Vince, Ms. Whiting, and Mr. Cosgrove. The motion carried.

Chair Cosgrove excused everyone except the voting trustees, community board members Kunkle and Reynolds, ex officio board member Klein, President Bloomberg, Provost Sridhar, Chief of Staff Franklin, Athletic Director Harkey, Ms. Metcalf Beasley, Mr. Arfons, Mr. Slesh, Mr. VandeVelde, CIO Helou, ED of Government Affairs Candisky, CFO Addington, Assistant Board Secretary Link, and VP, General Counsel and Board Secretary Wilson.

The executive session began at 10:13 a.m.

At 10:54 a.m., Chair Cosgrove announced that the Board had finished its business in Executive Session and was returning to its regular meeting.

NEW BUSINESS

Chairman Cosgrove announced that as a result of the Executive Session one item related to an amendment to the President's contract regarding a housing allowance would be considered and will result in a cost savings to the university.

Trustee Starkoff moved the approval; and Trustee Downing seconded the motion. The Board Secretary called the roll, and the following resolution was approved.

RESOLUTION 2025-57

APPROVAL OF FIRST AMENDMENT TO PRESIDENT LAURA BLOOMBERG'S AMENDED AND RESTATED EMPLOYMENT AGREEMENT

WHEREAS, the Board of Trustees entered into an employment agreement with President Bloomberg which was effective on April 26, 2022; and

WHEREAS, the parties agreed to an amended and restated employment agreement which was effective on July 1, 2024; and

WHEREAS, as noted in section 8 of the amended and restated employment agreement, if the President occupies a residence other than the University House, located at 2568 Fairmount Blvd., the Board of Trustees may authorize a housing allowance, and that any terms and conditions for such an allowance will be memorialized in an addendum to the amended and restated employment agreement; and

WHEREAS, President Bloomberg will no longer occupy the residence located at 2568 Fairmount Blvd. and the parties have agreed to the terms and conditions of a housing allowance as noted in the attached First Amendment to the President's Amended and Restated Employment Agreement:

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby approves the First Amendment to President Laura Bloomberg's Amended and Restated Employment Agreement, in the form substantially attached hereto, subject to any changes or revisions deemed necessary by the University General Counsel.

ADJOURNMENT

Chairman Cosgrove thanked members for their active engagement and asked if there was any new or unfinished business. Hearing none, the meeting was adjourned at 10:57 a.m.

Respectfully submitted,

APPROVED ON AUGUST 28, 2025

Sonali B. Wilson
Vice President of Legal Affairs and
Compliance, General Counsel and
Board Secretary

APPROVED ON AUGUST 28, 2025

Timothy J. Cosgrove
Chairman, Board of Trustees