



**BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY**

MINUTES OF THE MEETING

BOARD OF TRUSTEES SPECIAL MEETING AND RETREAT

DATE: Friday, August 19, 2022, 8:00 a.m.

PLACE: Signature of Solon, 39000 Signature Drive, Solon, Ohio, 44139.

PRESENT: Chair David M. Reynolds, Trustees Timothy J. Cosgrove, Patricia M. DePompei, Paul J. Dolan, Stephen F. Kirk, Lisa K. Kunkle, Alan G. Starkoff, and Vanessa L. Whiting; Community Trustee Thomas E. Hopkins; President Laura Bloomberg; and General Counsel and Secretary to the Board of Trustees Sonali B. Wilson.

Others in attendance: Christopher J. Webb, Pretty Inner City Productions; Stedman Graham, S.Graham & Associates LLC; Cathy Trower, Ph.D., Trower & Trower Inc.; Int. Provost and Sr. Vice President of Academic Affairs Nigamanth Sridhar; Sr. Vice President of Business Affairs and CFO David Jewell; Vice President and Dean of Enrollment Management Jonathan Wehner; Presidential Faculty Fellow and Associate Provost, Tachelle Banks; Interim Vice President, Research, Meredith Bond; AVP for Diversity, Equity and Inclusion, Linwood Whitten; Chief of Staff, Patty Franklin; Vice President, Chief Marketing and Communications Officer, Roy Gifford; Vice President Advancement, Julie Rehm; and Heather A. Link, Assistant Board Secretary.

Chair Reynolds called the special meeting to order at 8:13 a.m. and confirmed the presence of a quorum.

REPORT OF THE CHAIR

Chair Reynolds thanked the members and invited guests for attending the special meeting and retreat, and noted that one item of business is on the agenda for consideration.

UNFINISHED AND NEW BUSINESS

Approval of Online Programs Agreement between Cleveland State University and KeyPath Education LLC

Chair Reynolds reminded the members that the item for consideration was delegated to the Executive Committee at the June 28, 2022 special meeting and was included in the meeting materials provided in advance of today's meeting. He called on Int. Provost Sridhar to present the item. Provost Sridhar reviewed the components of the agreement, noting changes that were made in response to trustee feedback.

Trustee Cosgrove moved the approval of the agreement; Trustee Kunkle seconded the motion. Board Secretary called the roll of the Executive Committee and voting in the affirmative were Mr. Cosgrove, Ms. Kunkle, Ms. DePompei, and Mr. Reynolds. The following resolution was approved.

EXECUTIVE COMMITTEE RESOLUTION 2022-05

APPROVAL OF ONLINE PROGRAMS AGREEMENT BETWEEN CLEVELAND STATE UNIVERSITY AND KEYPATH EDUCATION LLC

WHEREAS, the University has had limited success in growing our enrollment in online programs; and

WHEREAS, the University Administration conducted a review of potential partners and invited proposals from four potential partners; and

WHEREAS, the University Administration believes KeyPath Education LLC is the best qualified based upon presentation, program background and delivery as documented by their portfolio of higher education institutions across the globe and their background in working with health-related programs that include clinical placements; and

WHEREAS, the University's administration has limited this engagement to all programs inside the College of Health and College of Law for a period of 7 to 10 years based on the nature of the program; and

WHEREAS, KeyPath Education has committed to working closely with faculty in each program area; and

WHEREAS, on June 28, 2022, the Board of Trustees of Cleveland State University delegated review and approval of the agreement between Cleveland State University and KeyPath Education LLC to the Executive Committee:

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees hereby approves the contract in substantial form as attached, subject to any changes or revisions deemed necessary by the General Counsel.

EXECUTIVE SESSION

Chairman Reynolds stated a motion for the Board to recess into Executive Session to discuss consider trade secret matters required to be kept confidential under law. Trustee Starkoff seconded the motion.

A roll call vote was taken by the Secretary of the Board; voting in the affirmative were Mr. Cosgrove, Ms. DePompei, Mr. Dolan, Mr. Kirk, Ms. Kunkle, Mr. Starkoff, Ms. Whiting, and Chair Reynolds. The motion carried.

Chair Reynolds excused everyone except the voting trustees, Community Trustee Hopkins, Mr. Christopher J. Webb, Mr. Stedman Graham, Dr. Cathy Trower, President Bloomberg, Int. Provost Sridhar, Vice President Jewell, Vice President Wehner, Associate Provost Banks, Int. Vice President Bond, AVP Whitten, Chief of Staff Franklin, Vice President Gifford, Vice President Rehm, Assistant Board Secretary Link, and General Counsel and Board Secretary Wilson. The executive session began at 8:25 a.m.

At 4:34 p.m., Chair Reynolds announced that the Board had finished its business in Executive Session and was returning to its public session.

ADJOURNMENT

Chair Reynolds asked if there was any other new or unfinished business to come before the Board, and hearing none, he adjourned the meeting at 4:35 p.m.

Respectfully submitted,

APPROVED ON SEPTEMBER 15, 2022

Sonali B. Wilson
General Counsel and
Secretary to the Board of Trustees

APPROVED ON SEPTEMBER 15, 2022

David M. Reynolds
Chair, Board of Trustees