



## BOARD OF TRUSTEES

### THE CLEVELAND STATE UNIVERSITY

## MINUTES OF THE MEETING

### BOARD OF TRUSTEES MEETING

**DATE:** Thursday, November 21, 2019, 7:30 a.m.  
**PLACE:** Student Center, Room 313/315  
2121 Euclid Avenue

**PRESENT:** Chair David H. Gunning II, Trustees Thomas W. Adler, Timothy J. Cosgrove, Patricia M. DePompei, Stephen F. Kirk, Len Komoroski, Lisa K. Kunkle, Dan T. Moore, and David M. Reynolds; Student Trustees Erykah J. Betterson and Allison K. Younger; Community Board Members Robyn N. Gordon, Thomas E. Hopkins, Heather Lennox, Linda McHugh, and Joseph D. Roman; Faculty Representatives Dr. William M. Bowen and Dr. Rachel K. Carnell; Secretary to the Board of Trustees Dr. William J. Napier and President Harlan M. Sands.

Chair Gunning called the meeting to order at 7:30 a.m. and confirmed the presence of a quorum. He noted a change in the order of the agenda, moving the Board Engagement Session with student presentations to follow the approval of the minutes.

Chair Gunning asked if there were any corrections, additions or deletions to the minutes of the September 19, 2019 Board meeting. Hearing none, he called for a motion to approve the minutes. Moved by Trustee Kirk, and seconded by Trustee Komoroski, the minutes were approved by voice vote.

### **BOARD ENGAGEMENT SESSION**

#### **Department of Student Life Briefing**

Dr. Shannon Greybar Milliken, Vice Provost and Dean of Students, provided an overview of the Department of Student Life, noting that it is comprised of 12 departments and 40 employees with the mission of empowering and engaging students through 230 student organizations and over 100 campus events.

Dr. Greybar Milliken introduced the Student Government Association leadership, noting a copy of their bios (**Attachment A**) in the meeting materials. Mr. Omar Wahdan, President, stated

he is a third-year political science major with a goal of attending law school. He spoke of his election platform of securing multi-faith space on campus and a memorandum of understanding with Trinity Cathedral. He also spoke of campus safety concerns identified by a tour of campus at night.

Ms. Milica Prica, also a third-year student, with a double major in political science and international relations, serves as Student Government Association Vice President and spoke of her leadership involvement with the open textbooks initiative, international services and programs, and voter registration.

Ms. Danielle Mihalcea, a Senior with a double major in international relations and political science, stated she is also a graduate 4+1 program student studying Global Interactions, focusing on international business and marketing. She currently serves as Treasurer of the Student Government Association and reported on the financial structure and financing of SGA and the student organizations. She reported that \$219,000 is currently allocated from General Fees for SGA and student organization funding through two separate budgets.

Ms. Renee Betterson, a Junior majoring in English literature and philosophy with a minor in political science, serves as the Student Government Association Speaker of the Senate. She spoke of her leadership of a diverse, 36-member Senate and her work with the Executive Board and student organizations. She reported involvement with 16 projects (i.e. electronic recycling drive, peer education in Health and Wellness, and meditation day). She noted that projects were identified through making office visits and noting areas of need. In some cases, work was done to increase the visibility of a resource center or program on campus (i.e. Veterans Success Center, Lift Up Vikes).

The student leaders responded to questions. Parking and dining remain the major student issues. Students would like to see more brand names and pop culture food items.

It was noted that fraternities and sororities receive Student Government Association funds. There are 12 fraternities and sororities on campus, involving 200-300 students, held accountable through the Student Code of Conduct. The houses are off campus and not owned by the University.

### **Parker Hannifin Living and Learning Community**

Chair Gunning stated that Dr. Tachelle Banks, Associate Provost for Academic Innovation and Initiatives, and students, who are participating in the Parker Hannifin Living and Learning Community, spoke at the Academic Affairs and Student Success Committee meeting held earlier this month. It was felt the program was impressive and important enough to share with the full Board.

Dr. Banks provided an overview of the Parker Hannifin Living and Learning Community (**Attachment B**), followed by a representative group of students who spoke about their experiences in the program. Dr. Banks reported that the Living and Learning Community was established by a \$5 million gift from Parker Hannifin. Each year, a cohort of 30 Cleveland Metropolitan School District (CMSD) students, who receive the “Say YES to Education” scholarship, participate in the

Parker Hannifin Living and Learning Community residential mentoring program, focused on leadership development and career exploration.

Discussion about the program serving as a national model, and potential funding, followed the presentation by the four students (Thomas Ashton, History; Ryan Molina, Engineering; Shanise Nance, Biology Pre-Medicine; and Joenae Gullatt, Health Sciences Pre-Medicine). Interest was expressed in expanding the program. President Sands reported that the program is funded for 50 students from the CMSD next year.

Trustee Adler suggested building the Parker Hannifin Living and Learning Community program into the *Radiance* scholarship event and identifying sponsorships. Trustee Reynolds reported that he already made a pitch to the Key Bank Foundation for support, and the Private Key Bank had committed to support the Leadership Speaker Series in which he was the inaugural speaker. Trustee Cosgrove noted that although private funding is important, he believes there is an opportunity for the Parker Hannifin Living and Learning Community Program to receive state funding.

### **REPORT OF THE CHAIR**

Chair Gunning thanked the trustees for their participation at the Ohio Department of Higher Education Trustees Conference in Columbus, October 29-30. He stated that the University's significant presence was duly noted. He highlighted a Title IX Session, which was informative about the expected changes and giving universities more due process in dealing with assaults on campus. He also noted that Governor DeWine understands the mission and role of public universities and proposed great ideas, one of which was to charge in-state tuition to out-of-state undergraduates who attend school and stay in Ohio.

Chair Gunning noted a good student turnout at the inaugural basketball game; but that it could be better. He also encouraged the Board members to support and attend the games of the other sport teams.

Vice Chair Cosgrove mentioned he attended, and thoroughly enjoyed, the Friday concert of the CSU Orchestra. He strongly recommended looking at the calendar of arts events and supporting the music, theater, and arts programs.

Since the September Board meeting, Chair Gunning noted several major events, including the dedication of the Bernie Moreno Center for Sales Excellence. He publicly thanked former chairman Bernie Moreno and his wife, Bridget, for their support of this new exciting program. Trustee Cosgrove suggested having students from the Center for Sales Excellence come to speak at a future Board meeting.

Chair Gunning announced the memorial tribute to Steve Minter scheduled on November 22 at 3:00 p.m. in the Glasscock Family Foundation Ballroom; then moving across the street to the Center for Innovation in Health Professions to join Mr. Minter's daughters in the dedication of the atrium in his honor.

In closing his remarks, Chair Gunning reminded the trustees of the required one-hour ethics training before the end of the year. One is scheduled on December 11 online.

### **REPORT OF THE PRESIDENT**

As a follow-up to the student presentations, President Sands noted that the Student Government Association took the lead on the “night audit” to highlight campus safety issues. He also asked the Provost to place a briefing on open textbooks back on a Board agenda.

President Sands spoke of the Ohio Trustees Conference and Governor DeWine’s strong support of higher education. Several initiatives were proposed to increase the flow of college students in state and to encourage undergraduates to remain in Ohio for graduate school and work. It was noted that Governor DeWine also sees the value of a liberal arts education and not just training for jobs.

President Sands reported on his ninth local high school visit to Eastlake North. He noted that 10% of the class, 29 students, indicated coming to CSU, quickly becoming the first choice institution in five counties. It was also noted that a request was made by Shaker Heights High School for a visit.

Corporate visits continued in the fall to Eaton and Quicken Loans, now Rocket Mortgage. President Sands reported that, with the assistance of Trustee Len Komoroski, Rocket Mortgage FieldHouse will hire 52 employees/month starting in January.

President Sands reported that work continues on the strategic implementation plan. He has met with the Faculty Senate Steering Committee. Action plans are being built around the following seven key investments:

1. An additional investment in our student success coaching model.
2. Doubling the investment in our six-week summer math and English intensive preparation program for freshman students entering in fall 2020.
3. Recruiting a minimum of 40 new faculty by next fall to grow critical-path academic and research programs in health sciences, business, engineering, and data analytics.
4. Rebalancing our institutional financial aid offers to include a \$1 million increase in need-based financial aid, so that we eliminate barriers for students who are unable to attend solely on the basis of financial need.

5. Beginning next fall, we will be introducing the CSU Engaged Learning Promise, which guarantees that any freshman students who choose CSU and want a co-op or externship experience will get one.
6. An update of our Campus Master Plan, where we will define our campus footprint for the next 10 years, build brand awareness and further establish our campus identity.
7. The Forward Together Innovation Challenge, a Shark-Tank style competition to encourage – our faculty, staff and students – to collaborate and present creative and innovative ideas and solutions for investments that enhance our mission and goals. We plan to initially seed this investment fund with \$500,000.

President Sands announced a new gift of \$500,000 from Lee and Angelica Zappis, matched by the Kelvin and Eleanor Smith Foundation, for the Film School. Funds will be used to upgrade the Film School facilities and support the Odessa youth film career program. Chair Gunning suggested adding Film School students to the January Board meeting agenda.

Updates on research, academic and student success program initiatives, financial status, and enrollment were presented. Provost Zhu reported on open access material and noted that CSU was the first to join the Open Access Network. He noted that a system is now in place to negotiate, with the publishers, for reduced rates for students. Student financial aid can also be used.

Provost Zhu provided an update on grants (**Attachment C**). President Sands stated the need for top-quality research facilities to advance CSU as a Research I institution. He also suggested having a research update at the next Academic Affairs and Student Success Committee meeting.

Provost Zhu also provided an overview of Starfish, a software early alert and student progress report tool (**Attachment D**). He noted that Dr. John Holcomb, Interim Vice Provost of Academic Programs, met with all gateway class instructors to encourage more faculty use. An increase of 45% percentage points to 88% in fall 2019 was noted.

Senior Vice President Biehl presented a summary of CSU's financial status (**Attachment E**). He reported that the FY19 Operating Budget actual results were better than budget, and the use of reserves was not needed. The FY20 Operating Budget revenues are lower than forecasted. Budget reductions of \$4.2 million are now being implemented to reduce the \$1.4 million deficit. Trustees noted that the long-term challenge is to increase market share and enrollment growth.

Senior Vice President Deike presented an update on enrollment (**Attachment F**). He highlighted strategic recruitment initiatives to enhance applications and yield, including an additional \$1 million in need-based financial aid; promotion of the CSU Engaged Learning Promise with the expansion of co-op; provision of a complete CSU, state and federal aid package once admitted, rather than at separate times; and work with high school guidance counselors, providing "Say YES" high school tours, and busing admitted students to CSU.

The graduate spring enrollment was reported as flat. It was noted that the “soft launch” of Shorelight produced a significant increase in graduate international student applications, admissions and acceptances. Dr. Nigamanth Sridhar, Dean of Graduate Studies, reported that 85% are coming from India. In response to Trustee DePompei, he noted that campus housing is not an issue because most live off campus in apartments.

### **ACADEMIC AFFAIRS AND STUDENT SUCCESS COMMITTEE**

Chair Moore noted that the Committee met on November 7 (**Attachment G**). He reported an overview of the Parker Hannifin Living and Learning Community program was given by Dr. Tachelle Banks. Four students in the program spoke of their experiences. Expansion of the program and funding were discussed. Also discussed were the selection criteria and use of ACT or standard test scores. He reported that Senior Vice President Deike was asked to bring a proposal regarding selection criteria to the next committee meeting.

Chair Moore reported the Committee also received a live demonstration of the Student Success database, and noted added components to track engaged learning. The Committee also heard a report on Starfish usage at CSU by Dr. John Holcomb, Interim Vice Provost of Academic Programs, noting an increase in usage by course sections from 43% last year to 88% this fall.

The two action items, regarding changes in the Policy Against Discrimination, Harassment, Sexual Violence, and Retaliation and Faculty Emerita Status, Chair Moore noted were recommended by the Committee and are on the Consent Agenda for approval.

In closing, Chair Moore recommended that the Chair of the Academic Affairs and Student Success Committee serve on the Executive Committee of the Board.

### **FINANCIAL AFFAIRS COMMITTEE**

Chair Kirk reported that the Committee met on November 6 (**Attachment H**). Senior Vice President Biehl updated the Committee on the University’s financial status and is working on improving management and Board financial reporting. Chair Kirk noted that the Financial Scorecard continues to evolve, and he hopes to have a review of it at the next Board meeting.

Chair Kirk reported that the Committee also received an internal audit update from Stefan Magyari, and the FY19 external audit from Plante Moran, issuing a clean opinion. He noted that due to the mandatory auditor rotation, the University will be selecting new external auditors.

Chair Kirk noted that the FY19 Audit reports were accepted by the Committee and are on the Consent Agenda for acceptance and approval. He reported that the Committee recommended three additional items that are on the Consent Agenda for approval, and asked Mr. Biehl to summarize them:

Mr. Biehl reported that \$1.425 million of capital funds was intended for the upgrade of the Rhodes Tower elevators. Funding was reallocated to the campus-wide elevator project with \$350,000 of those funds to replace the ceiling in the Physical Education building, which has become a safety concern and priority.

Mr. Biehl reported that approval is also being sought on the Consent Agenda for the extension of the lease agreement with Trinity Cathedral for office space on Euclid Avenue for the University's Veteran and Military Resource Center for six months through June 30, 2020 at a cost of \$34,515.

He reported that an extension of the Facilities Use Agreement with Campus District, Inc. through October 2, 2020 for four offices in Urban Affairs at no cost is also on the Consent Agenda for approval.

### **GOVERNANCE COMMITTEE**

Chair Adler reported that the Committee met on November 8 (**Attachment I**). General Counsel Wilson reviewed the charges and responsibilities of the Committee, including Board governance documents, ethical standards and avoidance of conflict of interest, statement of commitment and responsibility, yearly Board self-assessment, new member orientation, guidelines and process for conferral of honorary degrees and other special non-student awards, and all matters relating to Visiting Committees.

Chair Adler noted that the new trustee orientation has been rescheduled to December 16. He also stated that the University is reviewing and evaluating the value, purpose and structure of the Visiting Committees and will make a recommendation to the Governance Committee at a future meeting.

Chair Adler asked Provost Zhu to report on the University's reconstituted honorary degree committee and nomination process (**Attachment J**). He noted that two nominations for honorary degrees (Scott Mueller and Dr. Lily Ng) are on the Consent Agenda for approval.

### **REPORT OF THE CSU FOUNDATION**

Mr. Hopkins referenced the Fundraising Reports through October 31, 2019 (**Attachment K**) provided with the Board of Trustees meeting materials. He noted that the FY 2020 fundraising goal of \$11 million was on target for the First Quarter, and more readable reports will be provided in the future.

Mr. Hopkins announced that a fundraising goal of \$2.25 million was established for *Radiance* this year, to be held on April 28, 2020. Honorees will be Bernie and Bridget Moreno and Bob and Judy Rawson. Trustees Adler and Cosgrove will be working to attain 100% level of support from both the Board of Trustees and CSU Foundation Board of Directors, and will reach

out to the community-at-large. Mr. Hopkins noted there have been 1,715 Radiance Scholars over ten years, and a cohort of Radiance Scholars will be highlighted

Mr. Hopkins stated a report on engaged visionary philanthropy, including how to organize/structure and evaluate a prospect base, will be ready by the end of the calendar year.

In closing, Mr. Hopkins highlighted a few of the major gifts and pledges, including \$1 million for the Film School, \$200,000 for The John and Patricia Thompson Accounting Tutoring Fund, and \$150,000 for School of Social Work scholarships

### **CONSENT AGENDA**

Chairman Gunning explained that routine matters, or those discussed previously, are considered on the Consent Agenda. Chairman Gunning asked if there were items that Board members wished to discuss individually; there were none.

Trustee Moore moved, and Trustee Adler seconded, the motion to approve the following consent agenda items: Policy 3344-02-03 Against Discrimination, Harassment, Sexual Violence, and Retaliation Revisions (**Attachment L**), Posthumous Faculty Emerita Nomination (**Attachment M**), Approval of FY19 External Audit by Plante Moran Auditors (**Attachment N**), Campus-wide Elevator and Physical Education Building Projects (**Attachment O**), Trinity Cathedral Lease Agreement Extension (**Attachment P**), Campus District, Inc. Facilities Use Agreement Extension (**Attachment Q**), Honorary Degree Nominations (**Attachment R**), Acceptance of FY20 First Quarter Gifts and Pledges (**Attachment S**), and Acceptance of FY19 Fourth Quarter and FY20 First Quarter Sponsored Programs funds (**Attachment T**). The following resolutions were approved by voice vote.

### **RESOLUTION 2019-70**

#### **CHANGES TO THE POLICIES OF THE BOARD OF TRUSTEES: 3344-02-03 THE POLICY AGAINST DISCRIMINATION, HARASSMENT, SEXUAL VIOLENCE AND RETALIATION**

**WHEREAS**, an amendment has been proposed to 3344-02-03 Policy Against Discrimination, Harassment, Sexual Violence and Retaliation, (B)(1)(b) Harassment is prohibited/definition of harassment, (B)(2)(b)(i)(b) Sexual harassment/sexual harassment includes, and (B)(2)(b)(ii) Sexual harassment/sexual harassment includes/definition of sexual harassment; and

**WHEREAS**, the CSU Faculty Senate has approved the proposed amendment at its meeting of November 8, 2019;

**NOW, THEREFORE, BE IT RESOLVED** that the Cleveland State University Board of Trustees approves this amendment to the Policy Against Discrimination, Harassment, Sexual Violence and Retaliation as indicated in the accompanying exhibit.

### **RESOLUTION 2019-71**

#### **EMERITA STATUS FOR MAREYJOYCE GREEN**

**WHEREAS**, the faculty member named below achieved the rank of Associate Professor and had served Cleveland State University for 34 years; and

**WHEREAS**, the Faculty Senate has requested that Maryejoyce Green be posthumously awarded Emerita status conveying a final recognition of her distinguished years of service to the university, her family, friends, and community in accordance with the terms of the applicable University policy;

**NOW, THEREFORE, BE IT RESOLVED** that the Cleveland State University Board of Trustees hereby awards the designation of Associate Professor Emerita posthumously to Dr. Mareyjoyce Green in recognition of her service to Cleveland State University.

**Mareyjoyce Green**  
**Associate Professor Emerita**

### **RESOLUTION 2019-72**

#### **APPROVAL AND ACCEPTANCE OF FISCAL YEAR 2019 AUDIT REPORTS**

**WHEREAS**, the Senior Vice President, Business Affairs & Chief Financial Officer and the Controller & Assistant Vice President received the Fiscal Year 2019 audit reports from the University's external auditors, Plante & Moran, including the Auditor Required Communication, Financial Statement Audit, and Single Audit Report; and

**WHEREAS**, the external auditors discussed the audit reports with University Administration; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby approves and accepts the audit reports mentioned above and dated November 21, 2019.

**RESOLUTION 2019-73**

**AUTHORIZATION TO CONTRACT THE CAMPUS WIDE ELEVATOR  
AND PHYSICAL EDUCATION BUILDING PROJECTS**

**WHEREAS**, on November 28, 2017, the University submitted a request for a state capital appropriation, of \$15.4 million for the FY19-FY20 capital biennium; and

**WHEREAS**, on April 13, 2018, the State signed into law H.B. 529 which allocated \$15.4 million to Cleveland State University; and

**WHEREAS**, \$1,425,000 of the appropriation was designated for the Rhodes Tower Elevator project to be locally administered on the University's campus; and

**WHEREAS**, \$1,425,000 of the appropriation was subsequently transferred to the Campus Wide Elevator project; and

**WHEREAS**, the university intends to transfer \$350,000 of the appropriation to be used to replace the ceiling in the lobby of the Physical Education building; and

**WHEREAS**, the University will solicit best value qualifications, bids, and proposals, as appropriate for services, construction, and materials in accordance with university purchasing policies for the Campus Wide Elevator and Physical Education building projects; and

**WHEREAS**, responses will be received, reviewed and vendors selected by University representatives; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby authorizes the University Administration to contract for services, construction and materials for the Campus Wide Elevator and Physical Education building projects not to exceed \$1,425,000 for the total project cost.

**RESOLUTION 2019-74**

**APPROVING LEASE EXTENSION WITH TRINITY CATHEDRAL**

**WHEREAS**, Trinity Cathedral, an Ohio non-profit corporation (hereinafter called the “Lessor”), and Cleveland State University a state supported university (hereinafter called “Lessee”); and

**WHEREAS**, the Lessor and Lessee mutually desire to extend the term of the existing lease, which expires on December 31, 2019, for a period of six months ending June 30, 2020; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees approves the Lease extension between Trinity Cathedral and Cleveland State University for office space located at 2254 Euclid Avenue, Cleveland, Ohio 44115 through June 30, 2020.

#### **RESOLUTION 2019-75**

##### **APPROVING EXTENSION OF FACILITIES USE AGREEMENT WITH CAMPUS DISTRICT, INC.**

**WHEREAS**, CAMPUS DISTRICT, INC., an Ohio non-profit (hereinafter called the “User”), and CLEVELAND STATE UNIVERSITY (hereinafter called “CSU”) entered into that certain Facilities Use Agreement dated June 13, 2016 (the “Agreement”), whereby CSU provided to User access and use of office space and services located in the Maxine Goodman Levin College of Urban Affairs; and

**WHEREAS**, CSU and User mutually desire to extend the term of the Agreement through October 2, 2020; and

**WHEREAS**, the Financial Affairs Committee of the Board of Trustees has reviewed this matter and recommends full Board approval.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby approves the extension of the Agreement between Campus District, Inc. and Cleveland State University through October 2, 2020.

#### **RESOLUTION 2019-76**

##### **APPROVAL OF HONORARY DEGREE CANDIDATES**

**WHEREAS**, individuals who have made outstanding contributions to Cleveland State University, the Greater Cleveland area, and/or society have been nominated to receive an honorary degree from the University; and,

**WHEREAS**, the nominees have been reviewed and accepted by the University Honorary Degree Committee and recommended to the Governance Committee of the Board of Trustees for further consideration; and,

**WHEREAS**, the Governance Committee of the CSU Board of Trustees recommends that the full Board approve the nominations of Dr. Lily Ng and Mr. Scott Mueller for honorary degrees from Cleveland State University;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees approves Mr. Scott Mueller and Dr. Lily Ng (Distinguished Emerita Faculty Honorary Degree) for honorary degrees, based upon their acceptance.

#### **RESOLUTION 2019-77**

##### **ACCEPTANCE OF FY 2020 FIRST QUARTER GIFTS AND PLEDGE PAYMENTS**

**RESOLVED**, that the gifts and pledge payments totaling \$1,270,410 received by the Cleveland State University Foundation during the period July 1, 2019 to September 30, 2019 are hereby accepted with thanks, and

**BE IT FURTHER RESOLVED**, that the President is hereby directed to use these gifts subject to their terms and conditions.

#### **RESOLUTION 2019-78**

##### **ACCEPTANCE OF SPONSORED PROGRAMS FUNDS FOR FY 2019 FOURTH QUARTER AND FY 2020 FIRST QUARTER**

**RESOLVED**, that the Sponsored Programs funds totaling \$3,722,948 received by the Cleveland State University during the period April 1, 2019 to June 30, 2019, are hereby accepted with thanks; and

**RESOLVED**, that the Sponsored Programs funds totaling \$4,051,606 received by the Cleveland State University during the period July 1, 2019 to September 30, 2019, are hereby accepted with thanks, and;

**BE IT FURTHER RESOLVED** that the President is hereby directed to use these Sponsored Program funds subject to their terms and conditions.

#### **EXECUTIVE SESSION**

Trustee Moore moved, and Trustee Kirk seconded, the motion to adjourn into Executive Session for the purpose of discussing matters involving real estate and matters involving imminent and pending litigation with General Counsel.

A roll call vote was taken by the Secretary of the Board; voting in the affirmative were Mr. Adler, Mr. Cosgrove, Ms. DePompei, Mr. Kirk, Mr. Komoroski, Ms. Kunkle, Mr. Moore, Mr. Reynolds, and Chair Gunning.

Chair Gunning excused everyone except the voting and community trustees present, President Sands, Board Secretary Napier, General Counsel Wilson, Provost Zhu, and Senior Vice President Biehl. It is noted that Trustees Adler did not attend a portion of the executive session because of a conflict of interest issue. The executive session began at 11:18 a.m.

Chair Gunning announced at 11:45 a.m. that the Board had finished its business in Executive Session and was returning to its regular meeting. He noted that there was one item to be acted upon as a result of the executive session, and two resolutions to be introduced by President Sands.

## **NEW BUSINESS**

### **East 13<sup>th</sup> Street Amended Sublease Agreement with Middough Inc.**

Trustee Kirk moved, and Trustee Cosgrove seconded, the motion to authorize the execution of an amended and restated sublease agreement between Cleveland State University and Middough to secure other commercial tenant subleases in the building, extension of the master lease term, and investment in the East 13<sup>th</sup> Street building.

Trustee Adler abstained from voting to avoid a conflict of interest issue. The following resolution was passed by voice vote:

#### **RESOLUTION 2019-79**

#### **AUTHORIZING THE EXECUTION OF AN AMENDED AND RESTATED SUBLEASE AGREEMENT BETWEEN CLEVELAND STATE UNIVERSITY AND MIDDOUGH, TO SECURE OTHER COMMERCIAL TENANT SUBLEASES IN THE BUILDING, EXTENSION OF THE MASTER LEASE TERM AND INVESTMENT IN THE EAST 13<sup>TH</sup> STREET BUILDING**

**WHEREAS**, the University Administration has determined that it is prudent to amend and extend the term of that certain Sublease Agreement made and entered into as of December 29, 2010 by and between Middough Inc. (“Sublessee”) and the University (“Sublessor”) relating to space located at 1901 East 13<sup>th</sup> Street, Cleveland, Ohio; and

**WHEREAS**, Sublessor has master leased all space located at 1901 East 13<sup>th</sup> Street, Cleveland, Ohio from 1901 East 13<sup>th</sup> Street LLC (Lessor) through December 31, 2029; and

**WHEREAS**, Sublessor and Sublessee mutually desire to amend and restate the Sublease Agreement primarily to provide for a reduction in subleased space and a new sublease term of eleven years through December 31, 2030; and

**WHEREAS**, the Sublessor desires to sublease to other tenants in the building at commercial rates, including the space currently occupied by Cleveland Playhouse in the building and

**WHEREAS**, the amounts required for tenant improvements, building improvements and lease commissions for 1901 East 13<sup>th</sup> Street are estimated to total approximately \$10.1 million; and

**WHEREAS**, the University Administration recommends amending the Master Lease Agreement with Lessor to extend the term for up to an additional five years through December 31, 2034, and further recommends approval of tenant and building improvements and lease commissions in an amount not to exceed \$11.1 million, including a ten-percent contingency, to be funded from the Sublessor's reserves and/or Euclid Avenue Development Corporation (EADC) funds, subject to EADC Board approval, for costs related to entering into the Amended and Restated Sublease Agreement and other tenant sublease agreements;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees hereby approves the Amended and Restated Sublease Agreement between Middough Inc. and Cleveland State University, which includes key terms disclosed to the Board of Trustees, as negotiated by the University's Administration, subject to any modifications deemed necessary by University General Counsel or required by applicable law;

**BE IT FURTHER RESOLVED** that the University Administration is authorized to use University reserves and/or pursue potential funding from the EADC in an amount not to exceed \$11.1 million, including a ten-percent contingency, to fund related costs for building and tenant improvements and lease commissions, to enter into an extension of the Master Lease Agreement for an additional five-year term through December 31, 2034, as well as to secure other tenant subleases at commercial rates, including the space currently occupied by Cleveland Playhouse in the building.

### **Memorial Tribute to Steven A. Minter**

President Sands introduced and read portions of the resolution as a memorial tribute to Steven A. Minter, a legendary figure in the Cleveland community and significant contributor to the development and leadership of Cleveland State University. Trustee Moore moved, and Trustee Adler seconded the motion, to approve the resolution. The following resolution was passed by voice vote.

**RESOLUTION 2019-80**

**MEMORIAL TRIBUTE TO STEVEN A. MINTER**

**WHEREAS**, it is with a heavy heart and deep sense of sadness that Cleveland State University collectively mourns the loss of Steven A. Minter, who passed away suddenly on September 19, 2019; and

**WHEREAS**, Steven A. Minter was a legendary figure in the Cleveland community and a significant contributor to the development of Cleveland State University over the last 15 years, serving as a leader, mentor, colleague and friend to countless CSU trustees, faculty and staff; and

**WHEREAS**, in his role as an Executive-in-Residence since 2003, Steven A. Minter advised three presidents and facilitated countless collaborations between the University and the business and civic communities; and

**WHEREAS**, Mr. Minter's trusted stewardship of our University during times of leadership transition was evidenced by his service as Interim Vice President for Advancement and Executive Director of the CSU Foundation, and valued member of the Cleveland State University Board of Trustees from 2011-2013, as well as chair of many search committees over the past 10 years that were instrumental in reshaping the CSU leadership team and helping create the University that exists today; and

**WHEREAS**, Steven A. Minter was a lifelong champion of education and civic engagement, illustrated in part by his creation of the Steven and Dolly Minter Endowment Fund at CSU, and by his recognition as the 2019 Distinguished Friend of Education from the Council for Advancement and Support of Education (CASE); and

**WHEREAS**, Mr. Minter had a special affinity for the students he taught in the advanced nonprofit management capstone classes, helping to ensure and inspire the next generation of nonprofit leaders in our region;

**NOW, THEREFORE, BE IT RESOLVED** that, on behalf of the Cleveland State University community, the Board of Trustees extends its deepest sympathy to Steven A. Minter's daughters, Michele Minter, Caroline Minter Hoxby, and Robyn Minter Smyers, as well as the other members of his family, his many friends and his colleagues at Cleveland State University. Mr. Steven A. Minter will be remembered as one of the most compassionate, genuine, and impactful individuals to grace our campus.

**Recognition of Rob A. Spademan**

President Sands introduced and read portions of the resolution in honor of Rob A. Spademan for his distinguished service to Cleveland State University. He highlighted the significant initiatives and accomplishments of Mr. Spademan, noting that he has performed his job with class and humility since 2007.

Trustee Adler moved, and Trustee Kirk seconded, the motion to recognize Rob A. Spademan for his 12 years of distinguished service and creative collaborative leadership at Cleveland State University, and to wish him well in his future endeavors. The following resolution was approved unanimously with applause.

### **RESOLUTION 2019-81**

#### **RECOGNITION OF ROB A. SPADEMAN FOR HIS DISTINGUISHED SERVICE**

**WHEREAS**, Rob A. Spademan has provided Cleveland State University with outstanding, forward-thinking and dedicated service in marketing, public relations, corporate communications and enrollment services throughout his tenure since 2007 as Associate Vice President and Chief Marketing Officer; and

**WHEREAS**, Mr. Spademan has worked closely with, and provided sound communications and student recruitment guidance to University presidents, provosts and executive team members for renewed traditions like Homecoming, new initiatives like the Welcome Center at Euclid Commons, and increased national media coverage, leading to stories in *The Wall Street Journal*, *Bloomberg News*, and *The Washington Post*, among others; and

**WHEREAS**, in his role as Chief Marketing Officer, Mr. Spademan created the “Engaged Learning” brand promise for Cleveland State University, building a platform for students, alumni, donors and the community to embrace with pride the many aspects of Cleveland State University, and with the understanding of the symbiotic relationship between CSU and downtown Cleveland; and

**WHEREAS**, when called upon, Mr. Spademan accepted additional responsibilities as Director of Admissions (on three occasions) and Vice President of Enrollment (on three occasions), and in so doing, initiating successful plans for a forward-thinking scholarship plan to drive freshmen enrollment, launching a recruitment web-site and other social media platforms for the University and its leadership, and creating a parent kit to address concerns about the cost of college and ways to accelerate time to graduation; and

**WHEREAS**, among Mr. Spademan’s collaborative leadership accomplishments across campus include producing outstanding special events like Radiance, Homecoming, CSU’s year-long 50<sup>th</sup> anniversary celebration, and host-site to the 2008 Democratic Presidential debate; and

**WHEREAS**, Mr. Spademan, through his strong interpersonal relationships, leadership, management skills and person integrity, has gained the respect of his peers in advancing the support of public higher education in Ohio, while helping increase public perception, enrollment, and campus visits to help make Cleveland State University a first-choice institution for many; and

**WHEREAS**, Mr. Spademan has displayed a special affinity toward the student population on campus, helping them secure internship positions in University or private sector offices, instructing them in the Communication and Marketing classes he taught, or serving as a personal mentor;

**NOW, THEREFORE, BE IT RESOLVED** that the Cleveland State University Board of Trustees applauds Rob A. Spademan for 12 years of dedicated service and creative collaborative leadership, and wishes him all the best in his future endeavors, encouraging him to stay engaged with Cleveland State University.

Chair Gunning spoke of Rob Spademan's legacy of engaged learning that will be felt for generations. Mr. Spademan expressed his deep appreciation for the recognition and support of the Board. He spoke of his commitment to the University and the monetary prize he has established for an upcoming art student.

Chair Gunning reminded the members of the Board to indicate their participation in the December Commencement, and noted that the next meeting of the Board of Trustees will be held January 16, 2020. There being no further business, the meeting adjourned at 11:50 a.m.

Respectfully submitted,

**APPROVED ON JANUARY 16, 2020**

William J. Napier

Secretary to the Board of Trustees

**APPROVED ON JANUARY 16, 2020**

David H. Gunning II

Chair, Board of Trustees