



OHIO
UNIVERSITY

Board of Trustees

Minutes

April 19, 2013

**MINUTES OF THE MEETING OF
THE BOARD OF TRUSTEES OF OHIO UNIVERSITY**

April 19, 2013

Ohio University – Main Campus

Athens, Ohio

**THE OHIO UNIVERSITY BOARD OF TRUSTEES
MINUTES OF APRIL 19, 2013 MEETING**

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CALL TO ORDER

Vice Chair Sandra J. Anderson called the meeting to order at 10:06 a.m. and asked Board Secretary Peter C. Mather to call the roll.

ROLL CALL

Present — Vice Chair Sandra J. Anderson, Trustees David Wolfort, David Brightbill, Janetta King, Kevin B. Lake, N. Victor Goodman, and Dave Scholl.

Also in attendance were Student Trustees Allison Arnold and Amanda Roden, National Trustees Henry Heilbrunn and J. Patrick Campbell, Alumni Association Representative William Hilyard, President Roderick J. McDavis, and Board Secretary Peter C. Mather.

Absent — Chair Gene T. Harris.

APPROVAL OF THE AGENDA AND THE MINUTES

Vice Chair Anderson moved to approve the meeting agenda. Trustee Scholl seconded. All approved and the motion carried.

Vice Chair Anderson then asked for a motion to approve the Minutes of the Board of Trustees Meeting held on February 8, 2013. Trustee Wolfort moved to approve the minutes, Trustee King seconded. All approved and the motion carried.

REPORTS

Report of the Chair

In Chair Harris' absence, Vice Chair Anderson served as chair for the meeting. Vice Chair Anderson thanked those in the room for attending and reminded those in attendance of the decorum expected of attendees.

Vice Chair Anderson then began her report on the Trustees' Thursday activities. She noted that the Board toured the University's Central Food Facility. The tour was led by Gwyn Scott, Associate Vice President for Auxiliaries, and Mary Jones, Associate Director for the Culinary Support Center. Chair Anderson noted that Ms. Jones had worked at the University for 27 years. Vice Chair Anderson stated that the Trustees learned that 1500 students are employed in Culinary Services throughout the OU campus. She expressed how impressed she was with the organization, cleanliness and efficiency of the Central Food Facility and noted that the Trustees learned that efficiency can be nutritious and delicious. Vice Chair Anderson also mentioned that the Board was able to see the results of the work being done during their morning tour of the Central Food Facility when they ate lunch later in the day at Shively Dining Hall.

Trustee Brightbill said he was impressed by Culinary Services' clear, purposeful approach to providing quality food items to the University's student body, while at the same time looking for ways to do so more efficiently and affordably. Trustee Scholl added that the Trustees learned

about Culinary Services' efforts to buy produce locally, leading to a healthier local economy as well as fresher food.

Report of the President

President McDavis began his report by citing Ohio University's vision: to be the nation's best transformative learning community. He highlighted the four fundamentals: inspired teaching and research, innovative academic programs, exemplary student support services, and integrative co-curricular activities. He also pointed out the four supporting strategic priorities: effective total compensation, short-term and long-term enrollment goals, improved financial health, and complete capital campaign.

Legislative Update

President McDavis stated that on Thursday the Ohio House passed Substitute House Bill (HB) 59, reflecting bipartisan support for higher education issues. The legislation includes permissive language providing for an undergraduate tuition guarantee program. However, President McDavis indicated that more work remains in the legislature pertaining to guaranteed tuition. In addition, Sub. HB 59 removes language on faculty workloads, and incorporates a new State Share of Instruction (SSI) formula. Under that formula, no university will receive less SSI funding than it did in Fiscal Year 2013. Ohio University is projected to receive an additional \$2.5 million in SSI funding in Fiscal Year 2014. Fiscal Year 2015 allocations would be based on a series of weights and the three-year average of an institution's enrollment, retention and graduation rates. President McDavis commented that he felt good about what was included in this version of the budget, but cautioned that the process is not yet complete. Under Ohio law, the budget must be approved by the General Assembly and signed by the Governor on or before July 1.

President McDavis also noted that Rep. Cliff Rosenberger, Chairman of the House Finance Higher Education Subcommittee, has recommended that a Higher Education Task Force be established. The purpose of the task force would be to study issues such as the Ohio College Opportunity Grant, co-op and internship programs, research and development capture, and affordability and student debt.

Interlink Alliance

President McDavis mentioned that Interlink Alliance members gathered April 2 at the University of Maryland Baltimore County for a roundtable discussion on "African-American Males in Higher Education." The Alliance members discussed potential federal and state policies that could help prepare African-American males to be competitive and successful in an educated and diverse workplace. President McDavis noted that this was the Alliance's fifth conference and that it was well attended and featured dynamic discussions. He announced that the Alliance is preparing for a national conference in 2014.

Behavior Reduction

President McDavis shared with the Trustees the results of a 2013 survey conducted by the University's Division of Students Affairs. The survey showed that over the past six years Ohio University has seen a reduction of 15 percent in high-risk drinking behavior. He also highlighted some of the survey's other findings, including two findings he said he would like to see grow: that 14% of students choose not to drink and that 70% of students do not use tobacco products. President McDavis said he was pleased with the trends the survey's data suggest.

The Promise Lives: Capital Campaign

President McDavis announced that as of March 21, 2013, the Capital Campaign had raised about \$419.5 million of its \$450 million goal. Of that total, more than \$223 million had come from alumni; more than \$18 million came from other individuals; more than \$9 million came from corporations; nearly \$150 million came from foundations; and more than \$18 million came from other organizations. President McDavis noted the overwhelming support the campaign has received from foundations, including the Osteopathic Heritage Foundations. He stated the University is working hard to reach and exceed the campaign's goal by June 2015.

Since the last Board meeting, President McDavis has taken advancement trips to Columbus, Ironton and Cleveland, Ohio; New York City, N.Y.; and Chicago, Ill.

Points of Pride

President McDavis presented the University's points of pride:

- Ohio University's Master of Fine Arts in Ceramics program was ranked fifth in the nation by U.S. News & World Report, a ranking the President noted that has been consistent.
- Ohio University's first "Women of Vision" Award was given in honor of the late OU-Lancaster professor Dr. Jane Johnsen at the *Celebrate Women* event in Pickerington.
- Ohio University alumna and producer/director Chelsea Peters' first film, "Retro," was purchased by Lionsgate with other firms handling foreign sales.
- OHIO Men's Basketball was selected to play in the National Invitation Tournament (NIT). D.J. Cooper was named MAC Player of the Year as well as to the All-MAC first team. Reggie Keely and Walter Offutt were named to the All-MAC third team.
- Bob Boldon was appointed head coach of the OHIO Women's Basketball Program.
- Ohio University is working with Afghanistan to share engineering information and resources to assist the country in rebuilding its infrastructure. President McDavis noted that the Afghanistan government approached Ohio University about this partnership, which is being undertaken by the Russ College of Engineering and Technology.
- Ohio University honored eight entrepreneurs during its first annual Innovation Awards Gala, which President McDavis described as one of the great events of this spring. He noted that the University has been engaged in promoting innovation in Southeast Ohio and that this event was put together by the Office of the Vice President for Research and Creative Activity in conjunction with the Voinovich School of Leadership and Public Affairs and others. The gala honored eight entrepreneurs for their regional work in innovation and for their efforts to help create jobs. President McDavis also announced that during the gala Trustee Scholl and Dr. John Kopchick, the University's newest distinguished professor, were honored as the inaugural recipients of the Konneker Medal for Commercialization and Entrepreneurship.
- National Trustee J. Patrick Campbell was recently named the 2013 University College Outstanding Alumnus.

Program Spotlight

President McDavis explained that the Office of Nationally Competitive Awards was started by an 1804 grant from the Ohio University Foundation. The purpose of the office at the outset was

to help Ohio University students achieve national and international awards. He noted that hundreds of Ohio University students had received awards since the office's founding. President McDavis introduced Dr. Jeremy W. Webster, Dean of the Honors Tutorial College (HTC) and his colleagues to report on the Office of Nationally Competitive Awards.

Dean Webster thanked the Board for the invitation to present on the Office of Nationally Competitive Awards. As Dean of HTC, Dr. Webster explained that he oversees 32 tutorial programs and oversees the administration of a small number of research and award programs, including the Provost's Undergraduate Research Fund and the Office of Nationally Competitive Awards. Dean Webster described the office as one of the first of its kind at a university when the office was founded 12 years ago. He then introduced Beth Clodfelter, Director of the Office of Nationally Competitive Awards.

Ms. Clodfelter thanked the Board for the opportunity to present. She noted that the office helps many Ohio University students receive life-changing and career-enhancing awards. She noted that the office works with undergraduates across campus as well as some graduate students. Ms. Clodfelter also personally works with faculty members on applications for the Fulbright Scholar program. She discussed the variation in student awards. Freshmen, for example, can apply to study abroad on a scholarship while sophomores and juniors have more opportunities, including opportunities to conduct research domestically or to be recognized for their community service contributions. She noted that graduating seniors who have strong undergraduate records have even more options.

Ms. Clodfelter mentioned that one of the goals of the office is to make the process of applying for awards itself beneficial to students. She added that feedback from students suggests that the application process helps them to clarify their academic, career and personal goals and to identify how they want to contribute to the world. She provided a recent example: a student who had been unsuccessful in his application for a Marshall Scholarship nevertheless recently learned that he had gained acceptance to a competitive graduate program. The student credited this success to the Marshall Scholarship application process.

According to Ms. Clodfelter, Ohio University's Office of Nationally Competitive Awards was founded 12 years ago, making OU a pioneer among public universities. Traditionally, she noted, such offices were offered only at Ivy League schools. She said since then the field has become much more professionalized, and she commented that many universities are investing in creating such offices and strengthening them. She mentioned that the office is continuously monitoring possible looming challenges of programs funded by the U.S. government and how those challenges could impact publicly funded awards. She noted that the office is monitoring certain scholarships to see what, if any, impact sequestration will have on them. She added that the office is planning to conduct an analysis to see if it should expand its focus to privately funded awards from foundations and may have to adapt to a changing funding landscape.

Ms. Clodfelter highlighted the partners the office has on campus, including faculty in the Modern Languages Department who help students apply for opportunities in other countries. She also recognized Roxanne Malé-Brune in the Office of the Vice President for Research and Creative

Activity who works with graduate students on their award applications and helps undergraduates with their Science, Technology, Engineering and Mathematics (STEM) applications.

Ms. Clodfelter also spoke about how the office historically, and particularly in the past two years, has proven to be a touchstone for the University's donors. She noted a significant gift last year from an Ohio University graduate and mentioned that the University has made the office a focus of its telemarketing outreach to donors.

Ms. Clodfelter then introduced two students who have received awards through the Office of Nationally Competitive Awards: Ashley Enyeart, a senior double major in German and English who is the recipient of a Fulbright U.S. Student Award to go to Germany next year to teach English, and Keith Hawkins, a senior HTC astrophysics major who has been awarded a Marshall Scholarship that will fund his doctoral research at the University of Cambridge's Institute for Astronomy.

Ashley Enyeart thanked the Board for the opportunity to address it and for spotlighting the Office of Nationally Competitive Awards. She noted that she had received a Fulbright grant to go to Germany next year to teach English. She credited her success in procuring the grant to her involvement in the University's German Department, which she described as a tight-knit community; her professors who made her aware of the grant and helped her apply for it; and the opportunity to study abroad, which she said led to her realization that she needed to spend more time in a German-speaking country after graduation. She said she spoke about the Fulbright grant with Ms. Clodfelter who suggested she complete the Teaching English in a Foreign Language (TEFL) certificate, which Ashley said she believes made her application for the Fulbright grant stand out. Ashley expressed that working with the Office of Nationally Competitive Awards was a wonderful experience that taught her how to prepare for the grant application process, provided her with a conversation partner, instructed her on how to make her application stand out, prepared her for her interview, and simply encouraged her throughout the process. She added that she expects the application process to help her with future endeavors, including applying for graduate school as well as more awards. She credited her success to the Office of Nationally Competitive Awards and told the Board that she looks forward to representing Ohio University and the Office of Nationally Competitive Awards in Germany next year.

Keith Hawkins thanked the Board for the opportunity to present and explained that he was approached by the Office of Nationally Competitive Awards as a freshman to apply for the Barry M. Goldwater Scholarship, which supports STEM students. With the help of the Office of Nationally Competitive Awards, Keith said he was awarded the Goldwater scholarship his sophomore year and that the process of applying for the scholarship has helped him win future awards. He explained that Cary Frith of the Office of Nationally Competitive Awards approached him his junior year to work on the Truman Scholarship, which is generally an award of interest to students pursuing public service. And while he did not receive the Truman Scholarship, Keith stated that pursuing it made him more competitive, prompting him to apply for several awards, including the National Science Foundation Fellowship and the Marshall Scholarship, which he was awarded and which will allow him to pursue his PhD in astrophysics at Cambridge University. He said he was also admitted to King's College in Cambridge and

mentioned that he could not have done any of this without the Office of Nationally Competitive Awards. Keith also noted that applying for the Truman Scholarship made him realize his innate desire to encourage minority students to get involved in STEM programs. He stated that he hopes to become a professor and to focus on research and that he plans to give back to the Office of Nationally Competitive Awards.

Vice Chair Anderson congratulated Ashley and Keith for their phenomenal work as well as the University's faculty and staff who work with these students, calling them points of pride for the Bobcats.

Trustee Scholl noted that the lateral learning offered through the Office of Nationally Competitive Awards is priceless. He said that these students have matured through this challenging process and he referred to the Office of Nationally Competitive Awards as a powerful educational agent. He also commented that he has written recommendations for those involved in the Office of Nationally Competitive Awards.

Trustee Wolfort commented that he is excited that Ashley and Keith will be representing Ohio University and indicated that they have brought a spotlight to Athens, Ohio. He wished both of them the best of luck.

Alumni Representative William Hilyard noted that Ashley and Keith will have opportunities to begin alumni chapters wherever they go. Student Trustee Allison Arnold commented that Keith has been incredibly involved in the Students Teaching About Racism in Society (STARS) organization on the Athens campus. She noted that these students, in addition to their academic successes, are some of the best servants to the Ohio University community and that she is proud to call Keith her peer.

President McDavis asked how many awards students have received through the Office of Nationally Competitive Awards since its founding 12 years ago. Ms. Clodfelter responded that she didn't have a total number but commented that it has averaged about 80 per year over the past few years. She noted that nearly 50 students are still waiting to hear about awards they've applied for this year. President McDavis commented that Ohio University leads the state in awards earned and thanked Ms. Clodfelter and Dean Webster for their leadership.

Trustee Goodman noted that he co-chairs the capital fund drive for the 1804 Fund and that the Office of Nationally Competitive Awards is one of the important programs the fund features. He expressed hope that the 1804 Fund can bring the office some additional funding.

University Joint Academics/Resources Committee Report

Vice Chair Anderson reported that the full board, through a joint session of the Academics Committee and the Resources Committee, met for a nearly three-hour presentation and discussion Thursday morning. The Trustees focused on the information and materials contained in Tabs 31 and 32 of the Board book – entitled, “Fiscal Year 2014 Operating Budget” and “Guaranteed Tuition.” The Fiscal Year 2014 Operating Budget discussion was led by Vice President for Finance and Administration Stephen Golding while the Guaranteed Tuition proposal discussion was led by Executive Vice President and Provost Pam Benoit.

Fiscal Year 2014 Operating Budget

During the budget discussion, Vice Chair Anderson said VP Golding led the Trustees through the budget's guiding principles, which include sustaining academic excellence, maintaining affordability, focusing on strategic priorities, attending to the needs of the University workforce, addressing critical infrastructure needs, and contributing to the wellbeing of the region and state. The Board also heard about the extensive planning process and how that planning process relates to the University's strategic priorities. VP Golding noted that the Fiscal Year 2014 operating budget will be presented in an all-funds budget model – a first for Ohio University – consistent with the RCM approach. He is slated to meet with bonding agencies in New York next week to discuss the University's credit status.

Vice Chair Anderson said the Trustees were presented graphs and data related to the budget challenges concerning faculty compensation, health care, and capital improvements. She described next year's operating budget as a critical balancing act and noted that the University has lost ground on faculty compensation relative to its peers, an area she said is crucial to the academic success of Ohio University.

Vice Chair Anderson mentioned that the Trustees discussed capital projects currently underway as well as deferred maintenance challenges.

The Trustees also discussed scholarship approaches and financial aid, and Vice Chair Anderson stated that the University will be implementing an aggressive and strategic approach to scholarships. EVPP Benoit updated the Trustees on the Student Scholarship Task Force and a more sophisticated scholarship program designed to maintain commitments to affordability and maximize net tuition while remaining competitive. Dr. Benoit noted that Ohio University does well in terms of student applications and admissions largely because of its strong academic reputation. The Trustees recognize a need to develop ways to attract students and note that targeted tuition assistance in the range of \$1,000 to \$3,500 above current scholarship awards can make a large difference in persuading individual students to attend OU.

Vice Chair Anderson noted that the Trustees stressed scholarships as a major priority in the University's capital campaign. She stated that the University is committed to investing \$100 million of campaign funding into a Matching Scholarship Program.

In respect to the Fiscal Year 2014 operating budget, the Trustees examined various tuition models presented by VP Golding, including models that called for a 0% increase in tuition, as well as those calling for a 1%, 1.6% and 2% increase, which is the tuition cap proposed under the state budget. Vice Chair Anderson noted the Board specifically asked VP Golding about a 0% increase in tuition, and that he addressed why that was not feasible. VP Golding informed the Trustees that under the proposed state budget Ohio University is expected to receive an additional nearly \$2.5 million in SSI funding. VP Golding is recommending a 1.6% or \$82 per semester increase in undergraduate instruction and general fees. That increase is expected to generate an additional \$2.7 million in funding for Ohio University. The University is expected to use those additional funds for essential investments, including bolstering employee compensation, healthcare, capital improvements, and replacement of the Lausche heating plant.

The Trustees discussed how the current SSI formula focuses on completion and graduation rates, which is less than ideal for regional campuses where students often take classes for job training not degree completion.

Despite the increase in SSI funding and additional revenue from tuition increases, the University is still facing an operating deficit of slightly more than \$3.4 million, which Vice Chair Anderson said will be covered by cash flow from the remainder of the operating budget, including adjustments, efficiencies and reductions. National Trustee Henry Heilbrunn asked about other sources of revenue. Vice Chair Anderson noted that other sources such as endowment and grant revenue are outside of the Trustees' control.

Vice Chair Anderson said the Trustees also discussed debt financing and a proposal before the Board to issue up to \$175 million in debt. She noted that interest rates are good and the University's balances are strong. Because of these realities, the administration will reassess proposed levels of debt financing.

Vice Chair Anderson reported that the Trustees asked VP Golding to discuss the planning and consultation that went into the recommendations regarding tuition. According to VP Golding, the Budget Planning Council, which is comprised of various Ohio University constituencies, recommended the tuition and fees proposal. Faculty Senate issued a letter of support for the recommendations. She noted that President McDavis and VP Golding recently visited Student Senate to discuss the recommendations.

Guaranteed Tuition

In discussing the guaranteed tuition model, Vice Chair Anderson said the Trustees discussed arguments in favor of the approach as well as those against the approach. Arguments in favor include: helping students and their families with budget planning, improving revenue predictability for the University (which EVVP Benoit compared to a fixed vs. a variable mortgage rate), providing a financial incentive for students to complete their degrees in four years, and having the potential to reduce student debt. Arguments against the guaranteed tuition model include: an assumption that students will complete their degrees in four years, potential negative impacts to the University's ability to compete, impacts to students and their families, and risks to the University, which include inflation and unknown economic environments. According to Dr. Benoit, under the guaranteed tuition model, which would require a change in law, all first-time, first-year, full-time students pay a single tuition rate for four years. According to Vice Chair Anderson, the Trustees learned that this model is actually more flexible than it may seem and can be altered to meet student needs.

Vice Chair Anderson noted that 10 years ago tuition at Ohio University was increasing 12% to 13% per year. She explained that that number has dropped considerably in recent years in large part because of tuition caps imposed by the General Assembly and because of the Board's focus on affordability. Historically, she noted, tuition has never gone down. According to Vice Chair Anderson, the consensus of the Trustees was that the administration should move forward in getting more information on the guaranteed tuition model and keep the Board informed of any new information.

Vice Chair Anderson noted that the reason the Board is discussing a guaranteed tuition model is because the Board wants a solution to rising tuition costs and wants the University's Administration to focus on affordability, accessibility and sustainability.

University Resources Committee Report

Trustee Wolfort reported on the two-hour University Resources Committee meeting, led by VP Golding, as follows:

Consent Agenda, Responsibility Centered Management (RCM) and Ohio Service Alignment Initiative (OSAI)

Huron Consulting has presented information on RCM and OSAI to the Board in the past. Julie Allison, University Controller who is serving a two-year assignment as the OSAI project lead, provided the Trustees an update. She described the project and its progression.

The project involves a significant investment – with costs, which would be incurred over a six-year period, estimated as high as \$28.1 million – and is designed to repair and update the University's administrative systems and to provide support to individual units as they embark on RCM. The OSAI will align centrally provided academic support functions of HR, IT, Facilities and Finance with the needs of the academic units in an effort to avoid duplicating functions while streamlining and finding savings.

Trustee Wolfort told the Board that Huron Consulting has made more than 200 recommendations regarding the University's administrative systems, including creating a Project Management Office, upgrading the Oracle system, and modernizing financial and data reporting.

Trustee Wolfort explained that the project is being spread out over a six-year period in order for it to be completed in reasonable increments without overburdening the University's resources or personnel. He noted that VP Golding is committed to reallocating administrative resources to cover the project's costs.

The committee recommended keeping the RCM and OSAI Resolution (Tab 3 in the Board book) on the Consent Agenda for Board approval.

Resolution, Fiscal Year 2014 Fees Approval

The full Board had before it four tuition and fee resolutions, which were discussed in the Joint Academics/Resources Committee meeting.

Trustee Wolfort reported that the non-resident surcharge has not been increased in the recent past. For Fiscal Year 2014, a 0% increase is recommended, but the non-resident surcharge fee is being explored in relation to the increase in non-resident enrollments.

Trustee Wolfort informed the Board that there was an amendment to the Fiscal Year 2013-2014 College of Medicine and Regional Campuses Instructional Fee, General Fee and Non-Resident Surcharge Resolution on page A2 to the fifth WHEREAS, which was necessary to correct the upper division instructional fee increase from 1% to 0.08%. Board Secretary Mather distributed the amended resolution.

Trustee Wolfort announced that the committee was recommending moving the series of four tuition and fees resolutions to the full Board for approval. Trustee Lake moved to approve the resolution series, seconded by Trustee Goodman. All approved and the motion carried. Later in the meeting, Vice Chair Anderson determined that the Board should act on each of the resolutions separately. Therefore, this action taken to pass the resolutions was overridden by the later action. The resolutions are included later in these minutes.

Six-Year Capital Improvement Plan (CIP) Update

VP Golding provided a recap of the discussion from the joint session regarding the effort to decrease the six-year CIP and the amount of debt required. The 7% debt service to operations plateau has been hit due the University's stance of front-loading debt service early in the repayment. The leadership went through an iterative process following the discussions at the last Board meeting to prioritize the six-year CIP projects and show a side-by-side CIP version reflecting \$200+ million less in total projects requiring debt. Today's discussion with the Board resulted in a request for further study of projects to bring back into the six-year CIP and show the additional debt possible to stay within the "sweet spot."

Resolution, Series 2013 Debt Issuance

VP Golding introduced Beth Greene, Director of Debt Management, who described the Series 2013 Debt Issuance totaling \$175 million. The issue will include \$122 million for new projects, restructuring \$15 million in Series 2001 bonds, and refinancing up to \$38 million. Ms. Green discussed the issue characteristics being investigated, listed the projects, and reported that the current interest rate would be about 3.89%, which Trustee Wolfort noted is quite low. Impacts on the SB6 ratios have been projected for the Series 2013 issue, with and without the Lausche project, and it is expected that the composite ratio will be well over 4.0 even with the additional debt. Trustee Wolfort noted that VP Golding and Ms. Greene are slated to visit with the bonding agencies next week.

Outstanding debt levels are important to the rating agencies. An aggressive growth in debt and the resulting debt service to operations ratio can be viewed negatively. These same data points based on the additional debt investigation described in the CIP update will be brought before the Board at its June meeting. The committee cautioned that there are other considerations for building in additional projects, including disruption to campus and the stress on the project management and other staff.

The debt service associated with the Series 2013 issue has been analyzed by the impacted units. The units' ability to pay and the sources for the debt service have been identified in budgets or pledged gift receipts. H-COM debt is being incurred to complete projects and the proceeds from the 15-year gift will service the debt.

Trustee Wolfort moved the Series 2013 Debt Issuance Resolution (Tab 6 in the Board book), seconded by Trustee Lake. All approved and the motion carried.

SERIES 2013 DEBT ISSUANCE

RESOLUTION 2013 - 3320

Providing for the authorization, issuance and sale of not to exceed \$175,000,000 in aggregate principal amount of General Receipts Bonds of The Ohio University, authorizing a Supplemental Trust Agreement securing such bonds, and authorizing matters related thereto

WHEREAS, The Ohio University (herein called the “University”), a state university of the State of Ohio created and existing under Chapter 3337 of the Ohio Revised Code, by Resolution No. 2000-1744 adopted by its Board of Trustees (herein called the “Board”) on December 8, 2000 (herein called the “General Bond Resolution”) and by a Trust Agreement dated May 1, 2001 (together with amendments and supplements thereto, the “Trust Agreement”), comprised in part of the General Bond Resolution, has provided for the issuance from time to time of Obligations (as defined in the General Bond Resolution) of the University, each such issue to be authorized by a Series Resolution adopted by the Board pursuant to the Trust Agreement; and

WHEREAS, the General Bond Resolution was adopted and the Trust Agreement was authorized by the Board pursuant to Sections 3345.11 and 3345.12 of the Ohio Revised Code, enacted by the General Assembly of Ohio under authority of the Constitution of Ohio, particularly Section 2i of Article VIII thereof, which authorizes the University to issue its Obligations from time to time to pay costs of certain capital facilities, defined as “auxiliary facilities” or “education facilities” in Section 3345.12 of the Ohio Revised Code and called “University Facilities” in the General Bond Resolution and in this Series Resolution, and to refund, fund or retire such Obligations or other obligations previously issued for such purpose; and

WHEREAS, the University has heretofore authorized, issued or entered into the following Obligations under such Trust Agreement (collectively referred to herein as the “Prior Obligations”):

- \$48,025,000 principal amount of Bonds (as defined in the General Bond Resolution) designated “Subordinated Variable Rate General Receipts Bonds, Series 2001” (the “Series 2001 Bonds”), pursuant to a First Supplemental Trust Agreement dated as of May 1, 2001 (the “First Supplemental Trust Agreement”) for the purpose of paying part of the cost of certain University Facilities;

- an Interest Rate Hedge (as defined in Section 9.98 of the Ohio Revised Code) for a portion of the Series 2001 Bonds in the form of an ISDA Master Agreement, dated December 1, 2001 (which, together with the schedule and confirmations related thereto, are collectively referred to as the “Series 2001 Swap Agreement”) in a maximum notional amount of \$31,020,000 with Morgan Guaranty Trust Company of New York, under the Trust Agreement with respect to amounts payable by the University under the Series 2001 Swap Agreement (other than any

Early Termination Amount, as defined in the Series 2001 Swap Agreement, and any amounts payable pursuant to Section 11 of the Series 2001 Swap Agreement by the University);

- \$47,860,000 principal amount of Bonds designated “Subordinated General Receipts Bonds, Series 2003” dated September 3, 2003 and maturing through December 1, 2023 (the “Series 2003 Bonds”), pursuant to a Second Supplemental Trust Agreement dated as of September 1, 2003 (the “Second Supplemental Trust Agreement”) for the purpose of retiring certain bond anticipation notes and refunding the University’s General Receipts Bonds, Series 1993 dated as of December 1, 1993, which were issued to finance the cost of certain University Facilities;

- Notes (as defined in the General Bond Resolution) from time to time and in varying principal amounts pursuant to a Third Supplemental Trust Agreement dated as of October 1, 2003 (the “Third Supplemental Trust Agreement”) for the purpose of paying part of the cost of certain University Facilities; however, there are no Notes presently outstanding under the Third Supplemental Trust Agreement;

- \$52,885,000 principal amount of Bonds designated “Subordinated General Receipts Bonds, Series 2004” dated as of March 15, 2004 and maturing through December 1, 2031 (the “Series 2004 Bonds”), pursuant to a Fourth Supplemental Trust Agreement dated as of March 15, 2004 (the “Fourth Supplemental Trust Agreement”) for the purpose of retiring certain bond anticipation notes and paying part of the cost of certain University Facilities;

- \$28,145,000 principal amount of Bonds designated “Subordinated General Receipts Refunding Bonds, Series 2006A” dated as of February 16, 2006 and maturing through December 1, 2024 (the “Series 2006A Bonds”), pursuant to a Fifth Supplemental Trust Agreement dated as of February 1, 2006 (the “Fifth Supplemental Trust Agreement”) for the purpose of refunding all or a portion of the University’s outstanding General Receipts Bonds, Series 1999 dated as of March 15, 1999 issued pursuant to the Prior Indenture, as defined in the General Bond Resolution, for the purpose of paying part of the cost of certain University Facilities; and

- \$29,170,000 principal amount of Bonds designated “Subordinated General Receipts Bonds, Series 2006B” dated as of April 6, 2006 and maturing through December 1, 2036 (the “Series 2006B Bonds”) and \$8,025,000 principal amount of Bonds designated “Subordinated Variable Rate General Receipts Bonds, Series 2006C” dated as of April 6, 2006 and maturing through December 1, 2016 (the “Series 2006C Bonds”), both pursuant to a Sixth Supplemental Trust Agreement dated as of April 1, 2006 (the “Sixth Supplemental Trust Agreement”) for the purpose of paying part of the cost of certain University Facilities; and

- \$15,350,000 principal amount of Bonds comprised of \$13,345,000 principal amount of Bonds designated “Tax Exempt General Receipts Bonds, Series 2008A” dated July 10, 2008 and maturing through December 1, 2033 (the “Series 2008A Bonds”) and \$2,005,000 principal amount of Bonds designated “Taxable General Receipts Bonds, Series 2008B” dated July 10, 2008 and maturing through December 1, 2015 (the “Series 2008B Bonds”), both pursuant to a Seventh Supplemental Trust Agreement dated as of July 1, 2008 (the “Seventh Supplemental

Trust Agreement”) for the purpose of retiring certain bond anticipation notes and paying part of the cost of certain University Facilities; and

- \$26,645,000 principal amount of Bonds designated “General Receipts Bonds, Series 2009” dated June 3, 2009 and maturing through December 1, 2019 (the “Series 2009 Bonds”), pursuant to an Eighth Supplemental Trust Agreement dated as of May 1, 2009 (the “Eighth Supplemental Trust Agreement”) for the purpose of paying part of the cost of certain University Facilities; and

- \$76,470,000 principal amount of Bonds designated “General Receipts Bonds, Series 2012” dated February 29, 2012 and maturing through December 1, 2042 (the “Series 2012 Bonds”), pursuant to a Ninth Supplemental Trust Agreement dated as of February 1, 2012 (the “Ninth Supplemental Trust Agreement”) for the purposes of paying part of the cost of certain University Facilities and refunding certain of the Series 2003 Bonds and Series 2004 Bonds; and

- \$28,640,370 principal amount of Bonds designated “General Receipts Notes, OAQDA Series 2012” dated July 31, 2012 and maturing through December 1, 2023 (the “Series 2012 OAQDA Bonds”), pursuant to a Tenth Supplemental Trust Agreement dated as of July 1, 2012 (the “Tenth Supplemental Trust Agreement”) for the purpose of paying part of the cost of certain University Facilities constitutes “energy conservation measures” as defined in Section 3345.61 of the Ohio Revised Code, through the Ohio Air Quality Development Authority (the “OAQDA”); and

- \$27,204,750 principal amount of Bonds designated “General Receipts Bonds, Series 2011” dated as of October 1, 2012 and maturing through June 1, 2032 (the “Housing For Ohio Guaranty Bonds”), pursuant to an Eleventh Supplemental Trust Agreement dated as of October 1, 2012 (the “Eleventh Supplemental Trust Agreement”) for the purpose of providing security for the letter of credit reimbursement obligations of Housing for Ohio, Inc., a non-profit corporation which has developed a facility on real property owned by the University and located adjacent to the University’s main campus in the City of Athens, Ohio providing housing for the use of the University’s students, faculty members, officers, and employees, and their spouses and families and known as “University Courtyard”; and

WHEREAS, the University has previously determined, and does hereby confirm, that it is necessary to acquire, construct, equip, furnish, reconstruct, alter, enlarge, remodel, renovate, rehabilitate or improve the following University Facilities at the respective currently estimated amounts to be financed (being collectively referred to herein as the “2013 Projects”):

Project Name
Description
Currently Estimated Amount to be Financed

OUHCOM-Dublin (Columbus)
Renovation and rehabilitation of an existing University-owned property with three buildings for use by the Heritage College of Osteopathic Medicine as instructional space, providing the same program as on the main campus.
\$9,800,000

OUHCOM-Cleveland

Renovation and rehabilitation of leased space in a building owned by the Cleveland Clinic for use by the Heritage College of Osteopathic Medicine as instructional space, providing the same program as on the main campus.

\$4,500,000

Indoor Multi-Purpose Facility and Other Recreational Athletic Facilities

Construction of a new 80,000 GSF building and other various facilities intended for instructional, athletic, and recreational uses, all in support of existing programs.

\$10,500,000

Lindley Hall Upfit

Partial building renovation to upgrade this currently vacant building for use as academic swing space in support of upcoming major building renovation projects. Scope of work is limited to improved heating/cooling systems, plus life safety and accessibility improvements. Primary use will be as office space.

\$2,500,000

Tupper Hall Upfit

Substantial building renovation to upgrade this currently vacant building for use as academic swing space in support of upcoming major building renovations projects. Primary use will be as classroom space.

\$7,000,000

College of Communication Phase 2

Completion of the renovation of the former Baker Center, plus renovations to the adjacent RTVC building to provide a consolidated location for the Scripps College of Communication.

\$12,000,000

McCracken Hall Renovation & Addition

Complete renovation and addition to McCracken Hall for use by the Patton College of Education

\$4,126,800

OUHCOM Facility Programming & Schematic Design

Programming and preliminary design for facilities for the Heritage College of Osteopathic Medicine's Diabetes and Neuromuscular clinical research programs.

\$3,000,000

Programming and Feasibility Studies

Programming study to investigate the feasibility and options for replacement of the existing Clippinger Hall. Programming study to assess the existing Seigfred Hall and develop programming and budget information for a planned renovation of that facility.

\$350,000

Housing Development Phase I

Construction of new residential housing facility containing approximately 900 beds as well as student support spaces and Residential Housing Administration office space.

\$67,199,510

; and

WHEREAS, the University has determined to issue not to exceed \$175,000,000 in aggregate principal amount of Bonds in one or more series under the Trust Agreement, to be designated “General Receipts Bonds, Series 2013,” or such other designation as authorized hereby (the “Series 2013 Bonds”), to

(i) refund all or part of one or more of the Series 2001 Bonds (including any costs associated with terminating the Series 2001 Swap Agreement), the Series 2004 Bonds and the Series 2006B Bonds; and

(ii) finance all or part of the costs of the 2013 Projects; and desires to provide therefor by this Resolution; and

WHEREAS, there are no Superior Obligations, or any other bonds, notes or other obligations, presently outstanding under the Prior Indenture, and the Prior Indenture and the lien grant thereby have been released, satisfied and discharged; and

WHEREAS, the Board finds that all conditions precedent to the authorization and sale of the Series 2013 Bonds have been or will be met by the time the Series 2013 Bonds are issued;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE OHIO UNIVERSITY, as follows:

Section 1. Definitions and Interpretations. All words and terms defined in the General Bond Resolution and elsewhere in the Trust Agreement and all interpretations therein provided shall have the meanings, respectively, and be subject to the same interpretations as therein provided where used in this Resolution, unless the context or use indicates another or different meaning or intent, except that this Resolution is sometimes herein called and may be known as the “Series 2013 Resolution,” the Bonds authorized by this Resolution are referred to herein and in the Series 2013 Supplemental Trust Agreement hereby authorized as the “Series 2013 Bonds,” and the terms “hereof,” “herein,” “hereby,” “hereto” and “hereunder,” and similar terms, mean this Resolution. All words and terms defined in the preambles hereto shall have the respective meanings provided in the preambles hereto.

In addition, when used in this Resolution and the Series 2013 Supplemental Trust Agreement, the following words shall have the indicated meanings:

“Authorized Denominations” means with respect to each series of the Series 2013 Bonds, the denominations designated as such in the related Series 2013 Certificate of Award.

“Beneficial Owner” means with respect to the each series of the Series 2013 Bonds, the Person owning the Beneficial Ownership Interest therein, as evidenced to the satisfaction of the Trustee.

“Beneficial Ownership Interest” means the right to receive payments and notices with respect to the Series 2013 Bonds held in a book entry system for which the Depository does not act on

behalf of a Beneficial Owner with respect to the optional or mandatory tender for purchase of the Series 2013 Bonds pursuant to the Trust Agreement.

“Book entry form” or “book entry system” means, with respect to the Series 2013 Bonds, a form or system, as applicable, under which (i) the ownership of beneficial interests in such Bonds and Debt Service Charges may be transferred only through a book entry and (ii) physical Series 2013 Bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Bondholder, with the physical Series 2013 Bond certificates “immobilized” in the custody of the Depository. The book entry system maintained by and the responsibility of the Depository and not maintained by or the responsibility of the University or the Trustee is the record that identifies, and records the transfer of the interests of, the owners of beneficial (book entry) interests in such Series 2013 Bonds.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book entry system to record ownership of beneficial interest in the Series 2013 Bonds, and to effect transfers of book entry interests in such Bonds, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Federal Tax Documents” means the Certificate Under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, As Amended, and the Certificate Regarding Issuance, Use of Proceeds and Arbitrage Compliance, both delivered by the University at the time of the issuance and delivery of each series of Tax-Exempt Series 2013 Bonds, as the same may be amended or supplemented in accordance with their respective terms.

“Fixed Rate Bonds” means Series 2013 Bonds that are not “Variable Rate Obligations,” as defined in the General Bond Resolution.

“Interest Payment Date” means, as to each series of the Series 2013 Bonds, each of the dates set forth as such in the related Series 2013 Certificate of Award.

“Mandatory Redemption Date” means, as to each series of the Series 2013 Bonds, each of the dates set forth in the related Series 2013 Certificate of Award for the retirement of a portion of the principal of the Series 2013 Bonds pursuant to any Mandatory Sinking Fund Requirements set forth therein.

“Mandatory Sinking Fund Requirements” means, as to each series of the Series 2013 Bonds, the amounts required to be deposited in the Debt Service Fund for the purpose of redeeming related Series 2013 Bonds (less the amount of any credit as provided in Section 4(c) of this Resolution) on each Mandatory Redemption Date, as may be set forth in the related Series 2013 Certificate of Award.

“Maximum Rate” means for each series of the Series 2013 Bonds, seven percent (7%) per annum or such lesser rate designated as such in the related Series 2013 Certificate of Award.

“Original Purchaser” means, as to each series of the Series 2013 Bonds, the purchaser or purchasers of that series of the Series 2013 Bonds designated as such in the related Series 2013

Certificate of Award.

“Pledged Bonds” means Series 2013 Bonds or Beneficial Ownership Interests registered in the name of the Series 2013 Financial Institution and securing the obligations of the University to reimburse the Series 2013 Financial Institution for advances made pursuant to a Series 2013 Credit Support Instrument as may be provided in the related Series 2013 Certificate of Award and Series 2013 Supplemental Trust Agreement.

“Prior Obligations” means the Series 2001 Bonds, Series 2001 Swap Agreement, the Series 2003 Bonds, the Notes heretofore issued, the Series 2004 Bonds, the Series 2006A Bonds, the Series 2006B Bonds, the Series 2006C Bonds, the Series 2008A Bonds, the Series 2008B Bonds, the Series 2009 Bonds, the Series 2012 Bonds, the Series 2012 OAQDA Bonds and the Housing For Ohio Guaranty Bonds.

“Rebate Fund” means the fund by that name referred to in Section 10 hereof.

“Refunded Bonds” means the Series 2001 Bonds (including the Series 2001 Swap Agreement), the Series 2004 Bonds and the Series 2006B Bonds, or portions thereof, if any, refunded with a portion of the proceeds of the Series 2013 Bonds, as specified in a Series 2013 Certificate of Award, and deemed to be paid and discharged under the Trust Agreement.

“Refunded Bonds Defeasance Obligations” means the investments defined as such in a Refunded Bonds Escrow Agreement sufficient to cause the related Refunded Bonds to be no longer outstanding pursuant to the Trust Agreement.

“Refunded Bonds Escrow Agreement” means one or more Escrow Deposit Agreements between the University and the Refunded Bonds Escrow Trustee of even date with the related Series 2013 Supplemental Trust Agreement, securing one or more series of the Refunded Bonds.

“Refunded Bonds Escrow Fund” means for any of the Refunded Bonds, the escrow fund created by the related Refunded Bonds Escrow Agreement in the custody of the Refunded Bonds Escrow Trustee as security for the related Refunded Bonds. A Refunded Bonds Escrow Fund may be a sub-account in the Debt Service Account of the Debt Service Fund.

“Refunded Bond Escrow Trustee” means the bank or trust company serving as Escrow Trustee under the Refunded Bonds Escrow Agreement, being initially designated in a Series 2013 Certificate of Award.

“Series 2013 Certificate of Award” means with respect to each series of Series 2013 Bonds, the certificate of the Fiscal Officer establishing certain terms of that series of the Series 2013 Bonds and authorized in Section 5 hereof, including any supplements thereto.

“Series 2013 Closing Date” means each date on which any series of the Series 2013 Bonds are delivered to the Original Purchaser thereof for payment.

“Series 2013 Credit Support Instrument” means any Credit Support Instruments relating to some or all of the Series 2013 Bonds described in a Series 2013 Certificate of Award and issued by a Series 2013 Financial Institution for the benefit of the holders of Series 2013 Bonds.

“Series 2013 Financial Institution” means a Financial Institution issuing a Series 2013 Credit Support Instrument described in a Series 2013 Certificate of Award.

“Series 2013 Projects Account” means the account by that name created in the Facilities Fund pursuant to Section 6 hereof.

“Series 2013 Supplemental Trust Agreement” means a Supplemental Trust Agreement styled and dated as determined in a Series 2013 Certificate of Award, by and between the University and the Trustee supplementing the Trust Agreement and securing one or more series of the Series 2013 Bonds, as the same may be supplemented and amended as provided herein and therein.

“Taxable Series 2013 Bonds” means any Series 2013 Bonds other than Tax-Exempt Series 2013 Bonds.

“Tax-Exempt Series 2013 Bonds” means Series 2013 Bonds the interest on which is intended by the University at the time of initial issuance to be exempt from federal income taxation under the Code, such intent to be conclusively evidenced by a determination to that effect contained in a Series 2013 Certificate of Award.

Section 2. Determinations by Board. The Board hereby finds and determines that (a) the 2013 Projects will constitute “auxiliary facilities” or “education facilities” as defined in the Act; (b) the issuance of the Series 2013 Bonds and the refunding of the Refunded Bonds, if any, will be in the best interests of the University; and (c) this Resolution is adopted pursuant to the General Bond Resolution, the Trust Agreement, the Act and Section 2i of Article VIII of the Ohio Constitution.

The Board finds that the conditions stated in numbered subparagraphs (1) and (2) of Section 3(a) of the General Bond Resolution will be satisfied by the time of authentication of the Series 2013 Bonds. The Fiscal Officer shall confirm these findings by a certificate in form satisfactory to, and to be filed with, the Trustee prior to the authentication of the Series 2013 Bonds, and the Fiscal Officer may provide such other evidence with respect thereto as the Trustee may reasonably request.

Section 3. Authorization, Designation and Purpose of Series 2013 Bonds. It is hereby declared to be necessary and in the best interests of the University to, and the University shall, issue, sell and deliver, as provided and authorized herein, Bonds of the University, on a parity with all other outstanding Obligations from time to time, which shall be designated “General Receipts Bonds, Series 2013,” or such other designation as may be specified in the related Series 2013 Certificate of Award (the “Series 2013 Bonds”), for the purposes of (i) paying Costs of University Facilities, as defined in the General Bond Resolution, related to the 2013 Projects, (ii) refunding the Refunded Bonds, if any, and (iii) paying Costs of University Facilities related to the Series 2013

Bonds and the refunding of the Refunded Bonds, all upon the terms set forth herein. For such purposes, the proceeds from the sale of the Series 2013 Bonds shall be allocated and deposited as provided in Section 6 hereof. Proceeds of the Series 2013 Bonds may be allocated among the 2013 Projects other than as shown in the preambles to this Resolution (even if doing so results in a reduction or elimination of one or more of the Series 2013 Projects), and deviations from the descriptions of particular Series 2013 Projects as shown in the preambles to this Resolution, or the scope thereof, may be made, if the Fiscal Officer determines that doing so is in the best interest of the University. The principal amount of each series of Series 2013 Bonds to be issued shall be determined by the Fiscal Officer and specified in a Series 2013 Certificate of Award, provided that the aggregate principal amount of all Series 2013 Bonds Outstanding at any time shall not exceed \$175,000,000. The Series 2013 Bonds may be issued in one or more separate series of Fixed Rate Bonds, as the Fiscal Officer may determine in a Series 2013 Certificate of Award and as described herein and in the related Series 2013 Supplemental Trust Agreement. Any series of the Series 2013 Bonds may be issued in separate series of Tax-Exempt Series 2013 Bonds and Taxable Series 2013 Bonds as the Fiscal Officer may determine in a Series 2013 Certificate of Award.

Section 4. Terms and Provisions Applicable to the Series 2013 Bonds.

(a) Forms, Denominations, Dates and Numbering. The Series 2013 Bonds shall be negotiable instruments in accordance with the Act, shall be issued only in fully registered form, without coupons, shall be substantially in the respective forms thereof set forth in the related Series 2013 Supplemental Trust Agreement, shall be in Authorized Denominations and shall express upon their faces the purpose for which they are issued and that they are issued pursuant to the Act. Each Series 2013 Bond shall have only one principal maturity date, except for interim certificates, receipts or temporary Series 2013 Bonds which may be issued pending preparation of definitive Series 2013 Bonds. The Series 2013 Bonds shall be dated and numbered as set forth in the related Series 2013 Certificate of Award.

Subject to the provisions of this Resolution for the use of a book entry system, the Series 2013 Bonds shall be exchangeable for other Series 2013 Bonds in the manner and upon the terms set forth in the Trust Agreement.

(b) Execution, Interest Rates and Maturities. (i) The Series 2013 Bonds shall be executed by any two of the Chairman of the Board, the President of the University, the Fiscal Officer or the Secretary of the Board, and may have the seal of the University affixed or printed thereon; provided that all of such signatures and such seal may be facsimiles.

(ii) Each series of the Series 2013 Bonds shall mature on the date or dates and in the amounts set forth in the related Series 2013 Certificate of Award, provided that the final maturity of the Series 2013 Bonds shall be not later than December 1, 2043. Interest on each series of the Series 2013 Bonds shall be calculated and payable as provided in the related Series 2013 Certificate of Award. The net interest cost payable by the University on any series of the Series 2013 Bonds over their stated terms shall not exceed the Maximum Rate except that Pledged Bonds (or the economic equivalent thereof as may be determined in the related Series 2013 Certificate of

Award) may bear interest at a rate greater than the Maximum Rate as provided in the related Series 2013 Certificate of Award and Series 2013 Supplemental Trust Agreement.

(c) Mandatory Sinking Fund Redemption. Each series of the Series 2013 Bonds shall be subject to mandatory sinking fund redemption in part on each Mandatory Redemption Date, in the manner provided in the Trust Agreement, at a redemption price of 100% of the principal amount thereof to be redeemed plus accrued interest to the redemption date in such amounts and in the manner as may be set forth in the related Series 2013 Certificate of Award and the related Series 2013 Supplemental Trust Agreement.

(d) Optional Redemption. The Series 2013 Bonds shall be callable for redemption at the option of the University, in the manner provided in the Trust Agreement, in whole or in part, at such price or prices and at such times and in the manner as may be set forth in the related Series 2013 Certificate of Award and the related Series 2013 Supplemental Trust Agreement.

(e) Method and Notice of Redemption. If less than all of the outstanding Series 2013 Bonds of one maturity are to be called, the selection of such Series 2013 Bonds of such maturity to be called shall be made in the manner provided in the related Series 2013 Certificate of Award and the related Series 2013 Supplemental Trust Agreement. Notice of call for redemption of Series 2013 Bonds shall be given at the times and in the manner provided in the related Series 2013 Certificate of Award and the related Series 2013 Supplemental Trust Agreement.

(f) Place of Payment; Record Dates. Debt Service Charges on each series of the Series 2013 Bonds when due shall be payable to the registered holders thereof at the places and in the manner provided in the related Series 2013 Certificate of Award and the related Series 2013 Supplemental Trust Agreement. The Fiscal Officer may establish a Regular Record Date and a Special Record Date for a series of the Series 2013 Bonds which shall be set forth in the related Series 2013 Certificate of Award.

(g) Paying Agent and Registrar. The Trustee shall serve as Paying Agent and Registrar for the Series 2013 Bonds.

(h) Payment. Debt Service Charges with respect to any series of the Series 2013 Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Trustee or the Paying Agent, in the manner provided in the related Trust Agreement.

(i) Book Entry System. If so specified in a Series 2013 Certificate of Award, any or all of the related Series 2013 Bonds shall only be originally issued to a Depository for use in a book entry system and: (i) such Series 2013 Bonds shall be registered in the name of the Depository or its nominee, as Bondholder, and immobilized in the custody of the Depository; (ii) there shall be a single Series 2013 Bond representing each maturity; and (iii) such Series 2013 Bonds shall not be transferable or exchangeable, except for transfer to another Depository or another nominee of a Depository or to the Series 2013 Financial Institution in order to obtain payment of principal of Series 2013 Bonds in accordance with the Trust Agreement and in exchange for any Series 2013 Bonds so transferred without further action by the University. The Beneficial Owners shall not have any right to receive Series 2013 Bonds in the form of physical certificates.

So long as a book entry system is in effect for any of the Series 2013 Bonds, the University and Trustee shall recognize and treat the Depository, or its nominee, as the Holder of such Series 2013 Bonds for all purposes, including payment of Debt Service Charges, giving of notices, and enforcement of remedies. The crediting of payments of Debt Service Charges on such Series 2013 Bonds and the transmittal of notices and other communications by the Depository to Beneficial Owners are the responsibility of the Depository and are not the responsibility of the University or the Trustee; provided, however, that the University and the Trustee understand that neither the Depository or its nominee shall provide any consent requested of Holders of such Series 2013 Bonds pursuant to the Trust Agreement, and that the Depository will mail an omnibus proxy (including a list identifying the owners of the book entry interests in such Series 2013 Bonds) to the University which assigns the Depository's, or its nominee's, voting rights to the owners of the book entry interests in such Series 2013 Bonds (as credited to their accounts at the Depository as of the record date for mailing of requests for such consents). Upon receipt of such omnibus proxy, the University shall promptly provide such omnibus proxy (including the list identifying the owners of the book entry interests in such Series 2013 Bonds attached thereto) to the Trustee, who shall then treat such owners as Holders of such Series 2013 Bonds for purposes of obtaining any consents pursuant to the terms of the Trust Agreement.

As long as any of the Series 2013 Bonds are registered in the name of a Depository, or its nominee, the University and the Trustee agree to comply with the terms and provisions of their agreement with the Depository including the provisions thereof with respect to any delivery of such Series 2013 Bonds to the Trustee which shall supersede the provisions of the Trust Agreement with respect thereto.

Notwithstanding any other provision of this Resolution or any provision of the General Bond Resolution, the Trust Agreement, any Series 2013 Supplemental Trust Agreement or any Series 2013 Bond to the contrary, with the approval of the Fiscal Officer, the Trustee may enter into an agreement with a Depository, or the nominee of a Depository, that is the registered owner of a Series 2013 Bond in the custody of that Depository providing for making all payments to that registered owner of principal of and interest and any premium on that Series 2013 Bond or any portion of that Series 2013 Bond (other than any payment of its entire unpaid principal amount) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of that Series 2013 Bond, upon any conditions which shall be satisfactory to the Trustee and the Fiscal Officer. That payment in any event shall be made to the person who is the registered owner of that Series 2013 Bond on the date that principal and premium is due, or, with respect to the payment of interest, as of the applicable Regular Record Date or Special Record Date or other date agreed upon, as the case may be. The Trustee will furnish a copy of each of those agreements, certified to be correct by an officer of the Trustee, to other Authenticating Agents and Paying Agents for Series 2013 Bonds, if any, and to the University. Any payment of principal, premium, or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution and Trust Agreement.

(j) Change of Depository and Replacement Series 2013 Bonds. If any Depository determines not to continue to act as a Depository for any Series 2013 Bonds for use in a book entry system, the

University may attempt to have established a securities depository/book entry system relationship with another qualified Depository under the Trust Agreement. If the University does not or is unable to do so, the University and the Trustee, after the Trustee has made provision for notification of the owners of book entry interests in such Series 2013 Bonds by appropriate notice to the then Depository, shall permit withdrawal of such Series 2013 Bonds from the Depository, and authenticate and deliver Series 2013 Bond certificates in fully registered form to the assignees of the Depository or its nominee. If the event is not the result of University action or inaction, such withdrawal, authentication and delivery shall be at the cost and expense (including costs of printing or otherwise preparing, and delivering, such replacement Series 2013 Bonds), of those persons requesting that authentication and delivery unless University action or inaction shall have been the cause of the termination of the book entry system in which event such cost and expense shall be borne by the University. Such replacement Series 2013 Bonds shall be in Authorized Denominations.

Section 5. Sale of the Series 2013 Bonds; Series 2013 Certificate of Award. Each series of the Series 2013 Bonds shall be awarded and sold to the Original Purchaser at the price set forth in the related Series 2013 Certificate of Award; such price for any maturity of such Series 2013 Bonds shall be not less than 95% of the principal amount thereof, plus accrued interest on the aggregate principal amount of such Series 2013 Bonds from their dates to the date of delivery to and payment by the Original Purchaser for such Series 2013 Bonds, all in accordance with, and subject to the terms and conditions of, an Original Purchaser's proposal contained in a hereinafter described Series 2013 Bond Purchase Agreement. Such award and sale shall be evidenced by the execution of a Series 2013 Certificate of Award by the Fiscal Officer setting forth such award and sale, the other matters to be set forth therein referred to in this Resolution, and such other matters as the Fiscal Officer determines are consistent with this Resolution, the Trust Agreement and the related Series 2013 Supplemental Trust Agreement. That the matters contained in a Series 2013 Certificate of Award are consistent with this Resolution, the Trust Agreement and the related Series 2013 Supplemental Trust Agreement shall be conclusively evidenced by the execution of such Series 2013 Certificate of Award by such officer. Each Series 2013 Certificate of Award shall be and hereby is incorporated into this Resolution and the related Series 2013 Supplemental Trust Agreement.

The Fiscal Officer is hereby further authorized and directed to execute and deliver, in the name and on behalf of the University, a bond purchase agreement with the Original Purchaser for a series of Series 2013 Bonds (a "Series 2013 Bond Purchase Agreement") upon such terms as approved by such officer not inconsistent with this Bond Legislation and not substantially adverse to the University. The approval of such officer, and that a Series 2013 Bond Purchase Agreement is consistent with this Resolution and not substantially adverse to the University, shall be conclusively evidenced by the execution of such Series 2013 Bond Purchase Agreement by such officer. Subject to receiving any necessary appointment by the attorney general of the State, the Fiscal Officer is hereby authorized to make arrangements with Peck, Shaffer & Williams LLP to serve as bond counsel for the Series 2013 Bonds, and such firm is hereby appointed to serve in such capacities.

The Fiscal Officer, and any other appropriate officer of the University, are each hereby separately authorized to make arrangements for the delivery of each series of the Series 2013

Bonds to, and payment therefore by, the related Original Purchaser. It is hereby determined that the prices for and the terms of the Series 2013 Bonds, and the sale thereof, all as provided in this Resolution, each Series 2013 Supplemental Trust Agreement and each Series 2013 Certificate of Award are in the best interest of the University and in compliance with all legal requirements.

Section 6. Allocation of Proceeds of Series 2013 Bonds. (a) All of the proceeds received by on behalf of the University from the sale of the Series 2013 Bonds shall be received and receipted for by the Fiscal Officer or the Trustee, and shall be deposited and allocated as follows:

(i) To the Debt Service Account of the Debt Service Fund, the portion of such proceeds representing accrued interest and any capitalized interest directed to be deposited in the Debt Service Account by the related Series 2013 Certificate of Award; and

(ii) To a Refunded Bonds Escrow Fund such amount as set forth in the related Series 2013 Certificate of Award as is necessary to provide for cash and the purchase of Refunded Bonds Defeasance Obligations sufficient to refund the related Refunded Bonds as set forth in the related Refunded Bonds Escrow Agreement; and

(iii) To the Series 2013 Projects Account which is hereby created as a separate deposit account within the Facilities Fund (except when invested as hereinafter provided) in the custody of the University or the Trustee or other entity, as the Fiscal Officer shall determine, such portion of such proceeds as may be specified in the related Series 2013 Certificate of Award.

(b) Any such capitalized interest may be deposited in a separate sub-account of the Debt Service Account of the Debt Service Fund as the Fiscal Officer may determine. Upon a determination by the Fiscal Officer that any portion of such amount designated to be used for capitalized interest is not needed for such purpose, such portion may be transferred to a Refunded Bonds Escrow Fund or the Series 2013 Projects Account as the Fiscal Officer may direct.

(c) Such proceeds are hereby appropriated for the purposes of the respective funds and accounts into which such proceeds are deposited.

(d) No provision shall be made for a Debt Service Reserve Account with respect to the Series 2013 Bonds, and there shall be no Required Reserve for the Series 2013 Bonds. The Series 2013 Bonds shall not be payable from, and the Series 2013 Bonds shall not be secured by, any moneys in or investments credited to the Debt Service Reserve Account, and therefore, Debt Service Charges on the Series 2013 Bonds shall not have access to or claims upon the Debt Service Reserve Account.

Section 7. Series 2013 Projects Account; Refunded Bonds Escrow Fund; Recordkeeping; Application of Moneys. A record of each deposit into and disbursement from the Series 2013 Projects Account and the Refunded Bonds Escrow Fund shall be made and maintained by the party having custody of such account.

Moneys in a Refunded Bonds Escrow Fund shall be applied to payment of the principal of, and interest and any redemption premium on, the related Refunded Bonds and invested, and any investment earnings credited, as provided in the related Refunded Bonds Escrow Agreement. Moneys in the Series 2013 Projects Account shall be used to pay Costs of University Facilities related to the 2013 Projects, capitalized interest to a date as may be set forth in a Series 2013 Certificate of Award and any Costs of University Facilities associated with the issuance of the Series 2013 Bonds and the refunding of the Refunded Bonds to the extent not paid from moneys in a Refunded Bonds Escrow Fund, and shall be disbursed upon the written request of the Fiscal Officer on behalf of the University. The University covenants that it will proceed with due diligence to pay such costs and complete the 2013 Projects. Upon the final payment of such costs, the University shall deliver to the Trustee a certificate of the Fiscal Officer on behalf of the University stating that fact and setting forth the amount, if any, then remaining in the Series 2013 Projects Account which shall be transferred to the Debt Service Account of the Debt Service Fund pursuant to this Section.

Upon such certification, any moneys remaining in the Series 2013 Projects Account and certified pursuant to the preceding paragraph shall be transferred by the party having custody of such Account to the Debt Service Account of the Debt Service Fund as set forth in the immediately preceding paragraph.

Moneys in the Series 2013 Projects Account may be invested in any lawful University investments in amounts maturing not later than the times when such amounts in the Series 2013 Projects Account are required to pay any costs payable from such Fund. Any investment made by the Trustee shall be at the written or oral (and, if oral, promptly confirmed in writing) direction of the Fiscal Officer. The term "lawful University investments" shall mean those investments made in accordance with the *Statement of Objectives and Policies for Non-Endowment Invested Funds*, approved by the Board on September 21, 2005, as the same may be amended or supplemented from time to time. Such investments may include qualifying money market mutual funds for which the Trustee or any of its affiliates provide services for a fee, whether as an investment advisor, custodian, transfer agent, registrar, sponsor, distributor, manager or otherwise.

Any investment of moneys in the Series 2013 Projects Account shall constitute a part of the Series 2013 Projects Account and the Series 2013 Projects Account shall be credited with all proceeds of sale, and gain or loss, from such investment. Interest earnings on moneys in the Series 2013 Projects Account shall be credited when received to the Series 2013 Projects Account. For investment purposes only, moneys in the Series 2013 Projects Account may be commingled with moneys from one or more funds held by the Trustee pursuant to the Trust Agreement; provided that separate records are maintained for each such fund, the investments made therefrom, and the interest earnings credited thereto.

Section 8. Series 2013 Supplemental Trust Agreement; Refunded Bonds Escrow Agreement. The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, a Series 2013 Supplemental Trust Agreement pursuant to the Trust Agreement in connection with the issuance of each series of the

Series 2013 Bonds and, if applicable, a related Refunded Bonds Escrow Agreement, in such forms not substantially adverse to the University as may be permitted by the Act and the Trust Agreement and approved by the officer or officers executing the same on behalf of the University. The approval of such forms by the Board and such officer or officers, and the fact that such forms are not substantially adverse to the University, shall be conclusively evidenced by the execution of each Series 2013 Supplemental Trust Agreement and Refunded Bonds Escrow Agreement by such officer or officers.

Consistent with Section 8.02 of the Original Trust Agreement, the University and the Trustee, without the consent of or notice to any of the Bondholders, may enter into agreements supplemental to the Trust Agreement and the Series 2013 Supplemental Trust Agreements to the extent necessary or desirable to permit (i) the transfer of Series 2013 Bonds from one Depository to another, and the succession of Depositories or (ii) the withdrawal of Series 2013 Bonds issued to a Depository for use of a book entry system and the issuance of replacement Series 2013 Bonds in fully registered form to others than a Depository.

The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer are each separately authorized to execute and deliver, on behalf of the University, such other certificates, documents and instruments as are necessary in connection with the transactions authorized in this Resolution, and to do all other things required of them or the University pursuant to the Trust Agreement, this Resolution and any Refunded Bonds Escrow Agreement.

The appropriate officers of the University shall do all things necessary or proper to implement and carry out the orders and agreements set forth in or approved in this Resolution for the proper fulfillment of the purposes of the General Bond Resolution and this Resolution. The Secretary of the Board shall furnish to the Original Purchaser a true and certified transcript of all proceedings taken with reference to the authorization and issuance of the Series 2013 Bonds along with other information as is necessary or proper with respect to the Series 2013 Bonds.

The Refunded Bonds shall be and hereby are ordered called for optional redemption according to their terms on the first optional redemption date following the issuance of the related Series 2013 Bonds at the redemption prices set forth therein. The Fiscal Officer and other appropriate officers and employees of the University are each hereby separately authorized to engage a firm of certified public accountants to verify the sufficiency of the moneys and investments in a Refunded Bonds Escrow Fund and to subscribe for and purchase such United States Treasury obligations, including such obligations of the State and Local Government Series, as shall be required by such Refunded Bonds Escrow Agreement, and to pay for the services of such accountants and for such obligations with the proceeds of the related Series 2013 Bonds, and any such actions heretofore taken by such officers or the Original Purchaser of the related Series 2013 Bonds or bond counsel in connection with such subscription and purchase are hereby approved, ratified and confirmed.

Section 9. Tax Matters. The University hereby covenants that it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Tax-Exempt Series 2013 Bonds under Section 103(a) of

the Code. Without limiting the generality of the foregoing, the University hereby covenants as follows:

(a) The University will not directly or indirectly use or permit the use of any proceeds of the Tax-Exempt Series 2013 Bonds or any other funds of the University, or take or omit to take any action that would cause the Tax-Exempt Series 2013 Bonds to be “arbitrage bonds” within the meaning of Sections 103(b)(2) and 148 of the Code. To that end, the University will comply with all requirements of Sections 103(b)(2) and 148 of the Code to the extent applicable to the Tax-Exempt Series 2013 Bonds. In the event that at any time the University is of the opinion that for purposes of this sub-section (a) it is necessary to restrict or limit the yield on the investment of any moneys held by the Trustee under the Trust Agreement, the Fiscal Officer shall so instruct the Trustee in writing, and the Trustee shall take such action as may be necessary in accordance with such instructions. The Fiscal Officer, or any other officer having responsibility with respect to the issuance of the Tax-Exempt Series 2013 Bonds, is authorized and directed to give an appropriate certificate on behalf of the University, on the date of delivery of the Tax-Exempt Series 2013 Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of such Sections 103(b)(2) and 148, and to execute and deliver on behalf of the University an IRS Form 8038G in connection with the issuance of the Tax-Exempt Series 2013 Bonds.

Without limiting the generality of the foregoing, the University agrees that there shall be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code. This covenant shall survive payment in full or defeasance of the Tax-Exempt Series 2013 Bonds. The University specifically covenants to pay or cause to be paid to the United States at the times and in the amounts determined under Section 10 hereof the Rebate Amounts, as described in the Federal Tax Documents. The Trustee agrees to perform all tasks required of it in the Federal Tax Documents.

Notwithstanding any provision of this sub-section (a), if the University shall provide to the Trustee an opinion of nationally recognized bond counsel to the effect that any action required under this Section and Section 10 of this Resolution is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on the Tax-Exempt Series 2013 Bonds pursuant to Section 103(a) of the Code, the University and the Trustee may rely conclusively on such opinion in complying with the provisions hereof.

(b) So long as any of the Tax-Exempt Series 2013 Bonds, or any obligations issued to refund the Tax-Exempt Series 2013 Bonds, remain unpaid, the University will not operate or use, or permit the operation or use of, the 2013 Projects, the improvements financed with the Refunded Bonds, or any part thereof in any trade or business carried on by any person within the meaning of the Code which would (i) cause the Tax-Exempt Series 2013 Bonds to be “private activity bonds” within the meaning of Section 141 of the Code, and (ii) result in the interest payable on the Tax-Exempt Series 2013 Bonds to be not exempt from federal income taxation under the Code.

Section 10. Rebate Fund.

(a) There has previously been created and ordered maintained in the custody of the Trustee (except when invested as herein provided), the Rebate Fund, which shall not constitute a Special Fund or Account securing the Series 2013 Bonds or other Obligations. There shall be deposited in the Rebate Fund such amounts as are required to be deposited therein pursuant to the Federal Tax Documents. Subject to the transfer provisions provided in paragraph (d) below, all money at any time deposited in the Rebate Fund shall be held by the Trustee in trust, to the extent required to satisfy the Rebate Amount (as defined in the Federal Tax Documents), for payment to the United States of America, and neither the University nor the owner of any Bonds shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this Section, by Section 9 of this Resolution and by the Federal Tax Documents (which is incorporated herein by reference).

(b) The Trustee shall have no obligations to rebate any amounts required to be rebated pursuant to this Section, other than from moneys held in the funds created under the Trust Agreement or from other moneys provided to it by the University upon its request for said moneys from the University as set forth in the Federal Tax Documents.

(c) The Trustee shall, at the direction of the University, invest amounts held in the Rebate Fund and deposit all earnings on such amounts as provided in the Federal Tax Documents.

(d) The Trustee shall remit moneys in the Rebate Fund to the United States, as directed in the Federal Tax Documents. Any funds remaining in the Rebate Fund after redemption and payment of all of the Bonds and payment and satisfaction of any Rebate Amount, or provision made therefor satisfactory to the Trustee shall be withdrawn and remitted to the University.

(e) Notwithstanding any other provision of this Resolution or the Trust Agreement, the obligation to remit the Rebate Amounts to the United States and to comply with all other requirements of this Section, Section 9 of this Resolution and the Federal Tax Documents shall survive the defeasance or payment in full of the Bonds.

Section 11. Official Statement. The Fiscal Officer is hereby authorized to execute and deliver preliminary and final official statements on behalf of the University for any or all series of the Series 2013 Bonds, in such forms as such officer may approve, and to deem such official statements to be “final” for purposes of Securities and Exchange Commission Rule 15c2-12, such officer’s execution thereof on behalf of the University to be conclusive evidence of such authorization, approval and deeming, and copies thereof are hereby authorized to be prepared and furnished to the Original Purchaser for distribution to prospective purchasers of the Series 2013 Bonds and other interested persons.

The Fiscal Officer on behalf of the University is hereby authorized to execute and deliver continuing disclosure certificates or agreements dated as set forth in a Series 2013 Certificate of Award (a “Continuing Disclosure Certificate”) in connection with the issuance of the related Series 2013 Bonds in such forms as such officer may approve. The University hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of each Continuing Disclosure Certificate. Failure to comply with any such provisions of a Continuing

Disclosure Certificate shall not constitute a default on the Series 2013 Bonds; however, any holder or owner of the Series 2013 Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause the University to comply with its obligations under this paragraph and such Continuing Disclosure Certificate.

The Fiscal Officer on behalf of the University is hereby authorized to furnish such information, to execute such instruments and to take such other actions in cooperation with the Original Purchaser as may be reasonably requested to qualify the Series 2013 Bonds for offer and sale under the Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States of America as may be designated by the Original Purchaser; provided however, that the University shall not be required to register as a dealer or broker in any such state or jurisdiction or become subject to the service of process in any jurisdiction in which the University is not now subject to such service.

Section 12. Series 2013 Credit Support Instrument. The Fiscal Officer is hereby authorized, but shall not be required, to apply for one or more Series 2013 Credit Support Instruments. The Fiscal Officer is hereby authorized to select one or more Financial Institutions having qualifications and duties as may be set forth in a Series 2013 Certificate of Award and a Series 2013 Supplemental Trust Agreement to serve as a Series 2013 Financial Institution and to provide a Series 2013 Credit Support Instrument, and to accept the commitment of a Series 2013 Financial Institution therefor, and the payment of the fees, premiums and expenses relating to any Series 2013 Credit Support Instrument from sources as may be described in the related Series 2013 Certificate of Award and the related Series 2013 Supplemental Trust Agreement is hereby authorized. The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, an reimbursement agreement or other agreement with each Series 2013 Financial Institution providing for the payment of the fees and expenses of such Series 2013 Financial Institution and the reimbursement, and security for the reimbursement, of such Series 2013 Financial Institution for advances made pursuant to any Series 2013 Credit Support Instrument, in such form as may be permitted by the Act and approved by the officer or officers executing the same on behalf of the University. The approval of such form by the Board and such officer or officers shall be conclusively evidenced by the execution of such agreement by such officer or officers.

Section 13. Temporary Series 2013 Bonds. Pending the preparation of definitive Series 2013 Bonds the University may execute and the Trustee shall authenticate and deliver temporary Series 2013 Bonds in printed or typewritten form. Temporary Series 2013 Bonds shall be issuable in fully registered form, of any denomination, and substantially in the form of the definitive Series 2013 Bonds but with such omissions, insertions and variations as may be appropriate for temporary Series 2013 Bonds, all as may be determined by the Fiscal Officer. Every temporary Series 2013 Bond shall be executed on behalf of the University, and be authenticated by the Trustee upon the same conditions and in substantially the same manner, and with like effect, as the definitive Series 2013 Bonds. If one or more temporary Series 2013 Bonds are issued, then without unnecessary delay the University shall execute and furnish to the

Trustee in exchange therefor without charge, and the Trustee shall authenticate and deliver in exchange for such temporary Series 2013 Bonds an equal aggregate principal amount of definitive Series 2013 Bonds. Until so exchanged the temporary Series 2013 Bonds shall be entitled to the same benefits under the Trust Agreement as definitive Series 2013 Bonds.

Section 14. Prior Actions Approved. All actions hereto taken by officers and employees of the Board and the University in connection with the approval, authorization, sale, execution, delivery and issuance of the Prior Obligations or the security therefor, or any Interest Rate Hedge or Credit Support Instrument related thereto or to the Series 2013 Bonds, are hereby approved, ratified and confirmed.

Section 15. Additional Special Funds and Accounts. The Fiscal Officer is hereby authorized to create such additional Special Funds and Special Accounts in connection with the Series 2013 Bonds and the security therefor and the remarketing thereof as the Fiscal Officer deems necessary. Any such Special Funds and Accounts and the permitted investment thereof shall be described in a Series 2013 Certificate of Award.

Section 16. Changes Related to the Series 2001 Bonds . The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, amendments to, or replacements or terminations of, either or both of the Credit Support Instruments for the Series 2001 Bonds (being a Standby Bond Purchase Agreement dated May 3, 2001 between the University and Dexia Credit Local and the Series 2001 Swap Agreement), and related amendments to or supplements of the First Supplemental Trust Agreement, in such forms and upon such terms that the official executing the same deems advantageous to the University as may be permitted by the Act. The approval of the form of any such document by the Board and such officer or officers and that the terms thereof are advantageous to the University, shall be conclusively evidenced by the execution of such document by such officer or officers.

Section 17. Changes Related to the Housing For Ohio Guaranty Bonds . The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, amendments to, or replacements or terminations of, the Housing For Ohio Guaranty Bonds, and related amendments to or supplements of the Eleventh Supplemental Trust Agreement and related documents, in such forms and upon such terms that the official executing the same deems advantageous to the University as may be permitted by the Act. The approval of the form of any such document by the Board and such officer or officers and that the terms thereof are advantageous to the University, shall be conclusively evidenced by the execution of such document by such officer or officers.

Section 18. Relationship of this Resolution to General Bond Resolution. It is understood and acknowledged by the University that the Series 2013 Bonds are being issued pursuant to the terms of the General Bond Resolution, as amended and supplemented by the terms of this Resolution; that the Series 2013 Bonds are subject to all of the terms and conditions of the

General Bond Resolution, as amended, except as otherwise provided herein; and that all of the terms, conditions, covenants and warranties contained in the General Bond Resolution, as amended, except as otherwise provided herein, shall apply with like force and effect to the Series 2013 Bonds as if originally made in connection therewith. The General Bond Resolution and the Trust Agreement, as amended and supplemented to date including by this Resolution, and the Obligations issued to date thereunder, including the Prior Obligations, are hereby approved, ratified and confirmed.

Section 19. General. This Resolution is adopted pursuant to the General Bond Resolution and the Trust Agreement. The appropriate officers of the University shall do all things necessary and proper to implement and carry out the orders and agreements set forth in or approved in the General Bond Resolution and this Resolution for the proper fulfillment of the purposes thereof. Without limiting the generality of the foregoing, the Fiscal Officer and other appropriate officers of the University are hereby authorized to apply to the Chancellor of the Ohio Board of Regents for any required approvals with respect to the 2013 Projects or the Series 2013 Bonds. Should all the Series 2013 Projects or the Series 2013 Bonds not receive such approvals by the time the Series 2013 Bonds to fund the 2013 Projects are sold, the Fiscal Officer shall set forth in the Series related 2012 Certificate of Award the 2013 Projects and the amount of such Series 2013 Bonds that have received such approvals. Thereupon, such Series 2013 Bonds shall be issued in a principal amount not exceeding the amount approved by the Chancellor of the Ohio Board of Regents and the 2013 Projects shall include only the projects approved by the Chancellor of the Ohio Board of Regents.

Section 20. Inconsistencies. All orders, resolutions and other official actions, or parts thereof, inconsistent herewith or with the documents hereby authorized, approved, ratified or confirmed are hereby repealed, but only to the extent of such inconsistency. This Resolution shall not be construed as otherwise revising any order, resolution or other official action, or part thereof.

Section 21. Open Meeting Determination. It is found and determined that all formal actions of the Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Board, and that all deliberations of the Board and of any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Revised Code of Ohio.

Section 22. Effective Date. This Resolution shall take effect and be in force immediately upon its adoption.

Adopted: April 18, 2013

Consent Agenda Items

The following Consent Agenda items were moved to the full Board by the Resources Committee:

- The Ridges Advisory Committee (Tab 7)
- Bid Limits (Tab 8)
- Construction Projects (Tab 9)
- Snyder Naming (Tab 10)

- Proctorville Properties (Tab 11)

Annual HR Report

VP Golding told the Trustees that the report was included in their information. He noted the continued implementation of the Affordable Care Act and advised that following the COMP 2014 project more refined employee breakdowns for administrators, specifically those who are in academic units, will be available.

Capital Campaign Update

This update was provided by Vice President for Advancement Bryan Benchoff who announced that as of March 21, 2013, the campaign contributions totaled \$419.5 million. The goal of the campaign is \$450 million. Trustee Wolfort noted that Charles Stuckey, campaign chairman, has done a wonderful job.

VP Benchoff pointed out that the Planned Proposals value continues at a fairly consistent \$18 million to \$20 million, reflecting that as proposals are realized as pledged gifts, new proposals are taking their place, so the campaign continues to grow. College campaign attainment, the sources of gifts, and the areas supported by the gifts were reviewed.

VP Benchoff discussed the 2012 Foundation Annual Report, the first such report in several years. That report is expected in Trustees' mailboxes soon.

VP Benchoff also discussed The Promise Within campaign targeting University faculty and staff. Objectives of this campaign include educating employees about private support, increasing employee participation, and creating a culture of philanthropy on campus. Trustee Wolfort noted that this campaign is in its infancy and is a campaign that he personally endorses. He commended what he called the great and record-breaking participation in this campaign and applauded the University's faculty and staff.

Fiscal Year 2014 Fees Resolution Revisited

Near the end of Trustee Wolfort's presentation on behalf of the Resources Committee, a group of Ohio University students walked to the front of the Board's meeting room. Several of the students were holding a sign and one of the students began reading a statement.

Vice Chair Anderson issued a warning to the students, informing them that their behavior was disrupting a lawful meeting, advising them to cease their behavior immediately, and notifying them that failure to do so could result in their arrest and removal. Vice Chair Anderson issued three warnings before suspending the meeting at 11:34 a.m.

Vice Chair Anderson called the meeting back to order at 11:42 a.m.

Trustee Wolfort resumed his presentation on behalf of the Resources Committee and asked the Board to return its attention to Tab 4 in the Board book – namely, the four resolutions pertaining

to tuition and fees for Fiscal Year 2013-2014. He noted that earlier in the meeting the Board voted on these resolutions as a package but that in order to clarify the record the Board was going back and voting on the four resolutions individually.

Trustee Wolfort then introduced the Fiscal Year 2013-2014 Athens Campus Instructional Fee, General Fee and Non-Resident Surcharge Resolution. Trustee Goodman moved for approval of the Resolution, Trustee Lake seconded. All approved and the motion carried.

FISCAL YEAR 2013-2014

ATHENS CAMPUS

INSTRUCTIONAL FEE, GENERAL FEE AND NON-RESIDENT SURCHARGE

RESOLUTION 2013 -- 3321

WHEREAS, the Ohio University 2013-2014 Current Funds Budget contains fixed and mandated cost increases, and

WHEREAS, the appropriate planning and consultations within the University have been accomplished, resulting in recommendations of fee increases for purposes of investments in identified strategic priorities, and

WHEREAS, House Bill 59 allows the combined instructional and general fees for undergraduate students to increase by 2.0%, and

WHEREAS, the planning and consultations within the University result in a recommendation of a combined 1.6% increase in instructional and general fees for undergraduate students on the Athens Campus, and

WHEREAS, the University desires to keep Athens campus graduate tuition and fees and non-resident surcharge fees at the Fiscal Year 2008-2009 rates.

NOW THEREFORE, BE IT RESOLVED that the Board of Trustees adopts the proposed fee schedules (Attachment A), effective Fall Semester 2013, unless otherwise noted.

Trustee Lake moved to approve the Fiscal Year 2013-2014 College of Medicine and Regional Campuses Instructional Fee, General Fee and Non-Resident Surcharge Resolution. This Resolution had been amended as noted earlier. Trustee Scholl seconded the motion. All approved and the motion carried.

FISCAL YEAR 2013-2014

COLLEGE OF MEDICINE AND REGIONAL CAMPUSES

INSTRUCTIONAL FEE, GENERAL FEE AND NON-RESIDENT SURCHARGE

RESOLUTION 2013 -- 3322

WHEREAS, the Ohio University 2013-2014 Current Funds Budget contains fixed and mandated cost increases, and

WHEREAS, the appropriate planning and consultations within the University have been accomplished, resulting in recommendations of fee increases for purposes of investments in identified strategic priorities, and

WHEREAS, House Bill 59 allows the combined instructional and general fees for undergraduate students to increase by 2.0%, and

WHEREAS, the planning within the College of Osteopathic Medicine results in a recommendation of a 5% increase to the instructional fee and non-resident surcharge, and

WHEREAS, the planning within the Regional Campuses results in recommendations for an increase in instructional fees of 2% for lower division and 0.8% for upper division, and increase the non-resident surcharge for undergraduate students on the Chillicothe, Lancaster, Zanesville campuses to a rate equivalent to the fees assessed under the quarter system, and

WHEREAS, the planning within the Athens Campus resulted in specific recommendations for the Masters in Athletic Administration, Master in Electrical Engineering and Masters in Civil Engineering.

NOW THEREFORE, BE IT RESOLVED that the Board of Trustees adopts the proposed fee schedules (Attachments B, C, D & E), effective Fall Semester 2013, unless otherwise noted.

Trustee Wolfort moved to approve the Fiscal Year 2013-2014 Student Course, Technology and Miscellaneous Fees Resolution. Trustee King seconded the motion. All approved and the motion carried.

FISCAL YEAR 2013-2014

STUDENT COURSE, TECHNOLOGY AND

MISCELLANEOUS FEES

RESOLUTION 2013 -- 3323

WHEREAS, the Ohio University 2013-2014 Current Funds Budget will contain program enhancements as well as fixed and mandated cost increases, and

WHEREAS, the planning and consultation within the University regarding student course and miscellaneous fees have been accomplished, resulting in recommendations of fee increases, and

WHEREAS, the attached fee schedules (Attachments F and G) are consistent with House Bill 59.

NOW THEREFORE, BE IT RESOLVED that the Board of Trustees adopts the attached fee schedules, effective Fall Semester 2013, unless otherwise noted.

BE IT FURTHER RESOLVED that the Board of Trustees authorizes the President or his designee to make non-substantive adjustments to the fee schedules, including but not limited to changes in course and fee identification numbers.

Trustee Wolfort moved to approve the Fiscal Year 2013-2014 Residence and Dining Hall Fee Rates Resolution. Trustee Scholl seconded the motion. All approved and the motion carried.

FISCAL YEAR 2013-2014

RESIDENCE AND DINING HALL FEE RATES

RESOLUTION 2013 -- 3324

WHEREAS, sustained effort has been made to achieve financial stability for Ohio University's Residence Hall and Dining Hall Auxiliaries while providing necessary services for students, and

WHEREAS, the Residence Hall and Dining Hall Auxiliaries have planned for all operating expenses and debt service obligations by means of fees which are collected from students who use the residence and dining hall facilities, and

WHEREAS, the planning within the Athens Campus results in a recommendation of a 3.5% increase in standard double room rates and a 0.5% increase in board rates, and

WHEREAS, the proposed fee schedules are consistent with Amended Substitute House Bill 59.

NOW THEREFORE, BE IT RESOLVED that the Board of Trustees adopts the attached schedule of fees (Attachment H), effective Fall Semester 2013.

Vice Chair Anderson noted that these four resolutions had been discussed extensively in both individual and joint committee meetings.

University Academics Committee Report

Trustee Brightbill reported on the University Academics Committee meeting as follows:

Academic Quality-Dashboard: Scripps College of Communication

Trustee Brightbill reported that Scott Titsworth, Dean of the Scripps College of Communication, presented the College's academic dashboard to the committee. He noted that in 2010 the Ohio Board of Regents named the Scripps College of Communication a Center of Excellence in Societal and Cultural Transformation. Ohio University's College of Communication is the only one in the state to receive this designation. Dean Titsworth also noted that the College's first-year students average ACT scores that are over three points higher than their peers at other four-year public universities. Ohio University's College of Communication also boasts a first-year retention rate of 89% and a six-year graduation rate of 84%. In 2011, the College granted more than 850 undergraduate and graduate degrees and saw an increase in the number of diverse and out-of-state students. Notable, too, is that the percentage of Scripps students employed following graduation has continually increased. Dean Titsworth also talked about the E.W. Scripps School of Journalism and highlighted that it is the only school in the College of Communication that is accredited. He also talked about the Schoonover Center, which is slated to come online this fall, and updated the committee about the College's fundraising goals, which are close to being met.

Dean Titsworth's presentation included two graduating Scripps seniors, Trevor Tomlinson and Allison Jordan, who discussed their internship experiences. Trustee Brightbill noted that the students' presentations were very enlightening.

High-Risk Drinking Update

Vice President for Student Affairs Ryan Lombardi provided an update on the programs and policies that have been implemented to combat high-risk drinking. This topic was also discussed during President McDavis' report to the Board.

OIT Academic Update

Trustee Brightbill reported that the committee heard about Academic Technologies and how it applies to teaching on campus. Academic Technologies staff members are working with the University's professors one-on-one to meet teaching and learning objectives by incorporating new technologies. The Trustees saw a three-minute video presentation on the flipped classroom concept, which provides lectures online and devotes classroom time to discussing and applying the concepts presented in the lecture.

Faculty Workload

Trustee Brightbill noted that the committee learned that language regarding increasing faculty workload had been removed from the Ohio House's version of the state budget. Trustee Brightbill praised Dr. Benoit for delivering an excellent presentation on faculty workload and for

explaining that faculty responsibilities extend beyond teaching and include advising and working on committees.

Faculty Compensation Update

The committee also discussed faculty compensation and was given an update on the Faculty Compensation Task Force's progress. Trustee Brightbill noted that calculating the impact of the healthcare reform legislation on the University's healthcare costs is more complicated than originally thought, which has resulted in delays. Dr. Benoit estimated that a final report will be available next year, and Trustee Brightbill added that it is important for the University to get this right and to take the time to do just that.

General Education Reform Update

The committee heard an update on the General Education reform and will continue to discuss that. Trustee Brightbill noted that there are a number of new people on that task force.

Regional Academic Program Reviews

Trustee Brightbill noted that the Board discussed Regional Academic Program Reviews at its February meeting. The regional and executive deans have been tasked with looking at three areas and will return to the Board with a timeline as well as a commitment to look at all the degree programs on the regional campuses.

Academic Quality Improvement Program (AQIP) Update

The committee was updated on the Academic Quality Improvement Program. Trustee Brightbill commented that this was another ongoing discussion as Ohio University prepares for its reaffirmation of accreditation, slated for 2015-16. He noted that it would be helpful for the Trustees if information regarding the reaccreditation process was available in one place.

Search Updates

The committee was updated on recent hires and several searches.

Student Senate Tuition Survey

The committee also heard from Zach George, president of Student Senate, who discussed a student survey on tuition. Approximately 2,100 students participated in the survey. Trustee Brightbill commended Mr. George for taking on this task in addition to his duties as a full-time student and told him the Board appreciated his efforts.

Consent Agenda Items

The following Consent Agenda items were approved:

- Faculty Fellowship Awards (Tab 17 in the Board book)
- Emerita/Emeritus Awards (Tab 18)
- Voinovich School Center for Public and Social Innovation (Tab 25)
- Kennedy Museum of Art Advisory Board Member (Tab 26)

University Governance Committee Report

Trustee Janetta King presented the report from the University Governance Committee meeting as follows:

Bylaws

The committee discussed the Board's bylaws and agreed to language pertaining to vacancies in officer positions, quorum and voting. Those amendments (Tab 27 in the Board book) were brought to the full Board for approval.

Trustee King moved to accept the amended bylaws, Trustee Brightbill seconded. All approved and the motion carried.

By-Laws of the Ohio University Board of Trustees – As Amended

Revised April 19, 2013

Revised September 6, 2012

Revised April 24, 2011

Revised February 10, 2010

Revised January 23, 2009

Revised February 8, 2008

Revised July 14, 1989

Revised June 23, 1990

Revised September 20, 2002

Revised December 17, 2004

Article I. Corporate Authority and By-Laws

Section 1. The Board of Trustees of the Ohio University, a body corporate and politic, hereby adopts these Bylaws for the purpose of governing its activities in accordance with Chapter 3337 of the Ohio Revised Code.

Section 2. No By-Laws shall be enacted, amended, or repealed, except by a vote of a majority of the members (5 votes) of the Board authorized to vote, and then only after thirty (30) days notice of a proposed change has been given to all members.

Section 3. The Board shall be comprised of nine Trustees and two student Trustees, all appointed by the governor of the State of Ohio in accordance with Section 3337.01 of the Ohio Revised Code. The Board shall also include two national Trustees and the chair of the Ohio University Alumni Association Board of Directors or his or her designee. One national Trustee shall be appointed by the Board for a term of one year beginning on July 1, 2010. One national Trustee shall be appointed by the Board for a term of three years beginning on July 1, 2010. Thereafter, both national Trustees shall serve terms of three years.

Section 4. The nine Trustees appointed by the Governor shall hold voting privileges. The two student trustees, the two national trustees and the chair of the Ohio University Alumni Association Board of Directors may not vote on Board matters but their opinions and advice will be actively solicited and welcomed in Board deliberations.

Article II. Officers of the Board

Section 1. Officers of the Board shall be as follows:

- (a) Chairperson
- (b) Vice-Chairperson
- (c) Secretary
- (d) Treasurer

Section 2. The Chairperson shall preside at all meetings of the Board, and unless otherwise directed by the Board, shall have the authority to appoint members of and to fill vacancies on all standing and special committees. He or she shall serve as Chairperson of the Executive Committee. Subject to these By-Laws, he or she shall fix the date and time of all regular, special, and emergency meetings, and perform such other duties as may be pertinent to the office of the Chairperson.

Section 3. The Vice-Chairperson, in the absence or incapacity of the Chairperson, shall assume the duties and obligations of the Chairperson.

Section 4. The Secretary shall keep minutes of all Board meetings and shall promptly distribute copies to all Board members. He or she shall be responsible for the orderly preservation of all records pertaining to Board business, and shall perform all other duties customary to the office or assigned by the Chairperson or by Board action.

Section 5. The Treasurer shall be responsible for the fiscal management of the University, including supporting budget preparation, the preparation of all officially required financial reports, management of investments, coordination of audits with auditors, including federal and state auditors, overseeing relationships with financial reporting agencies, and all other financial responsibilities generally or specifically assigned by the Board or the President.

Article III. Election of Officers

Section 1. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected annually by the Board.

Section 2. The Chairperson and Vice-Chairperson shall each serve for one year and shall be eligible for re-election to their respective offices for a period up to three (3) consecutive years. The Secretary and the Treasurer shall be eligible for annual election to these offices without a yearly limitation.

Section 3. In the event of a vacancy in an Officer position, the Board shall elect a successor from among its members to serve the remainder of the vacant term.

Article IV. The President and Presidential Duties

Section 1. On the basis of mutual good faith and any contractual relationship pointing to continuous service, the President of the University shall be elected from year to year, and shall be entitled at all times to one (1) year severance notice or one (1) year salary if terminated.

Section 2. The President shall attend all meetings of the Board and shall, in an advisory capacity, have a voice in its deliberations. He or she shall have the authority to initiate any subject at Board meetings.

Section 3. The President shall be responsible to the Board for the administration and discipline of the University.

Article V. Meetings

Section 1. Regular Meetings. The Board shall hold no fewer than five (5) regular meetings a year, with the date and time fixed in accordance with the provisions of Article II. Section 2.

Section 2. Special and Emergency Meetings. Special and emergency meetings may be held upon the call of the Chairperson or upon the written request of three (3) Board members to the Secretary.

Section 3. Notice of Meetings. The Secretary shall notify all Board members and the President at least five days in advance of all regular and special meetings and at least one day in advance of all emergency meetings. The policy designated "Notification Procedures for Meetings," which has been adopted by the Board pursuant to Revised Code Section 121.22, is hereby incorporated by reference into this section, and the Secretary shall carry out his or her responsibilities under that policy in accordance with its provision for all meetings.

Section 4. Attendance. It shall be the policy of the Board to require full attendance at all meetings of the Board and committees in accordance with Revised Code Section 3.17. Excuses for absence from meetings shall be communicated to the Secretary at least two (2) days before meetings. Persistent unreasonable absences in violation of Ohio law shall be cause, at the pleasure of the Chairperson, for reporting such delinquency to the appropriate authority of the State of Ohio.

Section 5. Quorum and Voting. Five Trustees appointed by the Governor, (the "Voting Trustees") shall constitute a quorum for the conduct of the ordinary business of the Board. An affirmative vote of six Voting Trustees shall be necessary to elect or remove a President and an affirmative vote of five Voting Trustees shall be necessary to adopt any other resolution or action of the Board.

Section 6. Agenda. The Secretary shall consult with the chairs of the Standing Committees and then prepare a proposed agenda for each Regular Meeting. The proposed agenda shall be delivered to the President for his or her review and then to the Chairperson of the Board for final approval.

Article VI. Standing and Special Committees

Section 1. Standing Committees of the Board, consisting of no fewer than three (3) members each, shall be appointed annually or for longer terms by the Chairperson of the Board, and each Standing Committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below as follows:

(a) University Academics. Responsibilities will include the academic plan; enrollment management; student life; intercollegiate athletics; diversity; research and technology transfer policies and activities; information technology; communications and marketing; academic appointments; promotion and tenure policies and procedures; academic program reviews; and awarding of degrees.

(b) University Resources. Responsibilities will include financial operations; business organization and practices; human resources; university advancement; relations with local, state, and federal legislative and administrative agencies; recommending of the schedule of tuition and fees; borrowing of funds; naming, location, planning, construction, and maintenance and renovation of University facilities and grounds; the purchase, sale and lease of lands and buildings; reviewing and monitoring of all investments including the endowment; contract oversight on public utilities and other large contracts; and recommending of investment policy, advising the Board on investments and appointment of investment advisors to assure compliance with Revised Code Section 3345.05.

(c) Audit. Responsibilities will include the oversight of the internal audit functions, annual or other periodic audits of financial operations, the recommendation of the appointment of an external audit firm

to the Board of Trustees, the receipt of the reports of the internal auditor and the external audit firm, and the university's accountability and compliance procedures.

(d) Governance. Responsibilities will include the recommendation of general governance policies and procedures, the nomination of Board officers and recommendation of candidates for future trustees and national trustees. At the last meeting in each fiscal year, the Committee shall review these Bylaws to determine whether any changes are appropriate and shall recommend any such changes to the Board of Trustees.

(e) Executive. Responsibilities will include consulting with the President on the appointment of executive officers and business not specifically assigned to another Standing or Special Committee.

Section 2. The Executive Committee shall be made up of the Chair and Vice Chair of the Board of Trustees and the Chairs of University Academics and University Resources Committees and have broad powers to act in all matters not deemed by the Chairperson of the Board and the President of the University as of importance to command the immediate attention of the entire Board. All actions of the Executive Committee shall be subject to approval by the Board, except those wherein the Board has delegated to the Executive Committee or the President full power to act for the Board.

Section 3. Special committees may be appointed by the Chairperson of the Board as the Board may deem necessary.

Section 4. The Chairperson of the Board and the President shall be ex-officio non-voting members of all Standing Committees and Special Committees.

Article VII. Parliamentary Authority

Section 1. When not in conflict with any of the provisions of these By-Laws, the Robert's Rules of Order Newly Revised shall govern the proceedings of the Board.

Meeting Dates for 2014

The committee reviewed meeting dates for 2014 and was recommending a calendar as part of the Consent Agenda (Tab 28 in the Board book).

Nomination of National Trustee

The committee discussed the process of nominating a National Trustee to fill an upcoming vacancy. The committee decided to discuss that process further, which Trustee King noted they did earlier today. The new National Trustee will be seated in early fall.

Nomination for Chair and Vice Chair

Trustee King informed the Board that Vice Chair Anderson had been nominated for the position of Board Chair and that Trustee Brightbill had been nominated for the position of Vice Chair. Trustee King moved to name Vice Chair Anderson to the position of Board Chair for the coming year. Trustee Wolfort seconded. All approved and the motion carried. Vice Chair Anderson moved to name Trustee Brightbill to the position of Board Vice Chair for the coming year. Trustee King seconded. All approved and the motion carried. Vice Chair Anderson noted that she intended to follow the model of outgoing Chair Harris and to take Trustee Brightbill with her wherever she went. Vice Chair Anderson also stated her commitment to work as a two-person team and on the Executive Committee as a four-person team and that she looked forward to working with Trustee Brightbill.

University Audit Committee Report

Trustee Kevin Lake presented the report from the University Audit Committee meeting as follows:

University Risk Management Initiative Update

The committee heard an update on the University's Risk Management Initiative from Joe Adams, Associate Vice President of Risk Management and Safety, and Jeffrey Davis, Chief Audit Executive. Mr. Adams also discussed the Heat Map developed by the University Risk Council in conjunction with the external audit consultant.

Plante & Moran Upcoming FY13 Audit

The Trustees welcomed Plante & Moran back to the committee. The agency was recently notified that it has been selected as the University's external auditor for the next five years.

Internal Audit Update

Jeffrey Davis, Chief Audit Executive, updated the committee on internal audit office operations, which included the audit status update, the Fiscal Year 2013 audit schedule, the ongoing management initiatives, the service alignment initiative, and the Oracle R12 assessment. Mr. Davis updated the committee on completed audits for Fiscal Year 2013, which included final reports being issued for eight audits and two follow-up audits and a draft report being issued for University College. Trustee Lake noted that one of the most important items discussed was the Governmental Accounting Standards Board Statement Number 68, Accounting and Financial Reporting for Pensions (GASB 68), which will be effective for financial statements for the fiscal year ending June 30, 2015. The University will be required to recognize the unfunded pension benefit obligations as a university liability for the first time and to more comprehensively and comparably measure the annual costs of pension benefits.

Executive Committee Report

Vice Chair Sandra Anderson announced what she referred to as good news – that the Board had before it a resolution to ratify a labor agreement with Local 1699 and Ohio Council 8 of the American Federation of State, County, and Municipal Employees (AFSCME). The resolution is effective March 1, 2013, through March 1, 2016.

Vice Chair Anderson moved to ratify the labor agreement, Trustee Wolford seconded. All approved and the motion carried.

RATIFICATION OF LABOR AGREEMENT

RESOLUTION 2013 -- 3325

WHEREAS, Ohio University and Local 1699 and Ohio Council 8 of the American Federation of State, County, and Municipal Employees (AFSCME) have collectively bargained a new agreement effective 5:01 P.M. March 1, 2013 to 5:00 P.M. March 1, 2016, and

WHEREAS, the Ohio University Board of Trustees, in accordance with Section 4117.10(B) of the Ohio Revised Code, must ratify the agreement,

NOW THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby ratify the Agreement between the University and Local 1699 and Ohio Council 8 of AFSCME; and authorizes the president of the University to arrange for execution in accordance with Ohio law.

APPROVAL OF CONSENT AGENDA

Vice Chair Anderson asked for a motion to approve all items on the Consent Agenda. Trustee Brightbill moved for approval, Trustee Scholl seconded. All approved and the motion carried.

CONSENT AGENDA

OHIO SERVICE ALIGNMENT INITIATIVE TECHNOLOGY AND OPERATIONS PROJECT SPENDING APPROVAL

RESOLUTION 2013 -- 3326

WHEREAS, the University has committed to a change in its budget and management practices to a Responsibility Centered Management (RCM) approach, and

WHEREAS, the University has completed the planning and assessment phase for the Ohio Service Alignment Initiative (OSAI) of the core administrative functions effectiveness both centrally and within the distributed units, their readiness to support a decentralized operating environment under RCM, and a gap analysis for attaining required levels of customer and system support for the transition to the new RCM budget-management environment, and

WHEREAS, the OSAI findings and recommendations represented to the Board at the June 2012 meeting focused on Finance, Human Resources, and Information Technology, and

WHEREAS, the University has developed a detailed work plan to achieve the required and recommended technological and operational enhancements; efforts to be overseen by the newly developed Project Management Office, and

WHEREAS, through continuous project analysis and prioritization by University leadership and customers, the estimated, not-to-exceed project budget has been determined to be \$28,100,000 over a six year period.

NOW THEREFORE, BE IT RESOLVED, the Ohio University Board of Trustees hereby supports the continuation of the OSAI and authorizes President Roderick McDavis to approve spending up to the estimated project budget of \$28,100,000.

THE PRESIDENT'S RIDGES ADVISORY COMMITTEE

RESOLUTION 2013 -- 3327

WHEREAS, Resolution number 1988-977 passed by The Ohio University Board of Trustees in 1988, established the Ohio University – Athens Mental Health Center Advisory Committee with appointments to the Committee made by the then Board Administration Committee; the Advisory Committee was authorized to assist the University in the development of a comprehensive land use plan, and

WHEREAS, in Resolution 1989-1029, at their April 8, 1989 meeting, the Ohio University Board of Trustees approved the Guidelines for Planning for the Ridges that included the plan that described comprehensive recommendations of future land and building usage, as well as provided for public input and a final public hearing before the recommendations were submitted to the Board of Trustees for review and action, and

WHEREAS, in Resolution 1989-1049, the Ohio University Board of Trustees approved the Comprehensive Land Use Plan for the Ridges, which concluded the work of the authorized committee.

NOW THEREFORE, BE IT RESOLVED, the Ohio University Board of Trustees hereby authorizes President Roderick McDavis to create another advisory committee to oversee the updating of the 1989 Comprehensive Land Use Plan for the Ridges.

BE IT FURTHER RESOLVED, that President Roderick McDavis is authorized to include members of the Athens City, Athens County and Athens Township, and as determined by him, other citizen representatives as he determines necessary to assist Ohio University in the development of an updated and new comprehensive land use plan for the Ridges, formally known as the Athens Mental Health Center, its land and buildings, and formally transferred by the General Assembly to Ohio University for the use and benefit of the University and the people of Ohio as determined by the Ohio University Board of Trustees.

BID LIMITS

RESOLUTION 2013 -- 3328

WHEREAS, the Ohio University Board of Trustees, pursuant to Ohio Construction Reform, signed into law in June, 2011, may establish the limits at which competitive bids are required to be solicited for all construction projects planned and completed by Ohio University, as well as bid limits for the services of Architects, Engineers and other consultants and bid limits for the purchases of other goods and equipment, and,

WHEREAS, the Ohio University Board of Trustees recognize the need to adjust these limits from time to time as good business practices dictates, and to further be in compliance with new Ohio statutory requirements, and

WHEREAS, the Ohio University Board of Trustees always reserves the right to authorize the University's President, or his designee/s to competitively bid construction, services and goods whatever the dollar amount, if it seems in their judgment to be in the best interest of the University.

NOW, THEREFORE, BE IT RESOLVED, that the Ohio University Board of Trustees hereby authorizes the President or his designee/s to proceed with construction projects, the purchase of goods, supplies, equipment and consultant services that are within the statutory bid limits as amended by the State of Ohio from time to time, including the latest reforms made to Ohio Revised Code Section 153.01.

BE IT FURTHER RESOLVED, that previously adopted Resolution 2000-1709 is hereby rescinded and superseded by the this Resolution.

**APPROVAL OF PROJECT AND AUTHORIZATION TO DEVELOP
CONSTRUCTION DOCUMENTS, RECEIVE BIDS AND AWARD
CONSTRUCTION CONTRACTS FOR
HOUSING DEVELOPMENT PLAN PHASE 1 CONSTRUCTION
MANAGEMENT, UTILITY RELOCATIONS, AND PARKING
RELOCATIONS,
MULTI-PURPOSE PAVILION,
ATHENA CLASSROOM RENOVATION PHASE 2,
PRUITT FIELD & TRACK REPLACEMENT,
BROWN HALL ELECTRICAL & LIFE SAFETY UPGRADE,
NORTH PARKING LOT EXPANSION LANCASTER CAMPUS,
SHOEMAKER ROOF REPLACEMENT, CHILlicothe CAMPUS, and
CAMBRIDGE CLASSROOM CENTER
RESOLUTION 2013 -- 3329**

WHEREAS, eight capital projects have been planned, developed and funded as follows:

- Housing Development Plan Phase 1 Construction Management, Utility Relocations, and Parking Relocations with a total project budget of \$20 million to be funded from Residential Housing Reserves and FY2013 Bond Issuance, and
- Multi-Purpose Pavilion with a total project budget of \$12.5 million to be funded from University debt and gifts, and
- Athena Classroom Renovation Phase 2 with a total project budget of \$610,000 to be funded from University Reserves, and
- Pruitt Field & Track Replacement with a total project budget of \$1.75 million to be funded from State Appropriations, and
- Brown Hall Electrical & Life Safety Upgrade with a total project budget of \$900,000 to be funded from Residential Housing Reserves, and
- North Parking Lot Expansion Lancaster Campus with a total project budget of \$935,000 to be funded by \$223,000 from state appropriations, \$103,000 from OU Lancaster Reserves, and \$609,000 from Regional Higher Education Reserves, and
- Shoemaker Roof Replacement Chillicothe Campus with a total project budget of \$620,000 to be funded from State Appropriations, and
- Cambridge Classroom Center a total project budget of \$700,000 to be funded from Regional Higher Education Reserves.

NOW THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees authorizes the receipt of bids and the President or his designee to accept and award construction contracts within the total project budgets identified.

C. DAVID SNYDER STUDENT COLLABORATION ROOM

RESOLUTION 2013 – 3330

WHEREAS, C. David Snyder has been a loyal alumnus to Ohio University, sharing his time and expertise in service on the Ohio University Board of Trustees 1999-2008 and The Ohio University Foundation Board 1998-2004, and generously giving to The Ohio University Foundation, and

WHEREAS, C. David Snyder has encouraged and promoted Ohio University's ability to provide a transformational learning experience to its students and to serve as a catalyst for economic development in the Southeastern Ohio region, and

WHEREAS, C. David Snyder has agreed that his naming gift, previously designated in resolution 2000-1732, be more closely associated with student academic and research activities on campus.

NOW, THEREFORE, BE IT RESOLVED that the Academic and Research Center student organization meeting room, Room 112, on the Ohio University Athens Campus shall be named the C. David Snyder Student Collaboration Room

in his honor.

**RESOLUTION TO APPROVE THE GIFT OF REAL PROPERTIES
TO SUPPORT THE OHIO UNIVERSITY SOUTHERN CAMPUS -
PROCTORVILLE CENTER
RESOLUTION 2013 - 3331**

WHEREAS, Ohio University Southern – Proctorville Center seeks to expand academic offerings in the area of Recreation and Sports Studies, and serve the recreational needs of students and community members, and

WHEREAS, pursuant to Ohio Revised Code, 3337.10, 3337.11, 3337.13, 3345.11 and other relevant statutory provisions, the Ohio University Board of Trustees is authorized to do all things necessary for the continuous and successful operation of the Regional campuses, and

WHEREAS, Ohio University has assembled a representative team of university leaders and staff which has performed a review of the sites near the Proctorville Center, and

WHEREAS, the team, through their site visits and parallel due diligence reviews of the sites offered as gifts from the Lawrence County Commissioners (19 lots), and individual Kathy Kratzenberg (1 lot), recommend to accept these real properties as additions to the Proctorville Center (See Attachment A).

NOW THEREFORE, BE IT RESOLVED, that the Ohio University Board of Trustees does hereby authorize the President or his designee to proceed with the acceptance and transaction of the properties listed in Attachment A for the benefit of the Ohio University Southern Campus – Proctorville Center.

BE IT FURTHER RESOLVED, that the President or his designee shall have the authority and power to negotiate, exchange, mortgage, buy, sell, deal with all real and any personal or tangible personal property associated with the aforementioned sites, to accept conveyance, record and transact funds for the completion of the gift, transfer and final disposition of the real and personal property attributed to the aforementioned sites.

**FACULTY FELLOWSHIP AWARDS
RESOLUTION 2013 -- 3332**

WHEREAS, the proposed University Faculty Fellowships on the attached list have been reviewed in accordance with University policy and found to be meritorious.

THEREFORE, BE IT RESOLVED that the attached University Faculty Fellowships for 2013-2014 be approved, and

BE IT FURTHER RESOLVED that the Executive Vice President and Provost can approve changes in the conditions of the fellowships but not the total number of fellowships granted for the academic year.

FACULTY AND ADMINISTRATIVE

EMERITUS/EMERITA AWARDS

RESOLUTION 2013 -- 3333

WHEREAS, the following individuals have rendered dedicated and outstanding service to Ohio University, and

WHEREAS, their colleagues and supervisors have recommended action to recognize their service,

THEREFORE, BE IT RESOLVED that emeritus/emerita status be awarded to these individuals upon their retirement.

VICE PRESIDENT FOR RESEARCH AND CREATIVITY

ESTABLISHMENT OF THE

CENTER FOR PUBLIC AND SOCIAL INNOVATION

RESOLUTION 2013 -- 3334

WHEREAS, the multidisciplinary academic mission of the Voinovich School of Leadership and Public Affairs at Ohio University is to promote the application of research and knowledge to problem-solving and strategic solutions on a regional, state, national and increasingly global basis, and to serve as a model for innovation and leadership curriculum development and impact learning; and

WHEREAS, the establishment of this Center will put Ohio University in “a position to lead the emerging field of public/private social engagement and educate the next generation to bridge multiple sectors and develop innovative solutions to wickedly complex social problems,” according to Dr. Laurel McFarland, Executive Director of the National Association of Schools of Public Affairs and Administration; and

WHEREAS, the Center for Public and Social Innovation (CPSI) will build on existing Voinovich School strengths, resources and collaborations to establish a multidisciplinary

partnership for public and social innovation education, research, social investments and practice at Ohio University; and

WHEREAS, the proposed center has the support of the Director of the Voinovich School of Leadership and Public Affairs, The Vice President for Research and Creative Activity, and the Executive Vice President and Provost.

NOW, THEREFORE BE IT RESOLVED, that a new center be established within the Voinovich School of Leadership and Public Affairs, to be called the Center for Public and Social Innovation.

KENNEDY MUSEUM OF ART ADVISORY BOARD MEMBER

RESOLUTION 2013 -- 3335

WHEREAS, the Ohio University Board of Trustees adopted the amended Constitution of the Edwin L. and Ruth E. Kennedy Museum of Art at its June 18, 2008 meeting, and

WHEREAS, Article III of the Constitution outlines the process for appointment to the Museum's Advisory Board, and

WHEREAS, the Interim Dean of the College of Fine Art in consultation with the President has recommended a minimum of five and no more than nine qualified members to serve on the Museum's Board.

NOW, THEREFORE, BE IT RESOLVED that Ohio University Board of Trustees approves the following additional appointment to the Advisory Board which will bring the number of members currently serving to eight members:

Three-Year Term

Bill Bias Nursing home consultant, Athens County Treasurer
Ohio University alumnus

MEETING DATES FOR SUCCEEDING YEAR

DESIGNATION OF STATED MEETING DATES FOR YEARS BEGINNING

JULY 1, 2013 AND ENDING JUNE 30, 2014

RESOLUTION 2013 -- 3336

RESOLVED that the following dates be designated the stated meeting dates for the year beginning July 1, 2013, and ending June 30, 2014.

August 29, 2013 (Meeting)

COMMENCEMENT

August 30, 2013 (Retreat)

May 10, 2014 - OUCOM

October 31-November 1st, 2013

May 2, 2014 - Graduate

May 3, 2014 - Undergraduate

January 23-24, 2014

March 13-14, 2014

June 26-27, 2014 (Eastern Campus)

RESOLVED further that, if conditions dictate, the Executive Committee be authorized to change the date of the stated meetings.

COMMUNICATIONS, PETITIONS AND MEMORIALS

Student Senate Officers

President McDavis announced that Student Senate elections for the upcoming year had been held the previous day. He thanked outgoing Student Senate President Zach George for his service and introduced the winners of Thursday's election: Nick Southall, president-elect; Anna Morton, vice president-elect; and Austin LaForest, treasurer-elect. President McDavis asked Student Senate's current and incoming officers to stand and be recognized. He thanked each of them for what they have done and what they will do in the future and noted that he wanted to state publicly that he greatly respects what student senators do on campus.

Student Trustee Allison Arnold expressed that today's meeting made clear the challenges student leaders face. She commented that it's important to recognize that student leaders represent their peers who are their constituents. She stated that she was shaken by the student protests that occurred earlier in the meeting and that she respects and cares about those students and that she recognizes their passion. She added that she wanted everyone attending today's meeting to know that what the student protesters did today they did out of love and concern for Ohio University and its students.

New Student Trustee

President McDavis introduced and welcomed Keith Wilbur, the Board's incoming Student Trustee. President McDavis noted that Mr. Wilbur is a member of the Marching 110 and serves on Student Senate.

Certificates of Appreciation

Allison Arnold

President McDavis asked Student Trustee Allison Arnold to come forward and presented her with a Certificate of Appreciation in recognition of her special service as a Student Trustee from May 14, 2011, to May 13, 2013. President McDavis noted that Student Trustee Arnold was appointed to the Board by Gov. John Kasich and that she came to the Board full of enthusiasm and excitement. He described her as a dedicated and committed trustee and a staunch advocate of students.

Chair Gene Harris

President McDavis announced the presentation of a Certificate of Appreciation to Chair Gene Harris for her service to the Board as a trustee from 2004-2013 and as Board Chair from 2012-2013. President McDavis noted that voting trustees make a nine-year committee to this governing body and that Chair Harris served tirelessly and represented her constituents in a first-class manner. He also took the opportunity to thank all of the trustees for their service.

Trustee Goodman noted that the Board looks to its student trustees to keep it informed of things occurring on campus. He also noted that student trustees, who are not excluded from anything happening on the Board, have obligations to their constituents, who include the citizens of this state and the governors who appoint them. Trustee Goodman noted his appreciation for how Student Trustees Roden and Arnold have treated that obligation and stated that he hoped incoming Student Trustee Wilbur recognizes that the important roles and responsibilities of Ohio University's student trustees.

ADJOURNMENT

Vice Chair Anderson adjourned the meeting at 12:19 p.m.



PRESIDENT'S REPORT

**presented to
Ohio University Board of Trustees
April 19, 2013**

The best student-centered learning experience in America
Office of the President



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Overview

- **Strategic Priorities**
- **The Interlink Alliance**
- **Behavior Reduction**
- **The Promise Lives Capital Campaign**
- **Points of Pride**
- **Program Spotlight**

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Strategic Priorities

Nation's Best Transformative Learning Community

1. Inspired teaching and research
2. Innovative academic programs
3. Exemplary student support services
4. Integrative co-curricular activities

Effective Total Compensation

Short- & Long-Term Enrollment Goals

Improve Financial Strength

Complete Capital Campaign

Four Fundamentals

1. Inspired teaching and research dedicated to students' academic success and focused on the connections between student learning and the advancement of knowledge and creative activity
2. Innovative academic programs that draw on the best traditions and practices in liberal arts, professional, and interdisciplinary education
3. Exemplary student support services committed to helping students fulfill their academic promise
4. Integrative co-curricular activities that foster a diverse environment of respect and inclusivity and facilitate students' development as citizens and leaders

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The Interlink Alliance

- On April 2nd, The Interlink Alliance members gathered at the University of Maryland Baltimore County for a roundtable discussion on *"African American Males in Higher Education"*
- Members discussed potential federal and state policies that could help to better prepare African American males to be competitive and successful in an educated and diverse workforce
- This conference supports the Alliance's efforts to recruit, retain, and encourage talented individuals to achieve their full potential for the betterment of community and society



Behavior Reduction

Over the past six years, Ohio University has seen a consistent reduction in high risk drinking behavior by 15 percent, according to a 2013 survey conducted by the Division of Student Affairs

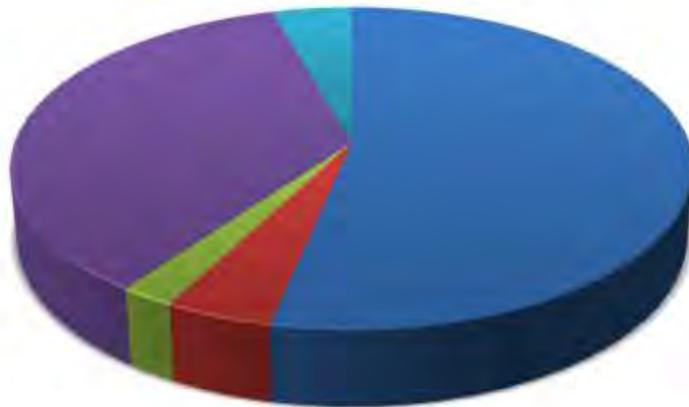
Among the survey's findings:

- Binge drinking dropped 7% from 2011
- 53% of students have five or fewer drinks per week
- 14% of students choose not to drink
- 70% of students do not use tobacco products
- 99% of students are aware of the alcohol and drug judicial policies

The Promise Lives Capital Campaign

Complete
Capital
Campaign

Total Attainment: \$419.5 M



- Alumni: \$223.54
- Other Individuals: \$18.57
- Corporations: \$9.38
- Foundations: \$149.52
- Other Organizations: \$18.47

** In millions*

**Current as of March 21, 2013*

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The Promise Lives Capital Campaign

Complete
Capital
Campaign

Advancement Travel

Columbus, OH

Ironton, OH

New York City, NY

Cleveland, OH

Chicago, IL

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Nation's Best
Transformative
Learning
Community

Points of Pride



Photograph courtesy of OHIO Athletics

**Bob Boldon was
named head coach of
the OHIO Women's
Basketball Program**

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Points of Pride

Ohio University's Master of Fine Arts in Ceramics was ranked fifth in the nation by U.S. News & World Report



Photograph courtesy of University Communications & Marketing

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Points of Pride

Ohio University honored eight entrepreneurs during its first annual Innovation Awards Gala



Photograph courtesy of Gregory Bodwell

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Points of Pride



Photograph courtesy of Emily Martin

Ohio University's first
"Women of Vision"
award was given in honor
of the late OU-Lancaster
professor Dr. Jane
Johnsen at the *Celebrate
Women* event in
Pickerington

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Points of Pride



Photograph courtesy of Ben Siegel

**2012 Distinguished
Professor John Kopchick
entertained and educated
during the 2013
Distinguished Professor
Lecture and Portrait
Unveiling in Athens**

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Points of Pride

- **OHIO Men's Basketball was selected to play in the National Invitation Tournament (NIT)**
- **D.J. Cooper was named MAC Player of the Year**
- **D.J. named to All-MAC first team, Reggie Keely and Walter Offutt named to All-MAC third team**



Photograph courtesy of OHIO Athletics

Nation's Best
Transformative
Learning
Community

Points of Pride



Photograph courtesy of Russ College of Engineering

Ohio University partnered with Afghanistan to share engineering information and resources as the country rebuilds its infrastructure

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University Spotlight

Office of Nationally Competitive Awards

Dr. Jeremy W. Webster
Dean, Honors Tutorial College

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PRESIDENT'S REPORT

**presented to
Ohio University Foundation Board
April 19, 2013**

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Joint Academics and Resources Committee Meeting

April 18, 2013, 9:30 am

Board Vice Chair Sandra Anderson called the meeting to order at 8:30 am. Other Board members present were Kevin B. Lake, Henry Heilbrunn, David A. Wolfort, David Brightbill, N. Victor Goodman, J. Patrick Campbell, Janetta King, and David Scholl, Student Trustees Allison Arnold and Amanda Roden, and Alumni Association Representative Bill Hilyard. Also in attendance were Faculty Representatives David Thomas and Judith Lee, President Roderick J. McDavis and Board Secretary Peter C. Mather.

FY 2014 Operating Budget

Vice President Steve Golding presented FY 2014 operating budget information. The budget update was broken down into the following items: guiding principles, extensive planning, key University initiatives, FY 2013-14 budget challenges, FY 2013-14 budget sources and uses, \$100 million institutional investments update, and proposed FY 2013-14 tuition and fee increases.

Vice President Golding discussed guiding principles for the FY 2014 operating budget, which include sustaining academic excellence, maintaining affordability, focusing on strategic priorities, attending to the needs of the University's workforce, addressing critical infrastructure needs, and contributing to the well-being of our region and state.

The extensive planning process is a comprehensive environmental scan, which will inform the planning process around key University initiatives, including enrollment, the six-year capital plan, residential housing, the total compensation plan, sources and uses, and debt management.

VP Golding expressed the importance of the extensive planning process as it aids in attaining overarching University strategic priorities, including effective total compensation, the University's capital improvement plan, its residential housing development plan, tuition affordability and financial aid, the service alignment initiative, responsibility centered management, and strengthening the University balance sheet.

VP Golding mentioned that this year's operating budget will, for the first time, be presented in a Responsibility Centered Management (RCM) model. He also indicated that he will meet with bonding agencies in the near future to discuss the University's credit status.

VP Golding displayed three graphs in the following order: FY 2013-14 Budget Challenges for Faculty Compensation; FY 2013-14 Budget Challenges for Healthcare; and FY 2013-14 Budget Challenges for Capital Improvements.

VP Golding noted that we have lost ground on faculty compensation relative to our IUC peers, going from the 75th percentile in 2008-2009 to our current position, which is the 25th percentile.

Mr. Golding recently met with Deans to discuss the healthcare costs in the context of the Affordable Care Act. He also noted that there will be a request for \$120 million in debt for deferred maintenance costs. He highlighted the following capital projects: Baker Center Phase II, Lausche Power Plant Project, Tupper Hall, Lindley Hall, McCracken Hall, Heritage College of Osteopathic Medicine, deferred maintenance and residential housing. He discussed some challenges with renovating Lindley, noting that there are serious financial consequences due to ADA requirements. He discussed the H-COM and McCracken commitments as well.

VP Golding pointed out that the Board had previously heard about the University's plans for more strategic and aggressive scholarship approaches. He displayed a graph representing the FY 2013-14 budget challenges for scholarships and the probability of enrollment as a function of an average institutional grant. He noted that the Student Scholarship Task Force recommends the implementation of a more sophisticated and strategic scholarship program that will allow the University to maintain commitments to affordability, maximize net tuition and still remain competitive.

Vice Chair Anderson asked for more information pertaining to the chart, which illustrates the probability of enrollment. Executive Vice President and Provost Pam Benoit indicated that this shows a strategic approach involving complex factors into the scholarship plan. The preliminary analyses provided insight into future scholarship program needs. Students are price sensitive, but we do very well considering that and in comparison to other schools due to the strong academic reputation of Ohio University. Competitive pressures and a locked scholarship model do not allow us to be flexible enough to meet students on a student-by-student basis and make individual adjustments to meet enrollment goals. Students may be opting out of even applying to Ohio University for fear that there is not enough financial aid when looking at our current awarding structure. Targeted scholarship enhancements ranging from \$1,000 - \$3,500 above current scholarship awards can make a large difference in our student yields.

VP Golding stated that scholarships are a major priority in The Promise Lives: Capital Campaign. The campaign is investing \$100 million into a Matching Scholarship Program. VP Golding explained that \$25.4 million in matching funds will be spread out through the seven years for scholarships. The largest portion of the \$100 million investment is the \$75 in scholarship funds. Those funds are expected to increase accessibility and academic quality, improve our ability to retain and recruit students, leverage external fundraising revenues through fundraising opportunities, and improve our financial strength by growing the endowment. The program design is still in the development stage.

In response to a question posed by Trustee Heilbrunn on the effect on retention and graduation, Provost Benoit pointed out that this will be somewhat dependent on guaranteed tuition, which is expected to help our retention numbers.



Resources Committee Meeting
April 18, 2013, 2:00 pm

Committee Chair David Wolfort called the meeting to order at 2:00 pm. Other board members present included Trustee David Scholl, Trustee Kevin B. Lake, Trustee Henry Heilbrunn, Student Trustee Allison Arnold, Faculty Representative Judith Lee, and President Roderick J. McDavis.

Vice President for Finance and Administration, Stephen Golding, reviewed the agenda for the meeting.

● Consent Agenda, RCM and Ohio Service Alignment Initiative (OSAI)

VP Golding reminded that representatives from Huron have presented to the board in the past regarding both RCM and the Service Alignment Initiative. VP Golding introduced Julie Allison, University Controller, who is serving a 2 year assignment as the OSAI project lead. Ms. Allison described how the project has progressed, its alignment with the University's Strategic Priorities, and the critical and foundational nature of the project in building the information infrastructure necessary to support RCM and the academic units.

A large investment is being requested to overcome a decade of neglect pertaining to the university's administrative systems and provide the administrative support to the academic units as they embark on RCM. The OSAI will deal with aligning the centrally provided academic support functions of HR, IT, Facilities and Finance with the needs of the academic units to avoid them creating duplicative administrative functions of their own.

Huron assessments of the academic support units and the administrative systems which support those functions resulted in 200+ recommendations. First, Ms. Allison emphasized the need for a Project Management Office (PMO) to ensure success for a project of this scope and duration. Secondly, technology and upgrading the current Oracle system to version 12 (R12) are large components of OSAI. Vendor support for the Oracle ERP, which has been in place since 2001, is scheduled to expire in 2014. The project to upgrade to R12 has been studied and determined to be the optimal solution to maintain support, provide enhanced capabilities, and enable evaluation of PeopleAdmin and Workforce as well as 70+ other third party applications systems that currently interface with Oracle. Third, modernizations of financial and data reporting and the university's business processes are required to support our academic units efficiently and cost effectively.

The total 'worst-case' project cost estimate for the OSAI project is \$28.1 million spread over 6 years. Gaining efficiencies and reinvesting the savings and redeploying the human resources back into the central administration operation are goals of the project. The commitment that has

been made is that the ‘administrative center’ will be squeezed to reprioritize resources and cover costs for the project. The six year time horizon is to allow the projects to be taken in reasonable chunks so that the resources and available personnel can accomplish the goals. As a responsive business support environment is built centrally, the academic units should be able to ‘avoid’ costs of duplicating those services in their own units. Through partnering with the academic units and addressing their priority needs first, it is hoped those units will have confidence in the center’s ability to deliver. The total cost of \$28.1 million includes costs of training the campus community and VP Golding committed to reallocation of administrative resources as the prime funding mechanism over the six years.

Yesterday in their meeting, the campus IT Governance Council, the primary IT oversight body on campus, recommended that going forward with this project makes OU an ‘Oracle shop’. That provides direction and stability for the foreseeable future regarding the systems operating platform.

What kinds of savings are projected for the project?

How does this compare to and what were the lessons learned from SIS? What are the “personnel bandwidths” and are they sufficient to accomplish a project of this scope? Ms. Allison commented that the structure for this project was modeled after the SIS project. There will be backfill for some of the impacted operations positions so that the human capital is not overburdened. The other lesson learned by both the SIS project and OSAI, through looking back to the 2001 Oracle ERP implementation, is that an investment in continuing operations is required, past the ‘go live’ date, to maintain the systems and exploit additional functionality.

How will consultant costs be controlled? This is a different consulting group than was used on the SIS project – we have partnered with a group experienced in the Oracle R12 conversion. The use of consultants is necessary for certain aspects, but the desire is that the university administration owns the processes that will result. Training up of our staff is a priority to make sure that when the consultants are finished, the University is capable of supporting the system and that there is redundancy in our knowledge base.

Have software and hardware costs been fully considered toward the most efficient solutions? Third party systems are being mapped to Oracle solutions to determine if the fit is appropriate and at what cost. Business processes may need altered to fit the software solutions that are most practical and easily integrated. Hardware costs to upgrade to R12 have been incorporated into the budget that was shared.

How stable is the leadership to support this initiative? The Senior Associate VP search is ongoing and the successful candidate will be a partner with Ms. Allison and IT to achieve the OSAI initiative. The SAVP will also have the requisite skill set to succeed VP Golding. Following the hiring of the new SAVP, a search will commence for a Foundation CFO to cover the growing needs of the Foundation.

The trustees thanked Ms. Allison for an excellent presentation.

- **Resolution, FY14 Fees Approval**

VP Golding reminded that the details of the four fees resolutions attached for board approval were discussed during the morning's Joint Session.

The non-resident surcharge has not been increased in the recent past. For FY2014, a 0% increase is recommended, but increasing non-resident surcharge is being explored in relation to the increase in non-resident enrollments.

An amendment to the resolution on page A.2 to the fifth WHEREAS is necessary to correct the upper division instructional fee increase from 1% to 0.8%. Secretary Mather will have the new resolution for tomorrow's full board meeting.

The committee recommended moving the four tuition and fee resolutions to the full Board for approval. Dave Scholl moved; KB Lake provided the second; unanimously approved.

- **Six Year Capital Improvement Planning (CIP) Update**

VP Golding provided a recap of the discussion from the Joint Session regarding the effort to decrease the 6 Year CIP and the amount of debt required. The 7% debt service to operations plateau has been hit due to the university's stance of front-loading debt service early in the repayment. The leadership went through an iterative process following the discussions at the last board meeting to prioritize the 6 Year CIP projects and show a side-by-side CIP version reflecting \$200+ million less in total projects requiring debt. Today's discussion with the board resulted in a request for further study of the projects to bring back into the 6 Year CIP and show the additional debt possible to stay within the 'sweet spot'.

- **Resolution, Series 2013 Debt Issuance**

VP Golding introduced Beth Greene, Director of Debt Management, who described the Series 2013 Debt Issuance totaling \$175 million. The issue will include \$122 million for new projects, restructuring \$15 million in Series 2001 bonds, and refinancing up to \$38 million. Ms. Greene discussed the issue characteristics being investigated, listed the projects, and reported that the current interest rate would be approximately 3.89%. Impacts on the SB6 ratios have been projected for the Series 2013 issue, with and without the Lausche project, and it is expected that the composite ratio will be well over 4.0.

Outstanding debt levels are important to the rating agencies. An aggressive growth in debt and the resultant debt service to operations ratio can be viewed negatively. The same data points based on the additional debt investigation described in the 6 Year CIP update will be brought to the board in June. The committee cautioned that there are other considerations for factoring in more projects, including disruption to campus and stress on the project management and other staffs.

The debt service associated with the Series 2013 issue has been analyzed by impacted unit. The unit's ability to pay and the sources for the debt service have been identified in budgets or pledged gift receipts. HCOM debt is being incurred to complete the project and the proceeds from the 15 year gift will service the debt.

The committee recommended moving the Series 2013 Debt Issuance resolution to the full Board for approval. KB Lake moved; Dave Scholl provided the second; unanimously approved.

- **Consent Agenda, Ridges Advisory Committee**

VP Golding advised on the original statute when the land was gifted to the university. The committee established by that statute performed its work and disbanded. A group of area officials met with the University leadership and the resolution included for action is a request to reestablish a committee to update the Ridges Master Plan.

- **Consent Agenda, Bid Limits**

VP Golding shared that due to construction reform there are new methods of handling construction projects. This resolution authorizes the President or his designee to comply with the current statute.

- **Consent Agenda, Construction Projects**

Associate Vice President Harry Wyatt discussed the eight projects being presented for board approval: Housing Development Plan Phase I Construction Management, Utility Relocations, and Material Purchases, Multi-Purpose Pavilion, Athena Classroom Renovation Phase 2, Pruitt Field and Track Replacement, Brown Hall Electrical & Life Safety Upgrade, North Parking Lot Expansion Lancaster Campus, Shoemaker Roof Replacement Chillicothe Campus, and Cambridge Classroom Center.

- **Consent Agenda, Snyder Naming**

VP Golding described the resolution providing for the naming of room 112 in the Academic and Research Center.

- **Consent Agenda, Proctorville Properties**

VP Golding discussed the land transactions for the Proctorville location – the parcels detailed in the resolution were originally to be gifted to the Foundation, but since the Proctorville site is University property, these parcels must be gifted to the University.

KB Lake made a motion to keep the six Resource Committee Consent resolutions on the Consent Agenda for Board approval; Dave Scholl provided a second; the Committee unanimously approved.

- **Ohio Service Alignment Initiative**

- **Ridges Advisory Committee**
- **Bid Limits**
- **Construction Projects**
- **Snyder Naming**
- **Proctorville Properties**

- **Annual HR Report**

VP Golding informed the committee that the Annual HR Report was included for their information. He emphasized that a significant Human Resource effort will be involved in the implementation of the Affordable Care Act. VP Golding also advised that following the COMP2014 project, more refined employee breakdowns for administrators, specifically those that are in academic units, will be available.

- **Capital Campaign Update**

Vice President for Advancement, Bryan Benchoff, provided an update for the Capital Campaign noting campaign contributions totaling \$419.5 million toward the \$450 million goal as of March 21, 2013 with today's total at nearly \$420 million. VP Benchoff pointed out that the Planned Proposals value continues at a fairly constant \$18 - \$20 million, reflecting that as proposals are successfully transitioned to pledged gifts, new proposals are taking their place so the campaign continues to grow. College campaign attainment, the sources of gifts, and the areas supported by the gifts were reviewed.

VP Benchoff discussed the 2012 Foundation Annual Report. This is the first Foundation Annual report in several years and will be arriving in trustee's mailboxes shortly.

VP Benchoff described *The Promise Within* campaign targeting university faculty and staff. Educating employees about private support, increasing employee participation, and creating a campus culture of philanthropy are all objectives of the campaign. This phase of the campaign was launched in March, 2013. VP Benchoff shared his enthusiasm over the faculty and staff history of giving and percentage participation.

Meeting adjourned at 4:10 p.m.



**University Academics Committee
Ohio University, Athens Campus
Margaret M. Walter Hall, Room 125/127
2:00 p.m. – Thursday, April 18, 2013**

The meeting was called to order at 2:10 p.m. by Trustee David Brightbill, committee chair.

Attendance:

David Brightbill, committee chair
J. Patrick Campbell, national trustee
N. Victor Goodman, trustee
William Hilyard, alumni representative
Janetta King, trustee
Amanda Roden, student trustee
David Thomas, faculty representative
Sandra J. Anderson, vice chair

Academic Quality-Dashboard: Scripps College of Communication

Scott Titsworth, Dean of the Scripps College of Communication, informed the committee of the college's structure, historic reputation, and its current achievements and accolades.

In 2010, the Ohio Board of Regents named the Scripps College a Center of Excellence in Societal and Cultural Transformation. The college was the only communication program highlighted as a Center of Excellence in the State.

First-year students in the college have average ACT scores that are over three points higher than the average among four-year public institutions in the state and have a retention rate of 89% (comparable to institutions such as Tulane, Syracuse, and Virginia Tech). The Scripps College's 84% six-year graduation rate is higher than that of Ohio State, Syracuse, and other well-known institutions. The number of degrees granted has increased over time. Over 850 degrees (undergraduate, masters, and doctoral) were granted in 2011. Also in 2011, the college saw an increase in the number of diverse and out-of-state students, and the percent of students employed after graduation.

The presentation highlighted the college's schools and their accomplishments and attributes with particular emphasis on the E.W. Scripps School of Journalism and its accreditation; the college's efforts to define more robust instruments for assessing student success; and the emphasis on four five-year priorities designed to enhance the college's success and its strategic position

internationally.

The college will partially occupy space in the Schoonover Center this coming fall. As it moves to this state-of-the-art facility, the college will modernize its curriculum to take advantage of the new classrooms and laboratories.

The college's current fund-raising goals are close to being met. Dean Titsworth announced that Larry Patrick, a Scripps alumnus, will provide a \$2 million dollar gift to support the Schoonover Center; a graduate student fellows program; and partial support to elevate the Joseph Berman Professorship.

Two graduating Scripps seniors, Trevor Tomlinson and Allison Jordan, shared their internship experiences. Ms. Jordan said that her internships were obtained through alumni contacts and noted that she has received very valuable and effective mentoring from college faculty. Mr. Tomlinson described his interest in the ITS program which led him to apply to Ohio University, the alumni network that facilitated his internships and his current employment, as well as the mentorship that he received.

High Risk Drinking Update:

Vice President for Student Affairs, Ryan Lombardi, provided an update on the programs and policies that have been implemented to combat high-risk drinking. While the rate of high-risk drinking at Ohio is above the national average, the university has experienced a 15% decline in this behavior since 2007. In addition, Student Affairs has seen a decrease in the "college effect" (students exhibiting an increase in high-risk drinking after entering college). Measures will continue to be implemented to address this important concern.

Standing Reports and Updates:

OIT Academic Update

Chief Information Officer, Brice Bible, and Sam Girton, Interim Director of Academic Technologies and Associate Professor in the School of Visual Communication, reported that Academic Technologies (AT) staff are working one-on-one with faculty to meet teaching/learning objectives through the incorporation of new technologies.

A video presentation outlined the flipped classroom concept. This teaching concept moves lectures online and uses classroom time to apply the concepts presented in the lecture. This approach allows for more classroom discussion and team projects as well as one-on-one instruction. Associate Professor Girton indicated that flipped classrooms are labor intensive for faculty but that resources exist at Ohio University to help interested instructors produce effective results. He also noted that some faculty are using a modified form of the flipped classroom by putting classroom lectures online so students can view the lecture as many times as necessary.

Upcoming AT activities include collaborating with the Executive Vice President and Provost, faculty, and others to develop a strategic plan; partnering with colleges to develop innovative academic practices; and recruiting and hiring a national AT leader to fill the temporary position currently held by Associate Professor Girton.

Academic Quality Initiatives

Faculty Workload

Executive Vice President and Provost (EVPP), Pam Benoit, provided a brief overview of the nature of faculty workload. EVPP Benoit pointed out that faculty workload does not consist only of time spent in the classroom. For the committee's information, EVPP Benoit provided a document developed by the IUC Provost's Group. This document outlines the many elements beyond the classroom that make up faculty workloads.

EVPP Benoit brought the document to the trustees' attention as proposals have been made at the state level that would give boards of trustees the ability to modify faculty workload policies by requiring all full-time faculty members to teach one additional course in one of the next two academic years. She hoped that by sharing it with trustees that they would recognize that faculty already have significant workloads and that mandates to increase those workloads would be counterproductive.

Faculty Compensation Update

EVPP Benoit provided the Faculty Compensation Task Force membership, charge, discussion questions, and data sets. She noted that benefits will be included in compensation discussions as well as an examination of how the Affordable Care Act will impact university health care costs. This project will require additional research, review, and study. A final report is not expected to be ready until after the end of spring semester.

General Education Reform Update

Robert Frank, Dean of the College of Arts and Sciences and co-chair of the New General Education Task Force provided the update. The task force is beginning its work with the 2012 report from the 1804 General Education Task Force. Dean Frank discussed the task force's membership and goals, along with a brief overview of how Ohio University's approach fits into common ways of providing general education. Dean Frank also presented the guiding principles developed by the 1804 General Education Task Force and a projected timeline for developing and implementing a new general education curriculum. In doing so, he noted that given the magnitude of the task, the timeline might be optimistic.

Regional Academic Program Reviews – February Follow-up

EVPP Benoit presented an action plan, developed by Executive Dean of Regional Campuses, Jim Fonseca, Dean of the Chillicothe Campus, Marty Tuck and others, in response to a request by the Academics Committee to address the committee's concerns regarding student learning outcomes at regional campuses. A timetable for developing student learning outcomes assessment procedures for degrees offered at Ohio University's regional campuses has been developed. Information was provided about the criteria to be used for measuring teaching and learning, which included quality, resources, support, evaluation and improvement.

AQIP Update

Michael Williford, Associate Provost for Institutional Accreditation, described Ohio University's

accreditation process under the Higher Learning Commission's Academic Quality Improvement Program (AQIP). Associate Provost Williford reported that preparation for Ohio University's reaffirmation of accreditation in 2015-16 is underway. Key changes to AQIP include revisions to processes and criteria for accreditation. Associate Provost Williford's presentation included a general overview of the reaccreditation timeline along with AQIP accreditation criteria and core components. Updates will continue to be provided to the committee at future meetings.

Since trustees will be involved in some way during the reaccreditation process, Trustee Brightbill noted that online information needs to be provided so the trustees can prepare.

Search Updates

Hires

Dr. Margaret Kennedy-Kygas, Dean of the College of Fine Arts
Start date: May 20, 2013

Dean & Executive Searches

Regional Campuses:

Executive Dean for Regional Higher Education

Dean, Ohio University-Eastern

Dean, Ohio University-Zanesville

Office of the Executive Vice President and Provost:

Vice Provost for Diversity and Inclusion

Associate Provost for Faculty and Academic Planning

Vice Provost for Global Affairs

Associate Provost for Institutional Research and Effectiveness

Student Senate Tuition Survey

Student Senate President, Mr. Zach George, discussed a survey of approximately 20% of the student population regarding tuition issues. The breadth of survey responders reflected the broader student population. He asked the trustees to consider the survey as they deliberate tuition increases.

Consent Items

Faculty Fellowship Awards – moved forward to full Board

Emerita/Emeritus Awards – moved forward to full Board

Voinovich School Center for Public and Social Innovation – moved forward to full Board

Kennedy Museum of Art Advisory Board Member – moved forward to full Board

The meeting was adjourned at 3:49 pm by Trustee Brightbill.



Governance Committee
Ohio University, Athens Campus
Margaret M. Walter Hall, Room 125
4:00 p.m. – Thursday, April 18, 2013

In attendance were Chair Janetta King, Trustees Goodman, Wolfort, Heilbrunn, Student Trustee Arnold, Secretary to the Board Peter Mather and General Counsel John Biancamano.

Chair King called the meeting to order at 4:15.

1. Amendments to Bylaws

The Committee reviewed proposed amendments to the Board Bylaws dealing with vacancies in officer positions, quorum and voting. Trustee Goodman made a motion to recommend adoption of the amended bylaws. Trustee Wolfort seconded. Motion passed unanimously.

2. Meeting Dates for 2014

The Committee reviewed the Board meeting calendar for 2013–14. The Committee agreed to recommend the calendar to the full Board.

3. Nomination of National Trustee

Chair King discussed the process for selecting a national trustee. Previously, an email was sent to the Trustees asking for recommendations for this position. Recommendations were also solicited from members of the university community. The recommendations received will be discussed by the full Board at the Executive Committee meeting.

4. Nomination of Chair and Vice Chair

Trustee Wolfort made a motion to nominate Trustee Anderson for the position of Board Chair for the coming year. Trustee Goodman seconded. Motion passed unanimously.

Trustee Goodman made a motion to nominate Trustee Brightbill for the position of Vice Chair. Trustee Wolfort seconded. Motion passed unanimously.

The Committee adjourned at 4:25.



Audit Committee Meeting
Ohio University – Athens Campus
Margaret M. Walter Hall, Room 127
April 18, 2013 – 4:00 PM

Trustee Kevin Lake, called the meeting to order at 4:15 p.m. Other committee members present were Trustee David Brightbill, Trustee Dave Scholl, National Trustee J. Patrick Campbell and Student Trustee Amanda Roden. President Roderick McDavis and Trustee Sandra Anderson were also present.

University Risk Management Initiative Update

Joe Adams, Associate Vice President, Risk Management and Safety, and Jeffrey Davis, Chief Audit Executive, presented an update of the university risk management initiative. Mr. Adams' presentation included a description of enterprise risk management and the progress on the implementation plan since his previous presentation to the Audit Committee in April 2012. Mr. Adams discussed the Heat Map which was developed by the University Risk Council in conjunction with the external consultant, Bickmore Risk Services (BRS). The current status of the identified risks and remediation process was described by Mr. Adams. Mr. Davis presented on the role of the Internal Audit Office in the risk management process and addressing these risks in future audits. Trustees discussed the risk review process on campus related to specific incidents.

Plante and Moran Upcoming FY13 Audit

Plante and Moran, the external auditor, made a presentation to the Board on the upcoming FY13 Audit. Robert Shenton and Keith Martinez of Plante and Moran discussed material related to the engagement team, reports/letters to be issued and the responsibilities of both Plante and Moran and the University. Timing and key dates for the FY13 audit were also presented to the committee. Discussion ensued regarding which individuals within the University and the Board of Trustees should sign the audit engagement letter.

Internal Audit Update

Chief Audit Executive, Jeffrey Davis, provided an update on the Internal Audit Office operations which included:

- Audit Status Update
- FY13 Audit Schedule
- Ongoing Management Initiatives
 - Service Alignment Initiative
 - Oracle R12 Assessment
- GASB 68

Mr. Davis updated the Audit Committee on the completed audits for FY13 which included final reports being issued for eight audits and two follow-up audits. In addition, Internal Audit (IA) is currently working on audits of E-Learning Ohio Graduate College.

Mr. Davis discussed Ongoing Management Initiatives at the University which included the Service Alignment Initiative and the Oracle R12 Assessment. The Service Alignment Initiative relates to the University movement to a new budgeting model called Responsibility Centered Management (RCM). The Oracle R12 Assessment involves the upgrade of the Oracle E-Business Suite (EBS) used by the University. Internal Audit has been involved in the Ongoing Management Initiatives through attending Oracle EBS R12 meetings, participating in the RFP process and receiving/reviewing Service Alignment Initiative documents. IA will continue to be available as a resource.

The Governmental Accounting Standards Board Statement Number 68, Accounting and Financial Reporting for Pensions (GASB 68) will be effective for financial statements for the fiscal year ending June 30, 2015. The University will be required to recognize the unfunded pension benefit obligation as a liability for the first time and to more comprehensively and comparably measure the annual costs of pension benefits. Discussion ensued regarding eligibility requirements, contributions/funding, and Senate Bill 6 Ratios.

There was no unfinished business.

Meeting adjourned at 4:55 p.m.



Executive Committee
Ohio University Inn – Wilson Room
April 19, 2013

In attendance: Vice Chair Sandra Anderson, Trustees David Brightbill, David Wolfort, Janetta King, N. Victor Goodman, , Kevin B. Lake, David Scholl; National Trustees Henry Heilbrunn and Patrick Campbell, Student Trustees Allison Arnold and Amanda Roden, and Alumni Association Representative Bill Hilyard. Also present were President Roderick J. McDavis and Board Secretary Peter Mather.

The meeting was called to order by Chair Anderson at 7:38am

- National Trustee Discussion

Trustee King led a discussion on National Trustee appointment progress. Prospects names were solicited from Trustees, President's Council, and Deans. This list was cut to five for consideration by the whole Board. President McDavis discussed each of the candidates, and declared it a strong pool.

The Board identified a short list for the President to speak with about their interest, with the goal of electing a new National Trustee at the June Board meeting.

- Peggy Pruitt letter

Director Jim Schaus received a letter from former Senior Associate Athletic Director, Dr. Peggy Pruitt expressing concern about staffing of coaching positions. The President reported that AD Schaus has responded to Dr. Pruitt in writing. The President provided more context on the search for the women's basketball coach.

Chair Anderson asked President McDavis to respond to Dr. Pruitt, acknowledging that the Board has addressed this and is sensitive to her concerns.

- Student Trustee Voting Rights

John Biancamano gave an update on the legislative process for student trustee voting rights. Mr. Biancamano discussed implications for student trustee involvement given ethics rules. He noted that there are still questions about specific applications, but he noted there are some clear issues related to prohibition with receiving gifts, etc. If the bill passes, it would be important to go to the Ethics Commission to explore implementation.

Mr. Biancamano noted that questions such as student employment and scholarship eligibility are among the questions that will need to be explored.

- Ethics Commission Filing

Trustee King reminded Trustees that the Ethics Commission's filings are due on May 15th.

- Executive Session

Secretary Mather called the role to enter executive session for a collective bargaining unit discussion, pursuant to the provisions of R.C. 121.22 (G) (4) and for a personnel matter, pursuant to the provisions of R.C. 121.22 (G) (1) at 8:35am.

Secretary Mather called the role to exit executive session, and Vice Chair Anderson adjourned the meeting at 9:43am.