



**BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY**

MINUTES OF THE MEETING

BOARD OF TRUSTEES MEETING

DATE: Tuesday, November 29, 2011, 8:30 a.m.
PLACE: Student Center, Ballrooms A & B

PRESENT: Chairman Robert H. Rawson, Jr., Vice Chairman Dan T. Moore III, Treasurer Morton Q. Levin; Trustees Sally Florkiewicz, Bernardo “Bernie” F. Moreno, and Ronald E. Weinberg; Student Trustees Amber Alt and Alexander S. Butler; Community Board Members Dr. Paul E. DiCorleto, Anand “Bill” Julka, and Steven A. Minter; Faculty Representatives Dr. Stephen F. Duffy and Dr. Joanne E. Goodell; President Ronald M. Berkman, and Secretary to the Board of Trustees William J. Napier.

Special guests were Dr. George E. Walker, Vice President, Research and Graduate Studies; Dr. Bibo Li, Associate Professor, Biological, Geological and Environmental Sciences; Dr. Dan Simon, Professor, Electrical and Computer Engineering; Dr. Joanne E. Goodell, Associate Professor, Teacher Education; Robb Rose, Partner; and Brendan Pishney of auditing firm Plante & Moran, PLLC

Chairman Robert H. Rawson called the meeting to order at 8:30 a.m. A quorum was confirmed. The Chairman called for a motion to approve the minutes of the September 22, 2011 Board meeting. Trustee Florkiewicz moved, and Trustee Moore seconded, the motion to approve the minutes. The minutes were approved by voice vote.

Chairman Rawson welcomed Student Trustees Amber Alt and Alexander Butler to their first meeting. He then called on President Berkman to introduce the special presentation, highlighting faculty researchers. Dr. George E. Walker, Vice President for Research and Graduate Studies introduced faculty researchers Dr. Bibo Li, Associate Professor, Biological,

Geological and Environmental Sciences; Dr. Dan Simon, Professor, Electrical and Computer Engineering; and Dr. Joanne E. Goodell, Associate Professor, Teacher Education. Each described their individual research projects. Following the presentations, there were questions and discussion about attracting and acknowledging the work of the faculty researchers and providing the necessary environment for their success.

REPORT OF THE CHAIRMAN

Chairman Rawson reported that no Executive Committee meetings were held since the last Board meeting and there was thus nothing to report; however, the Board committees have been very busy, he noted.

Chairman Rawson reported that today would have been Trustee McMickle's last meeting, had he been able to attend, and noted that he is in transition to his new position as President of Colgate Rochester Crozer Divinity School in Rochester, New York. Chairman Rawson read, moved and entered into the record the following resolution in recognition of Reverend McMickle's service on the Board of Trustees. The motion was seconded by Trustee Levin. The following resolution was unanimously approved, with applause:

RESOLUTION 2011-77

RECOGNITION OF REV. DR. MARVIN A. McMICKLE FOR HIS SERVICE ON THE BOARD OF TRUSTEES

WHEREAS, Reverend Marvin A. McMickle was appointed to the Cleveland State University Board of Trustees by Governor Ted Strickland on July 26, 2008; and

WHEREAS, Reverend McMickle immediately brought a wealth of energy, commitment, experience in the community, and valuable insights to the work of the Board; and

WHEREAS, as a member of the Board of Trustees, Reverend McMickle has chaired the Board's Financial Affairs Committee and has continuously provided wise counsel to his colleagues on the Board and in the Administration on a wide range of issues involving the University; and

WHEREAS, Reverend McMickle has accepted the position of President of Colgate Rochester Crozer Divinity School in Rochester, New York, necessitating his leaving the Board of Trustees in January 2012; and

WHEREAS, Reverend McMickle's impact on the City of Cleveland and the State of Ohio has been unparalleled: he has served as Senior Pastor of Antioch Baptist Church for over 30 years; President of both the NAACP and Urban League in Cleveland; President of the Shaker Heights Board of Education; President of the Karamu House Performing Arts Center; and mentor to countless individuals and an inspirational force to many, many more; and

WHEREAS, Reverend McMickle has distinguished himself as a 1970 graduate of Aurora University, where he was also honored with an honorary Doctor of Divinity degree, a 1973 Master of Divinity graduate of Union Theological Seminary and a 1998 Ph.D. graduate of Case Western Reserve University;

NOW, THEREFORE, BE IT RESOLVED that a grateful Board of Trustees and Administration at Cleveland State University expresses its appreciation to Reverend Marvin McMickle, wishes him only success as he assumes his new responsibilities and urges him to stay in close touch with his many, many friends and admirers at Cleveland State University.

REPORT OF THE PRESIDENT

President Berkman observed that the research faculty who presented today are not only researchers, but leaders of research communities, collaborators, co-authors, and are a critical piece of the intellectual growth of students. He announced the selection of the Valedictorian (Physics major Krista Freeman), and reported on the Power of Three campaign, additional corporate partnerships, enrollment, the Clean Ohio grant for the abatement and demolition of Viking Hall and the Kinko building, the possibility of a modest capital improvements bill, and Julka Hall receiving the highest architectural award. He indicated that more would be said about enrollment at the next meeting, but noted significant increases thus far in the number of admissions. Trustee Moore suggested that we survey those within the accepted group in order to better understand the real reasons behind the University's success. President Berkman concluded by noting that the Board should soon hold a meeting in the Middough building as the renovation is nearing completion.

REPORT OF THE CSU FOUNDATION CHAIR

Mr. Steven A. Minter, Chair of the CSU Foundation Board of Directors, reported that the next meeting of the Foundation Board of Directors will be December 8, at which time there will be a special presentation on CSU scholarships. He commented on the Gift Report, to be acted upon as part of the Consent Agenda. He also reported briefly on the December 3 Power of Three campaign gala and the money raised for the Allen Theatre project. He noted that the *Radiance* celebration and scholarship fundraiser, co-chaired by Trustee Tom Adler and former Trustee Tim Cosgrove, has a goal of \$500,000, and will be held on May 11, 2012. February 1 is the deadline for sponsorship recognition.

Mr. Minter reported that the CSU Foundation FY11 Audit received an unqualified opinion, with one material weakness noted, which is being resolved. He also reported that the Investment Committee is rebalancing its portfolio to reduce risks, and that the Nominating Committee would appreciate referrals to enhance the Foundation Board of Directors.

CONSENT AGENDA

Chairman Rawson asked if there were consent agenda items that Board members wished to remove and discuss individually. There were none. Trustee Moore asked about the capital cost of the Cleveland Thermal Contract. The Faculty Tenure Recommendation for Dr. Jianping Zhu (**Attachment A**), Clinical Professor Emeritus Status for Kermit J. Lind, JD (**Attachment B**), Degree Program Name Change (**Attachment C**), the Cleveland Thermal Contract – Middough Building (**Attachment D**), and the FY 2012, 1st Quarter Gift Report (**Attachment E**) were considered as part of the Consent Agenda. Trustee Weinberg moved, and Trustee Moore seconded, the motion to approve the consent agenda items. The following resolutions were passed.

RESOLUTION 2011-78

AWARD OF TENURE TO DR. JIANPING ZHU

WHEREAS, an external search was conducted to fill the position of Dean, College of Graduate Studies; and

WHEREAS, the search attracted a substantial pool of well-qualified candidates, including Dr. Jianping Zhu, Chair, Department of Mathematics, University of Texas at Arlington; and

WHEREAS, the credentials of Dr. Zhu have been reviewed by the appropriate faculty peer review committee in the Department of Mathematics, the Chair, the Dean, the Provost and the President; and

WHEREAS, Dr. Zhu has fulfilled the requirements for tenure at the rank of Professor as set forth in Article 12.9 of the Faculty Collective Bargaining Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby approves the award of tenure at the rank of Professor to Dr. Jianping Zhu in the Department of Mathematics, effective the first day of full-time employment at Cleveland State University.

RESOLUTION 2011-79

EMERITUS STATUS FOR KERMIT J. LIND

WHEREAS, the faculty member named below has achieved the rank of Clinical Professor and has served Cleveland State University for 19 years; and

WHEREAS, this individual has been recommended by the College of Law for emeritus status in accordance with the terms of Section 8.3.7 of the Personnel Policies and Bylaws;

NOW, THEREFORE BE IT RESOLVED that the Cleveland State University Board of Trustees hereby awards the designation emeritus to the following faculty member in recognition of his service to Cleveland State University.

Kermit J. Lind
Clinical Professor Emeritus

RESOLUTION 2011-80

NAME CHANGE BACHELOR OF ARTS IN THEATRE ARTS

WHEREAS, the Department of Theatre and Dance was formed in the College of Liberal Arts and Social Sciences by merging the Dramatic Arts program from Liberal Arts and Social Sciences and the Dance program from the College of Education and Human Services; and

WHEREAS, the mission of the Department is to produce educated citizens who have identified theatre as their primary academic and vocational focus, within the context of a strong liberal arts education; and

WHEREAS, the Department will have a significant role in the utilization of the Allen Theatre; and

WHEREAS, the proposed name change has been reviewed and approved by all appropriate faculty entities and academic administrators, including approval by the Faculty Senate at its meeting of September 14, 2011;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby approves the name change from the Bachelor of Arts in Dramatic Arts to the Bachelor of Arts in Theatre Arts in the College of Liberal Arts and Social Sciences.

RESOLUTION 2011-81

APPROVAL OF CHILLED WATER UTILITY AGREEMENT WITH CLEVELAND THERMAL

WHEREAS, Cleveland State University has entered into a master lease agreement with Playhouse Square for the Middough Building at 1901 East 13th Street, pursuant to which the University is responsible for assuming responsibility for all utilities to the building, including chilled water for HVAC cooling; and

WHEREAS, chilled water for the building is presently being provided by Cleveland Thermal, LLC; and

WHEREAS, the University requested a proposal for supplying chilled water from Cleveland Thermal as a sole source because they are the only utility that supplies chilled water in the vicinity; and

WHEREAS, the University has negotiated an agreement with Cleveland Thermal to provide chilled water on a "lease to own" basis for a twenty year term, during which Cleveland Thermal will be responsible for the maintenance, operation and, should the need arise, equipment replacement for the University's in-plant capacity;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby approves the Chilled Water Utility Agreement with Cleveland Thermal, in substantially the form attached hereto, subject to any changes deemed necessary by the University General Counsel.

RESOLUTION 2011-82

**ACCEPTING GIFTS AND PLEDGE PAYMENTS
FOR FY 2012, FIRST QUARTER**

RESOLVED that the gifts and pledge payments totaling \$642,949 received by the Cleveland State University Foundation, during the period July 1, 2011 to September 30, 2011, are hereby accepted with thanks; and

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

FINANCIAL AFFAIRS

FY 2011 Audit

Chairman Rawson recognized Financial Affairs Committee Chair Levin and Vice President McHenry, who introduced Robb Rose, Partner with Plante & Moran, PLLC. Mr. Rose noted that this is the fourth year audit of a five-year contract. He spoke briefly about the scope of work, as well as the audit process and referenced the FY 2011 Audit reports and management letter (**Attachment F**) presented to the Board. An unqualified opinion was issued. Mr. Rose also reported that there were two financial statement findings and two Federal award findings addressed in the management letter.

EXECUTIVE SESSION

Trustee Florkiewicz moved, and Trustee Moreno seconded, that the Board adjourn into Executive Session for the purpose of discussing the audit and pending and imminent litigation. A roll call vote was taken by the Secretary to the Board; the motion passed.

Chairman Rawson excused everyone except the voting trustees, the Community Board members, the external auditors, and Director of Audits Judy Richards, and went into Executive Session at 10:12 a.m. Director of Audits Judy Richards was excused while the Board members

met with the external auditors. At 10:45 a.m., President Berkman, General Counsel Sonali B. Wilson and Vice President Stephanie McHenry became a part of the Executive Session.

Chairman Rawson announced at 11:08 a.m. that the Board had completed its Executive Session and was resuming the regular meeting. He moved, and Trustee Moore seconded, that the FY 2011 Audit be accepted and approved; the following resolution was passed.

RESOLUTION 2011-83

APPROVAL AND ACCEPTANCE OF FY 2011 EXTERNAL AUDIT PERFORMED BY PLANTE & MORAN

WHEREAS, the Vice President for Business Affairs & Finance, the Associate Vice President for Finance and interim Controller, and the Director of the Department of Audits received the FY 2011 external audit reports from the University's external auditors Plante & Moran, as well as the SAS 114 Communication, NCAA Agreed Upon Procedures, Management Letter, Financial Statement Audit, Single Audit Report; and

WHEREAS, the external auditors discussed the audit reports with University Administration and the Board of Trustees at its November 29, 2011 meeting;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby approves and accepts the audit reports mentioned above and dated October 28, 2011.

Financial Affairs Committee

Chairman Levin reported on the Financial Affairs Committee meeting held November 21, 2011 (**Attachment G**). He stated that the Committee reviewed the Banking RFP and made a recommendation for the consideration of the full Board, which is on the agenda. The majority of the meeting dealt with an analysis and development of an integrated capital plan for the University, and discussion of the next steps.

Banking Services Provider

Vice President McHenry described the CSU banking RFP process and the results (**Attachment H**) in order for the University to obtain commercial banking services, a bank

branch on campus, underwriting services and to enter into a strategic business alliance.

Huntington Bank's five and ten-year proposals were viewed as the best. Trustee Levin moved, and Trustee Moreno seconded, the motion to approve the selection of Huntington Bank as the University's provider of banking services for a ten-year commitment and to delegate the approval of the final contract to the Executive Committee of the Board. The following resolution was passed.

RESOLUTION 2011-84

APPROVAL OF HUNTINGTON BANK AS BANKING SERVICES PROVIDER

WHEREAS, in March 2011, Cleveland State University issued a Request for Proposals ("RFP") for Banking Services to eight banks, representing the seven largest banks in Cleveland (ranked by deposits), and one smaller bank with an existing relationship with the Wolstein Center; and

WHEREAS, on April 13, 2011, subsequent to a mandatory pre-bid meeting, proposals for banking services were received from six banks, which were then evaluated by a RFP Review Committee; and

WHEREAS, the Committee determined that three proposals, were the most responsive to the RFP and invited the three finalists to make presentations to the Committee; and

WHEREAS, considering the financial aspects of the three finalists' proposals, the Committee found that Huntington Bank's five - and ten - year proposals presented the highest positive cash flow for CSU, based on committed sponsorships and contributions, net of bank fees projected at current usage rates; and

WHEREAS, the Committee and Administration recommend that the University enter into negotiations with Huntington Bank, with the goal of entering into a ten-year agreement for banking services, and a "letter of understanding" was issued to Huntington on November 9, 2011 outlining the mutually agreed terms, contingent on University Board approval;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby approves the selection of Huntington Bank as the University's provider of banking services and delegates to the Executive Committee of the Board the responsibility of approving the final contract between Huntington Bank and the University.

Euclid Avenue Development Corporation

The audited financial statements of the Euclid Avenue Housing Corporation were provided for the periods ended June 30, 2011 and 2010 (**Attachment I**). It was noted that the members of the Board of Trustees are also members of the Board of Directors of the Euclid Avenue Housing Corporation, a non-profit affiliate utilized in the building of campus housing and some parking.

CSU FY 2012, 1st Quarter Financial Performance

The University's financial performance for the quarter ended September 30, 2011 (**Attachment J**) was reported by Vice President McHenry. She noted that a larger State Share of Instruction was received from the State than budgeted, which offset the decline in revenue budgeted from tuition due to a decrease in student credit hours. She indicated that a detailed review of the auxiliaries budget will be presented at a future meeting, beginning with the Wolstein Center operations provided by Global Spectrum, Ovations and Nelligan Sports Marketing.

Capital Plan Update

Vice President McHenry provided an update on CSU's integrated capital and investment plan (**Attachment K**), discussed in detail at the November 21 Financial Affairs Committee meeting. She described the process to date, preliminary proposed projects, financing options for discussion, and the next steps (**Attachment L**).

A preliminary recommendation for the issuance of \$40 million general obligation bonds with a blended rate under 5% was presented for discussion. The University is currently rated only by Standard and Poor, and has an A rating. Seeking additional bonding (i.e. Moody's) was suggested as an issue to consider in addition to future yields, over issuance, and ratios threshold.

Chairman Rawson stated that the capital plan, proposing \$155 million over five years, is a work in progress that will be continually evaluated and adjusted. He noted that the information presented were not predictions, but, rather, assumptions. He added that difficult choices will need to be made.

Investment Subcommittee

Chairman Levin reported that the Financial Affairs Investment Subcommittee met on November 21. He referred to an investment report and summary of the investment performance through September 30, 2011, presented by John and Matt Shannon of Legacy Strategic Asset Management, which is attached to the Minutes of the meeting (**Attachment M**), included under Tab L in the Board Meeting books. Chairman Levin noted that the performance of fund managers was reviewed with a recommendation to replace Artio Global with Oppenheimer International Growth, and to place Eagle Asset Management on watch. The Subcommittee also authorized a review of a minority firm as a potential future fixed income manager for a portion of CSU's portfolio. Chairman Levin reported that he requested a review of overall fixed income strategies at the next meeting of the Investment Subcommittee.

ACADEMIC AFFAIRS

Chairman Rawson reported on the Academic Affairs Committee meeting held on October 20 (**Attachment N**). He noted that the majority of the meeting was devoted to the subject of undergraduate student success, presented by Vice Provost Rosemary Sutton and Dr. William A. Beasley, who chairs the Committee on Undergraduate Student Success. Chairman Rawson commented that student success is a work in progress; and that although the report is encouraging, more work is to be done to improve student retention and graduation rates. He noted that a full report on student success would be given at a future Board meeting.

Chairman Rawson reported that future topics to be addressed by the Academic Affairs Committee include eLearning, the topic for the next meeting; the CSU Library and the future of the Library; and a review of the Honors Program.

ATHLETICS

Athletics Committee Chair Sally Florkiewicz reported on the October 24 meeting of the Athletics Committee (**Attachment O**). She noted that the meeting opened with a special recognition of the men's tennis team and Head Tennis Coach Brian Etzkin, and introduction of new Associate Athletic Director Virnette House-Browning. Reports were given by the Nelligan Sports Marketing team on athletic sponsorships. Other reports included basketball ticket sales, academic progress, athletic scholarships, and athletics compliance. At the request of Committee Chair Florkiewicz, copies of a *Guide to NCAA Rules for Fans, Friends and Alumni* (**Attachment P**) were distributed to the Board members to assist with compliance. She also noted that *Viking Sports Weekly* is a new athletic publication to improve communication that will be sent monthly from the Board Secretary to the Board members.

HONORARY DEGREES

Recognition Committee Chair Ron Weinberg reported that the Committee met on November 4 (**Attachment Q**). He noted that greater faculty participation in the honorary degree process is encouraged. Chairman Weinberg stated that two candidates are being recommended for honorary degrees (**Attachment R**). He moved, and Trustee Moore seconded the motion, to approve Larry Glasscock and Valarie J. McCall for honorary degrees. The following resolution was passed.

RESOLUTION 2011-85

APPROVAL OF HONORARY DEGREE CANDIDATES

WHEREAS, individuals who have made outstanding contributions to Cleveland State University, the Greater Cleveland area, and/or society have been nominated to receive an honorary degree from the University, and, subsequently, have been reviewed by the Recognition Committee of the Board of Trustees; and,

WHEREAS, the Recognition Committee seeks to continue to build a distinguished pool of honorary degree candidates, to work further in advance of each commencement ceremony to solidify honorary degree recipients, as well as to acquire greater flexibility in the timing of recognizing these individuals;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees approves Larry Glasscock and Valarie J. McCall for honorary degrees from Cleveland State University at a future date based upon their acceptance.

There being no further business to discuss, Chairman Rawson adjourned the meeting at 12:00 p.m.

Respectfully submitted,

APPROVED ON JANUARY 23, 2012

William J. Napier

Secretary to the Board of Trustees

APPROVED ON JANUARY 23, 2012

Robert H. Rawson, Jr.

Chairman, Board of Trustees