

**Special Meeting of the Board of Trustees
September 4, 2007**

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UNIVERSITY OF CINCINNATI

Official Proceedings of the

Two Hundred and Seventy-Third Meeting of the Board of Trustees

(A Special Meeting)

September 4, 2007

The Two Hundred and Seventy-Third Session of the Board of Trustees of the University of Cincinnati was opened at 8:43 a.m. on Tuesday, September 4, 2007, in the Russell C. Myers Alumni Center of the University of Cincinnati. Notice of this meeting was given in accordance with Section 121.22 of the Ohio Revised Code. The proceedings of the Board, when not otherwise provided for by its bylaws, are governed by *Robert's Rules of Order*.

Jeffrey L. Wyler, Chairperson of the Board of Trustees, presided. Mr. Wyler asked that roll be called.

BOARD MEMBERS PRESENT:

Phillip R. Cox, Anant R. Bhati,
Jeffrey L. Wyler, H. C. Buck Niehoff,
Sandra Heimann, C. Francis Barrett,
Margaret E. Buchanan, and
Thomas H. Humes

BOARD MEMBERS ABSENT:

Gary Heiman

ALSO PRESENT:

Nancy L. Zimpher, President;
Jane E. Henney, Senior Vice President
and Provost for Health Affairs;
Monica Rimai, Senior Vice President for
Administration and Finance;
Michael W. Carroll, Vice President of
Development and Alumni Affairs
and President of the UC Foundation;

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Sandra J. Degen, Vice President for
 Research;
 Mitchel D. Livingston, Vice President for
 Student Affairs and Services;
 James D. Plummer, Vice President for
 Finance;
 Gregroy J. Vehr, Vice President for
 Governmental Relations and
 University Communications;
 Mitchell D. McCrate, Interim General
 Counsel;
 Greg Hand, University of Cincinnati
 Spokesperson;
 Nick Furtwengler, Undergraduate Student
 Trustee;
 Robert Dobbs, Alumni Representative;
 Stephen Thompson, Alumni Representative;
 Richard Harknett, Faculty Representative;
 Andrea Kornbluh, Faculty Representative;
 Heather A. Huff, Executive Assistant to the
 Board of Trustees & University
 President;
 and the public

(Prior to the Board Committee Meeting and the Special Board Meeting,
 Chairperson Jeffrey L. Wyler began the proceedings at approximately 8:31 a.m.)

Mr. Wyler:

Welcome everyone. This is a smaller crowd than usual. Gary Heiman is unable to attend the meeting today. He is out of the country. Also, out of town are Daisy Hamburg, Jay Radley, Ann Welsh, and Tony Perzigian.

I would like to welcome two new faculty representatives to the board, Dr. Andrea Kornbluh and Dr. Richard Harknett. Welcome. Dr. Harknett is an Associate Professor of Political Science at the McMicken College of Arts and Sciences and the Chair of the Charles Phelps Taft Research Center. Dr. Kornbluh is Professor of History at the Raymond Walters College and on behalf of the board and all the people here, welcome, again.

THE BOARD COMMITTEE MEETING

(Proceedings of the board committee meeting are contained in the respective committee meeting minutes, which are on file in the Office of the Board of Trustees.)

The committee meeting began at 8:33 a.m.; the meeting concluded at 8:43 a.m.

I will begin the meeting this morning with the Finance and Administration Committee. Dr. Bhati is the Vice Chairperson. Mrs. Heimann and Mr. Barrett are members of the committee.

Mr. Wyler:

Thank you, Dr. Bhati.

THE SPECIAL MEETING OF THE BOARD OF TRUSTEES

The Special Meeting of the Board of Trustees was convened at 8:43 a.m. and, as noted on the first page (page 1) of these minutes, roll call was taken.

Mr. Wyler:

I would like to call the regular meeting to order of the Two Hundred and Seventy-Third Session of the Board of Trustees of the University of Cincinnati.

Approval of the Item Recommended by the Board Committee

Listed below is the item recommended to the Board of Trustees for approval by the Finance and Administration Committee at their respective meeting held on September 4, 2007, prior to the Special Meeting of the Board of Trustees.

UNIVERSITY OF CINCINNATI
TWO HUNDRED AND SEVENTY-THIRD MEETING OF THE BOARD OF TRUSTEES
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Finance and Administration Committee Recommendation

07.09.04.01 STUDENT HEALTH INSURANCE

Synopsis: It is recommended that the Board of Trustees approve the amendments to University Rule 40-25-01, Health services: Student health insurance to eliminate differences between domestic and international students and dependent coverage for all students.

Currently, international students with “F” & “J” visas taking less than 6 credit hours are required to purchase student health insurance and all students may purchase coverage for their dependents. The proposed changes will result in insurance requirements that are the same for international and domestic students. Additionally, under the proposed changes, dependents of students will no longer be eligible to purchase health insurance. The University’s claims experience is being adversely affected by medical expenses for this group (which totaled 41 students in 2006-7). This change to the dependent coverage will result in decreased costs for single student coverage.

Action Items

Mr. Wyler:

The Board members have been present at the Finance and Administration Committee Meeting held today. The item reviewed and recommended by the Committee is named in the Action Item list at your place.

May I have a motion to approve this item?

Upon motion of Mr. Wyler, so moved by Dr. Bhati, seconded by Mr. Cox, the Board approved the item recommended by the Committee by the following roll call vote:

Recommendation No. 07.9.4.01

AYE: Mr. Cox, Dr. Bhati, Mr. Wyler, Mr. Niehoff,
Mrs. Heimann, Mr. Barrett, Mrs. Buchanan
and Mr. Humes

NAY: None

ABSENT: Mr. Heiman

Mr. Wyler:

The item is approved. I will now call for an Executive Session. At the conclusion of the Executive Session today, the board will reconvene to conduct further business.

Executive Session

Mr. Wyler:

May I have a motion to enter Executive Session for the purpose of conferences with attorneys for the university, concerning disputes, involving the university that are the subject of pending or imminent court action; preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment; and to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official.

Upon motion of Dr. Bhati, seconded by Mr. Niehoff, the Board voted to enter Executive Session by the following roll call vote:

AYE: Mr. Cox, Dr. Bhati, Mr. Wyler, Mr. Niehoff,
Mrs. Heimann, Mr. Barrett, Mrs. Buchanan
and Mr. Humes

NAY: None

ABSENT: Mr. Heiman

The Board participated in conferences with attorneys for the university, concerning disputes, involving the university that are the subject of pending or imminent court action; prepared for, conducted, or reviewed negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment; and considered the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official. Upon proper motion and second, the Executive Session adjourned at 10:45 a.m.

At 10:45 a.m., Mr. Wyler reconvened the proceedings.

Mr. Wyler:

The special meeting of the Board of Trustees will now be reconvened. We have one item for consideration and this is a recommendation to ratify the memorandum of understanding between the Health Alliance, Jewish Hospital, Ft. Hamilton Hospital, The Christ Hospital and St. Luke Hospital.

Non-Committee Recommendation

07.09.04.02 MEMORANDUM OF UNDERSTANDING

Synopsis: It is recommended that the Board of Trustees ratify the Memorandum of Understanding between the Health Alliance, Jewish Hospital, Ft. Hamilton Hospital, The Christ Hospital and St. Luke Hospital.

As the Board is aware, on June 13, 2007 the Hamilton County Common Pleas Judge Fred Nelson entered a final order declaring The Christ Hospital and St. Luke Hospital (the "Departing Entities") left the Health Alliance of Greater Cincinnati effective April 2006 and June 2006, respectively. Subsequently, on July 31, 2007 The Christ Hospital and St. Luke Hospital filed a separate action to dissolve the Health Alliance, alleging that the governance document for the Health Alliance, the Joint Operating Agreement, requires the Health Alliance to dissolve when two Participating Entities leave within 60 days. Since that time the parties have been actively negotiating a settlement that would allow the Departing Entities to exit the Health Alliance without an actual dissolution. Attorney General Marc Dann has served as mediator in this process. On August 16, 2007 the parties entered into a Memorandum of Understanding, which outlines the intended processes for the transitioning of services as the Departing Entities leave the Health Alliance. The Memorandum anticipates the negotiation of two final agreements to govern the actual departure: the Master Transition Agreement, and the Final Separation Agreement. The first of these will replace the Memorandum of Understanding while the second will contain the financial terms of the separation. Should the parties be unsuccessful in negotiating these two other agreements, the Memorandum of Understanding will terminate.

Under the terms of the Memorandum of Understanding, the Boards of each of the parties have 30 days in which to ratify the Memorandum. It is recommended that the Board ratify this agreement so that the process of reaching a negotiated settlement can continue. The Memorandum of Understanding is attached*, along with an executive summary of the same. Also attached* is a proposed resolution ratifying the Memorandum of Understanding.

*Filed in the Office of the Board of Trustees

Mr. Wyler:

Upon motion of Mr. Wyler, so moved by Mr. Humes, seconded by Dr. Bhati, the Board approved the item by the following roll call vote:

Recommendation No. 07.9.4.02

AYE: Mr. Cox, Dr. Bhati, Mr. Wyler, Mr. Niehoff,
Mrs. Heimann, Mr. Barrett, Mrs. Buchanan
and Mr. Humes

NAY: None

ABSENT: Mr. Heiman

This concludes our business for today. Our next regular board meeting will be held here in the Russell C. Myers Alumni Center on Tuesday, September 25, 2007. Thank you for being with us today.

Adjournment

There being no further business before the Board, upon motion of Mrs. Heimann, seconded by Dr. Bhati, the meeting adjourned at 10:47 a.m.

JEFFREY L. WYLER, CHAIRPERSON

ANANT R. BHATI, SECRETARY