

**Special Meeting of the Board of Trustees
November 24, 2008**

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UNIVERSITY OF CINCINNATI

Official Proceedings of the

Two Hundred and Eighty-Fourth Meeting of the Board of Trustees

(A Special Meeting)

November 24, 2008

The Two Hundred and Eighty-Fourth Session of the Board of Trustees of the University of Cincinnati was opened at 8:13 a.m. on Monday, November 24, 2008, 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*.

H.C. Buck Niehoff, Vice Chairperson of the Board of Trustees, presided. Mr. Niehoff asked that roll be called.

BOARD MEMBERS PRESENT:

C. Francis Barrett, Anant R. Bhati, Sandra W. Heimann, H.C. Buck Niehoff, and Robert E. Richardson, Jr.

BOARD MEMBERS ABSENT:

Margaret E. Buchanan, Gary Heiman, Thomas H. Humes and Jeffrey L. Wyler

ALSO PRESENT:

Nancy L. Zimpher, President;
Monica Rimai, Senior Vice President for
Administration and Finance;
Mitchell D. McCrate, General Counsel;
Greg Hand, University of Cincinnati
Spokesperson;
Susan Stringer, Executive Assistant to the
Board of Trustees and Sr. Vice
President for Administration and
Finance;
and the public

(Prior to the Board Committee Meeting and the Special Board Meeting, Vice Chairman H.C. Buck Niehoff began the proceedings at approximately 8:10 a.m.)

Mr. Niehoff:

Good morning everyone. I think we will get the meeting started. On the script, I have two minutes to greet you and I will just say congratulations to the basketball team and the football team for Saturday's great achievements.

The first item is the committee Meetings. I will now call for the Finance and Administration Committee Meeting and Dr. Bhati.

THE BOARD COMMITTEE MEETINGS

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

The committee meetings began at 8:11 a.m.; the meetings concluded at 8:13 a.m.

THE SPECIAL MEETING OF THE BOARD OF TRUSTEES

The Special Meeting of the Board of Trustees was convened on November 24, 2008 at 8:10 a.m. and, as noted on the first page (page 117) of these minutes, roll call was taken.

Executive Session

Mr. Niehoff:

I will now call for an Executive Session. At the conclusion of the Executive Session today, the Board will reconvene to conduct further business. May I have a motion to enter into Executive Session for the purpose of litigation – conferring with counsel concerning disputes involving the university?

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

AYE: Dr. Bhati, Mr. Niehoff, Mrs. Heimann, Mr. Barrett, Mr. Richardson

NAY: None.

ABSENT: Mr. Wyler, Mr. Heiman, Mrs. Buchanan, Mr. Humes

Upon proper motion and second, the Executive Session adjourned at 8:29 a.m.

Special Meeting Reconvened

Mr. Niehoff:

The special meeting of the Board of Trustees will now be reconvened. At this time the Board will consider a resolution delegating the authority to approve a settlement of the litigation involving the efforts of The Christ Hospital to leave the Health Alliance of Greater Cincinnati and to approve amendments to the joint operating agreement to reflect the departure of The Christ Hospital as a participating entity.

08.11.24.01 Delegation of Authority to Approve a Possible Settlement for the Termination of the Christ Hospital in the Health Alliance of Greater Cincinnati and to Approve Amendments to the Joint Operating Agreement to Reflect the Departure of the Christ Hospital as a Participating Entity.

Synopsis: It is recommended that the Board delegate to the Chairperson of the Board, or in his absence the Vice Chairperson, the President of the University or the Senior Vice President for Administration and Finance, the authority to execute and deliver on behalf of the Board a financial settlement agreement that may result from current negotiations to end the pending litigation between The Christ Hospital in the Health Alliance of Greater Cincinnati and to approve amendments to the Joint Operating Agreement to reflect the departure of The Christ Hospital as a Participating Entity in the Health Alliance.

The Christ Hospital and the Health Alliance of Greater Cincinnati are currently engaged in negotiations to reach a settlement of the litigation currently pending before the Hamilton County Court of Common Pleas, No. A0706781. This case is scheduled for trial beginning January 20, 2009. If these negotiations are successful before the scheduled trial date that parties will enter into

agreements, principally a Financial Settlement Agreement (“FSA”), that will establish the financial terms under which the two organizations will separate and the mechanics of how that separation will occur. Any FSA would be subject to board approvals, including those of the Participating Entities. The departure of The Christ Hospital will also necessitate changes to the Joint Operating Agreement, which will also require University Board approval. To avoid the trial and costs associated with preparing for the same, these approvals would have to be obtained prior to the scheduled January Board meeting.

In order to bring about a final end to this protracted litigation and avoid the costs associated with a trial, it is recommended that the Board of Trustees authorize the Chairperson of the Board, or in his absence the Vice Chairperson, together with such other Board members and officers of the University as the Chairperson or Vice Chairperson may designate, to negotiate on behalf of the University the terms of an FSA and to delegate to the Chairperson of the Board, or in his absence the Vice Chairperson, or if either is unavailable the President of the University or the Senior Vice President for Administration and Finance, the authority to review, approve, execute and deliver an FSA and amendments to the Joint Operating Agreement necessary to terminate the participation of The Christ Hospital in the Health Alliance.

A copy of the proposed resolution is attached.*

Mr. Niehoff:

May I have a motion to approve this recommendation?

Dr. Bhati:

So moved.

Mr. Richardson:

Second.

Mr. Niehoff:

May I have a roll call please?

A YE: Dr. Bhati, Mr. Niehoff, Mrs. Heimann, Mr. Barrett, Mr. Richardson

NAY: None.

ABSENT: Mr. Wyler, Mr. Heiman, Mrs. Buchanan, Mr. Humes

Mr. Niehoff:

The motion passes.

Adjournment

This concludes our business for today. Our next regular Board Meeting will be held in the Russell C. Myers Alumni Center, on Tuesday, January 27, 2009. Thank you for being with us.

There being no further business before the Board, may I have a motion to adjourn the meeting.

Mr. Richardson:

So moved.

Mrs. Heimann:

Second.

Mr. Niehoff:

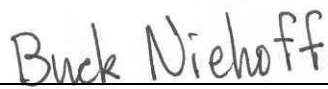
All in favor "Aye".

AYE: Dr. Bhati, Mr. Niehoff, Mrs. Heimann, Mr. Barrett, Mr. Richardson


NAY: None.

ABSENT: Mr. Wyler, Mr. Heiman, Mrs. Buchanan, Mr. Humes

The meeting is adjourned.



H.C. BUCK NIEHOFF, VICE CHAIRPERSON



ANANT R. BHATI, SECRETARY