

**UNIVERSITY OF CINCINNATI**

**Official Proceedings of the**

**Two Hundred and Eighty-Fifth Meeting of the Board of Trustees**

**(A Regular Meeting)**

**January 27, 2009**

The Two Hundred and Eighty-Fifth Session of the Board of Trustees of the University of Cincinnati was opened at 10:10 a.m. on Tuesday, January 27, 2009, 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:**

C. Francis Barrett, Sandra W. Heimann, Thomas H. Humes, H.C. Buck Niehoff, Robert E. Richardson, Jr., and Jeffrey L. Wyler

**BOARD MEMBERS ABSENT:**

Anant R. Bhati, Margaret E. Buchanan, and Gary Heiman

**ALSO PRESENT:**

Nancy L. Zimpher, President;  
Anthony J. Perzigian, Senior Vice President  
for Academic Affairs and Provost;  
Monica Rimai, Senior Vice President for  
Administration and Finance;  
Michael W. Carroll, Vice President of  
Development and Alumni Affairs;  
Sandra J. Degen, Vice President for  
Research;  
Mitchel D. Livingston, Vice President for  
Student Affairs and Chief Diversity Office

Mitchell D. McCrate, General Counsel;  
James D. Plummer, Vice President for  
Finance;  
Fred Siff, Vice President for Information  
Technology  
David Stern, Vice President for Health  
Affairs;  
Gregory J. Vehr, Vice President for  
Governmental Relations and  
University Communications;  
Greg Hand, University of Cincinnati  
Spokesperson;  
Steve Simendinger, Alumni Representative  
Marla Hall, Faculty Representative;  
Makram Suidan, Faculty Representative  
Seth Vensil, Undergraduate Student Trustee  
Ryan Rosensweig, Student Representative  
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 Regular Board Meeting,  
Chairman Wyler began the proceedings at approximately 10:12 a.m.)

Mr. Wyler:

Good morning everybody – those of you who are here. For the record, Mrs. Buchanan and Gary Heiman will not be in attendance today. Mrs. Heimann, no relation again, just walked in the door. She, the chairman and the president were all in Florida on Sunday and we all came back home just to be with you today. I would like to say also to those of you who are in attendance, there are six Jeff Wyler locations in town, all of which sell four-wheel drives which maybe some of you might like to have today (*laughter*). Tell them you know me and you're going to get a heck of a deal today. So, before we begin there is one other thing I'd like to bring up. On Saturday morning, there was an article in the Cincinnati Enquirer that had President Zimpher's picture in it and a quote from me. I'm a little irritated because I didn't get my picture in the paper. Cliff, are you still here? You called me and I answered the phone call and so you put her picture in, okay? In any case, there is a lot of speculation about President Zimpher and

the State University of New York trying to recruit her to become chancellor of that system which is the largest in the world. There has been no job offer presented to Dr. Zimpher. There is no job offer and there is nothing to consider at this point. We have business to do here at the University of Cincinnati and we're doing it very, very well. Having said that, you're next President Zimpher. Your picture is good, too.

President Zimpher:

Thank you Chairman Wyler. Thank you for your patience and your abiding support and I can say that honestly to every member of this esteemed board of trustees and to those of you who weathered the elements to be here today. So, I very much appreciate your support.

I have been asked to abbreviate my good news and I think it just boils down to the Orange Bowl. For those of you who were able to travel with the University of Cincinnati, you have to truly have been just as proud as you could be. We dominated the stands. We won on the fan meter totally and we won in spirit. I want to congratulate Mike Thomas and Brian Kelly and our wonderful football team. There were a number of public occurrences where Coach Kelly and several of our players spoke and they were absolutely charming and endearing. You know our athletic record and you know our academic record and we put them both on the field for all to see every day. I am just very, very proud of them and proud of you as fans and the thirteen busloads full of cheering students and alums who made it a point to support the bearcats. I can tell you that the Orange Bowl Committee was most impressed with the University of Cincinnati, so thank you all.

Given the abbreviation of the schedule we will not be hearing from Caroline Miller. I can tell you she was well prepared but we are taking a pass given our schedule this morning. Sandra Degen was going to give us the Annual Report on Research. You've heard some of the data, but you will be hearing more because Sandra is engaged in a five-year planning process in terms of our goals going forward so we'll be back at that in March. The Report on Investments that Monica Rimai and Tom Croft were going to be doing will also be done in March. Larry Johnson and Ralph Katerburg were

going to give us an update on the Higher Learning Commission Accreditation Visit to the University of Cincinnati in April, but there still will be time in March to do so. Without further ado, Chairman Wyler, I turn it back over to you to lead the committees.

Chairman Wyler:

Very good. Prior to the start of our committee meetings, I would like to announce a few committee assignment changes. Mr. Richardson will replace Mrs. Buchanan as Vice Chairperson of the Academic and Student Affairs Committee. Mrs. Buchanan will no longer serve on the Academic and Student Affairs Committee and will be appointed as Vice Chairperson of the Finance and Administration Committee and will replace Dr. Bhati. Mr. Barrett is appointed to the Governance and Audit Committee and will replace Mr. Niehoff as Chairperson. Also, I would like to reappoint Mrs. Heimann to a three year term on the Investment Committee.

We will now proceed with the committee meetings. The first meeting will be the Academic and Student Affairs Committee and I'll appoint Mr. Niehoff as a temporary member of the Academic and Student Affairs Committee and as a temporary member of the Finance and Administration Committee, also. Mr. Humes is the chairman, Mr. Humes.

### **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 10:15 a.m.; the meetings concluded at 10:57 a.m.

### **THE REGULAR MEETING OF THE BOARD OF TRUSTEES**

The Regular Meeting of the Board of Trustees was convened at 10:57 a.m. and, as noted on the first page (page 1) of these minutes, roll call was taken.

**Approval of the Minutes of the November 18, 2008 Regular Meeting and November 24, 2008 Special Meeting**

Mr. Wyler called for additions, corrections, or deletions to the minutes of the Regular Meeting of November 18, 2008 and the Special Meeting on November 24, 2008. Upon motion of Mr. Richardson; seconded by Mrs. Heimann, the minutes were approved as distributed.

**Approval of the Items Recommended by the Board Committees**

Listed below are the items recommended to the Board of Trustees for approval by the Academic and Student Affairs Committee, the Finance and Administration Committee, and the Compensation Subcommittee at their respective meetings held on January 27, 2009, prior to the Regular Meeting of the Board of Trustees.

**Academic and Student Affairs Committee Recommendations**

**09.01.27.01      Academic Appointments**

**Synopsis:**            Appointments of Faculty and Academic Administrators

It is recommended that the Board of Trustees approve the academic appointments of faculty identified in the attached document. These recommendations have been approved by the appropriate departments, colleges, and offices of the Vice President for Health Affairs and the Senior Vice President for Academic Affairs and Provost.

**Appointments**

Zalfa Abdel-Malek, PhD	Professor with Tenure Department of Dermatology College of Medicine Effective: September 1, 2009
George F. Atweh, MD	Herbert F. Koch Endowed Chair Professor with Tenure Department of Internal Medicine College of Medicine Effective: March 1, 2009
Susan Kasper, PhD	Associate Professor with Tenure Departmental of Environmental Health College of Medicine

Effective: October 1, 2008

William Ridgeway, MD                      Associate Professor – GEO with Tenure  
 Department of Internal Medicine  
 College of Medicine  
 Effective: November 1, 2008

**Reappointments**

Vivek Choudhury, PhD                      Head, Information Systems Department  
 College of Business  
 Effective: September 1, 2010, through August 31, 2013

Mousa Gargari, PhD                      Head, Construction Science Department  
 College of Applied Science  
 Effective: February 1, 2009, through August 31, 2013

Elizabeth C. King, PhD                      Dean  
 College of Allied Health Sciences  
 Effective: July 1, 2009, through June 30, 2014

Andrea R. Lindell, PhD                      Dean  
 College of Nursing  
 Effective: September 1, 2009, through August 31, 2012

**Emeritus Status**

Madeleine Briskin, PhD                      Professor Emerita of Geology  
 McMicken College of Arts and Sciences  
 Effective: January 2, 2009

Janice M. Dyehouse, PhD                      Professor Emerita of Nursing  
 College of Nursing  
 Effective: September 1, 2008

C. Thomas Innis, PhD                      Adjunct Associate Professor Emeritus of Quantitative  
 Analysis  
 College of Business  
 Effective: January 3, 2009

Arelious Knighton, PhD                      Associate Professor Emeritus of Social Work  
 School of Social Work  
 Effective: August 31, 2008

Andrew LaBarbera, PhD                      Professor Emeritus of Obstetrics and Gynecology  
 College of Medicine  
 Effective: February 1, 2009

John A. Powers, PhD                      Associate Professor Emeritus of Economics  
 McMicken College of Arts and Sciences  
 Effective: January 2, 2009

Joel S. Warm, PhD                      Professor Emeritus of Psychology  
 McMicken College of Arts and Sciences  
 Effective: December 31, 2008

**09.01.27.02      Establishment of the Department of Medical Education**

**Synopsis:**            Establishment of the Department of Medical Education in the College of Medicine and Appointment of Department Direction

It is recommended that the Board of Trustees approve the creation of the Department of Medical Education in the College of Medicine and the appointment of Andrew Filak, M.D. as Department Director effective on or about February 1, 2009, through August 31, 2014. Documentation to support this recommendation is attached.\*

**09.01.27.03      Department Name Change**

**Synopsis:**            Department name change in the McMicken College of Arts and Sciences

It is recommended that the Board of Trustees approve the name change of the Department of Women's Studies to the Department of Women's, Gender and Sexuality Studies in the McMicken College of Arts and Sciences. This request has been reviewed and approved by the appropriate authorities.

**Finance and Administration Committee Recommendations**

**09.01.27.04      Code of Conduct**

**Synopsis:**            It is recommended that the Board approve the proposed University Code of Conduct

As the Board is aware, the University of Cincinnati is committed to establishing and maintaining the highest ethical standards for members of the University community. At the direction of President Zimpher, a task force was formed consisting of the Director of Internal Audit, the Senior Associate Vice President for Administration and Finance, the Vice Provost, and the General Counsel to coordinate a comprehensive compliance and ethics program for the university. The first task of this group was to bring together in one document the various university rules, policies and practices that define and govern ethical behavior at the University of Cincinnati. The result is the proposed university Code of Conduct, a copy of which is attached.\* The Code augments those existing rules, policies, and practices by articulating those values and ethical themes that are common to them all. The Code is intended to cover all members of the university community with the exception of students who are governed by a separate Student Code of Conduct.

The Code has been extensively vetted with representative groups from across the university before bringing it to the Board for approval. The task force is currently at work drafting conflicts of interest policies for individuals, the institution and the Board, which will be presented to the Board in due course.

It is recommended that the Board of Trustees approve the attached Code of Conduct. The Code would replace current university rule 10-17-03, "Conduct and ethics: Employee responsibilities" which is a more general statement of the ethical responsibilities of employees.

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\*Filed in the Office of the Board of Trustees

**09.01.27.05      Amendment of Board Rule 3361: 10-13-01 to Broaden the University's Non-Discrimination Policy to Better Reflects Its Commitment to Diversity**

It is recommended that the Board of Trustees approve the amendment to University Rule 3361: 10-13-01. At the recommendation of the University-wide Diversity Council, it has been determined that revisions to this Rule are necessary to update language to reflect the university's diverse population. These changes are in alignment with non-discrimination policies at peer institutions. The title of the Rule has also been changed to more accurately describe the content of the Rule. A copy of the Rule that incorporates the proposed amendments is attached.\*

**09.01.27.06      Ratification of the Provisions of the FedEx Orange Bowl Team Game Agreement Requiring Expenditures by the University in Excess of \$665,500**

**Synopsis:** Recommendation to ratify those provisions of the FedEx Orange Bowl Team Game Agreement requiring expenditures by the University in excess of \$665,500

As champions of the Big East Conference the University of Cincinnati won an automatic berth in a Bowl Championship Series (BCS) postseason football game, in this case, the FedEx Orange Bowl which was played in Miami, Florida on January 1, 2009. This award included a participation guarantee of \$2 million, plus a \$226,000 mileage allowance from the Big East Conference which will be payable to the University on or before June 30, 2009.

Participation in the Orange Bowl required that the University enter into a Team Game Agreement with the Orange Bowl Committee, Inc. A copy of that agreement is attached.\* That Agreement included certain financial obligations such as the purchase of 17,500 game tickets and lodging accommodations at pre-designated hotels for the football team, the University's band and spirit squads, and other University staff and officials. The aggregate total of these expenditures, before exercising routine measures to resell the game tickets and attempting to recapture other costs is in excess of \$2 million and thus requires approval by the Board.

The Team Game Agreement, which covered Bowl related activities beginning on December 26, 2008 was not received by the University until December 22, 2008. Because of the impracticality of convening a Board meeting on short notice during a holiday week, the Agreement was signed by the University Contracting Officer with an added condition that the expenditure by the University of sums in excess of his contracting authority of \$665,500 would only become binding upon ratification by the Board. Once all final expenditures, including performance bonuses are reconciled with ticket resale totals and the game guarantee, it is believed that the University will be close to a break even position.

It is recommended that the Board of Trustees ratify those provisions of the Team Game Agreement for the FedEx Orange Bowl Contract requiring the expenditure of funds by the University in excess of \$665,500.

**09.01.27.07      Allocation of Excess Net Income Earned by the Endowment Fund for The Dieterle Chair of Music in Memory of George Andreas and Elisa Fischer Dieterle, Class of 1905**

**Synopsis:** It is recommended that the Board of Trustees allocate to the College-Conservatory of Music for its general purposes the excess net income earned by the endowment fund for the Dieterle Chair of Music in Memory of George Andreas and Elsa Fischer Dieterle, Class of 1905

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\*Filed in the Office of the Board of Trustees



By gift agreement dated December 12, 1969, Louise D. Nippert and Louis Nippert established an endowment fund for the Dieterle Chair of Music in Memory of George Andreas and Elsa Fischer Dieterle, Class of 1905 (the "Dieterle Chair"). The gift agreement requires that the net income be used to support the Dieterle Chair. If the net income is sufficient to fully support the Dieterle Chair, the gift agreement provides that the excess net income ("Excess Net Income") be used for university purposes as determined by the Board of Trustees.

It is recommended that the Board allocate to the College-Conservatory of Music for its general purposes any Excess Net Income. Such allocation shall continue each year until otherwise directed by the Board.

**09.01.27.08      Resolution Confirming That The University Has No Present Intent To Dissolve the Health Alliance**

**Synopsis:** Recommendation that the Board adopt resolutions confirming that the University has no current intention of the University to dissolve the Health Alliance, as requested by the outside auditors of the Health Alliance

It is recommended that the Board of Trustees adopt the attached resolutions\* confirming that the University has no present intention to dissolve the Health Alliance of Greater Cincinnati and empowering the Chairperson of the Board, or in the Chairperson's absence the Vice Chairperson, to execute certificates to that affect. The University has been advised by counsel for the Health Alliance that such resolutions have been requested by the outside auditors of the Health Alliance in connection with the preparation of audited financial statements for fiscal year 2007-2008. Audited financial statements of the Health Alliance are required annually by the Joint Operating Agreement of the Health Alliance and by bond and various other covenants. The request is prompted by complexities and unique auditing issues arising from the recent Financial Settlement Agreements reached with St. Luke Hospital, Inc. and the Christ Hospital. Identical resolutions have been requested from the boards of the Health Alliance and the other remaining Participating Entities.

**09.01.27.09      Approval of University of Cincinnati Physicians, Inc.'s Amended and Restated Code of Regulations**

**Synopsis:** Recommendation that the Board Approve University of Cincinnati Physicians, Inc. Amended and Restated Code of Regulations

It is recommended that the Board of Trustees approve the Amended and Restated Code of Regulations of the University of Cincinnati Physicians, Inc. ("UCP") attached\* to this Resolution.

UCP's Regulations were last updated and approved in December 1999. In November 2007, UCP's Board of Directors approved the consolidation of UCP's related fifteen (15) clinical practice corporations with and into UCP. Due to this consolidation, the Board of Directors of UCP determined that a new governance document was required to effectively manage the consolidated UCP. As a result, the December 1999 Code of Regulations was substantially revised in the attached form.

On November 20, 2008, the UCP Board of Directors approved the Amended and Restated Code of Regulations, attached. The December 1999 UCP Code of Regulations requires that the Board of Trustees of the University of Cincinnati approve any amendment or repeal of the December 1999

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\*Filed in the Office of the Board of Trustees

UCP Code of Regulations. Therefore, the attached Amended and Restated Code of Regulations\* is being presented to the Board for final approval.

**09.01.27.10      Ratification of Media Rights Marketing Agreement with IMG Communications, Inc.**

**Synopsis:**      This recommendation seeks approval and ratification by the Board of Trustees of a new media rights marketing agreement between the University of Cincinnati and IMG Communications, Inc., providing for the licensing and exploitation of tangible and intangible property rights owned by the University relating to its varsity athletics program.

It is recommended the Board of Trustees approve and ratify the new media rights marketing agreement with IMG Communications, Inc. (“IMG”) dated January 20, 2009. A copy of the agreement is attached.\* The terms of the agreement have been approved by the Director of Athletics and the form of agreement by the Office of General Counsel. To expedite the timely transition of business to IMG, the agreement has been conditionally executed by the Senior Vice President, Administration and Finance, subject to ratification.

The IMG agreement replaces an agreement with International Sports Properties, Inc. (“ISP”) which was not scheduled to expire until June 30, 2020. The decision to terminate the ISP agreement followed a thorough review and financial analysis performed by Navigate Marketing, a third party consultant engaged by the Director of Athletics, which concluded that the University was receiving a below market return from ISP. Negotiations with ISP proved unsuccessful leading to the early termination of the ISP agreement effective June 30, 2009. The early termination requires the payment of a \$5 million termination fee to ISP for which a signing bonus in the IMG agreement will provide the University a source of funding.

In consultation among the Director of Purchasing, the Director of Athletics, the Senior Vice President, Administration and Finance, and the Office of General Counsel, it was determined that selection of a new media rights agency did not lend itself to a Request for Proposals process given the limitations and dynamics of the market. Instead, representatives of the Department of Athletics and the Office of General Counsel entered into discussions with selected marketing companies and, ultimately, negotiations with IMG resulting in the new agreement.

The new IMG agreement grants to IMG substantially the same rights to the same properties that were previously granted to ISP, but more than doubles the guaranteed annual royalty payments to the University. That amounts to an increase of more than \$1 million per year commencing in FY 2011-2012 and continuing through the twelve year term of the IMG agreement. In addition, the agreement provides for a signing bonus in the total amount of \$7 million, \$5 million of which is payable on June 30, 2009, with the balance payable to the University over FY 2009-2010 and 2010-2011. The initial \$5 million payment will provide the source of funds for the University’s payment of the early termination fee under the ISP agreement.

The approval and ratification of the IMG agreement by the Board of Trustees is respectfully requested.

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\*Filed in the Office of the Board of Trustees

**09.01.27.11 Henry R. Winkler Center for the History of the Health Professions**

**Synopsis:** It is recommended that the Board of Trustees approve attaching the name of Henry R. Winkler Center for the History of the Health Professions as an honorific naming.

As President of our University, Henry's carefully guided the University through a very challenging period in the 70's. His commitment to academics and the long term quality development of the University became core building blocks for our future. Since retiring as President, Henry has continued to serve the University in many ways, bringing great recognition and honor to UC. He is a 1938 graduate of the University of Cincinnati College of Arts & Sciences.

Henry has been a member of the Center's Advisory Board for almost all of the years of its existence. It was founded in 1974 as the **Cincinnati Medical Heritage Center**. He was Chairman of the Board for at least 20 years; and he was instrumental in saving the Center back in the '80's. He continues to be very active, serving on both the Executive Committee and the Renovation/Development Committee.

**Comments from Chairman Wyler**

Mr. Wyler:

The full Board has been present at the committee meetings held today and have heard the recommendations of the Academic and Student Affairs Committee and the Administration and Finance Committees. The items reviewed and recommended by the committees are named in the Action Items listed at your place.

May I have a motion to approve all the recommended items?

Mr. Richardson:

So moved.

Mr. Wyler:

May I have a second?

Mr. Humes:

Second.

Mr. Wyler:

Please call the role Ms. Stringer.

**Recommendation Nos. 09-01-27-01 through 09-01-27-011**

**AYE:** Mr. Wyler, Mr. Niehoff, Mrs. Heimann, Mr. Barrett, Mr. Humes and Mr. Richardson

**NAY:** None

**ABSENT:** Dr. Bhati, Mrs. Buchanan and Mr. Heiman

Mr. Wyler:

All items are approved.

**Unfinished Business and New Business**

Is there any unfinished business? We'll now have the reports of the board representatives and student trustees. I'll now call for the first one from Marla Hall from the Faculty Senate.

Dr. Hall:

The Faculty Senate Cabinet and the Faculty Senate continue to work hard to participate in every way possible in the various endeavors related to One University. We are also very heartened by the commitment shown by President Zimpher and Provost Perzigian to not only respond to the One University resolution passed by the Faculty Senate, but by their efforts to encourage involvement and cooperative leadership by the faculty in all the ongoing efforts to revision and reorchestrate teaching and learning in the 21<sup>st</sup> century here at the University of Cincinnati.

One specific action that we believe will be of great benefit to the coordination of the multiple efforts occurring relative to One University is the positioning of the Academic Coordinating Committee as an oversight and coordinating body. As one of UC's main all university governance committees, the ACC not only can and will play a vital role in the One University effort, but also can serve as a model for how shared decision making benefits the entire university.

Four resolutions were proposed and passed at the December and January meetings of the Faculty Senate. The most significant of these was perhaps the performance based budgeting resolution. This resolution calls for:

1. All deans to hold faculty meetings to discuss PBB including how academic performance will be measured in the college;
2. To control and limit indirect costs to a fixed percentage of net revenues;
3. To limit debt service to make revenues available for both academic operations and indirect costs; and
4. To develop quality measures for the educational experience of students to be used in evaluating the plans for meeting revenue targets for the colleges.

The other resolutions included endorsement of the proposed UC Code of Conduct Policy as presented by UC General Counsel Mitch McCrate; and endorsement of the Clermont College Faculty Senate Resolution calling for significant faculty involvement in the dean search process and the restructuring activities involving Clermont College; and a call to Provost Perzigian to name a faculty co-chair to the Collegiate Restructuring Steering Committee. All of the resolutions and any related background information can be found on the Faculty Senate website.

Lastly, in the spirit of the revisioning, rethinking and reorganizing activities going on university-wide, as chair of the faculty, I have formed an ad hoc committee on by laws and governance which has begun its work. The full committee and the related two subcommittees have begun reviewing both the university by laws and the college by laws in order that they may make recommendations for revisions to the university faculty by laws and develop a model structure process for college level faculty governance. I will be reporting more on these activities as they develop. This concludes my report for the January 27, 2009 meeting of the Board of Trustees.

Mr. Wyler:

Thank you, Marla. I call for the Alumni Association report, Steve Simendinger.

Mr. Simendinger:

Thank you, Mr. Chairman. The last few months have been a very busy and important time for the UC Alumni Association. Obviously this historic football season has had a great impact on our work and provided a tremendous opportunity to further engage our alumni. We were privileged to help facilitate a wonderful Orange Bowl experience for our 20,000 alumni students and fans who traveled to Miami. And, if you were there you felt a great sense of community. Some have called it our biggest bearcat family reunion. Our work included organizing bus trips for the six hundred students, planning and staging a bearcat pep rally, welcoming alumni and fans at the Orange Bowl's official tailgate event, and organizing game watch parties throughout Greater Cincinnati and across the country via our regional alumni network. I wanted to thank Myron and the staff for a job well done. I didn't hear a single complaint and I thought they did a wonderful job.

In December we hosted a reception for new graduates and their families following the winter commencement ceremony and we coordinated some fifty Cross Town Shootout game watch parties nationwide. Our 2009 calendar is busy. It includes the start of our 2009 Speakers' Series this Thursday – a breakfast with Nancy Zimpher at the Bankers Club. Thank you, Madame President and we will look forward to that. The UC Day celebration is a week from tonight here at the Alumni Center where we will present the Alumni Association's highest alumni honors. Details are in your board materials. Our Alumni Weekend for 2009 will be in May and there are more details to follow on that. Meanwhile our board's working committees are addressing top priorities in areas such as programs and services, marketing and communications, fundraising, strategic planning, and membership. Last night, knowing we would not meet again until May 19<sup>th</sup>, the UC Alumni Association Board passed a unanimous resolution in support of President Zimpher, commending her efforts in the resurgence of the University of Cincinnati over the past few years. Thank you for your ongoing support of our Alumni Association.

Mr. Wyler:

Thank you, Steve. We'll now have the Foundation Report, Otto Budig.

Mr. Budig:

Yes, my name is Otto Budig and I'm Proudly Cincinnati. Good morning, on behalf Chairman Jeff Williams and the trustees of the UC Foundation, I am pleased to be with you. My news this morning will include updated campaign and fundraising goals as well as other campaign related events and information.

Despite the downturn in the economy, I'm pleased to report that we are enjoying a very successful fundraising year. Gift commitments to the Proudly Cincinnati Campaign through December 31st totaled \$474,500,000.00 which means we are almost halfway to the campaign goal. Now included in that \$474 million is \$55.3 million which was raised in the first six months of the fiscal year which is the second best mid-year fundraising goal we've ever had. And, under the assumption that we will reach our \$93 million goal by the end of fiscal year '09, it will bring us to approximately \$510 million in commitments.

Although we understand the current economic climate is not ideal for fundraising, my colleagues and I believe we can compensate by maintaining strong relationships with our donors while at the same time identifying and reaching out for potential new donors. Of course the bright spot for all of us was the university involvement in the Orange Bowl and the increased national exposure that we had. The Foundation and the Alumni Association hosted several events as you heard and many of them in days leading up to the game and our most successful event was President Zimpher's reception on New Years Eve and thank you.

Looking ahead we plan to have regional campaign launch celebrations in the spring and summer. These launches will increase the visibility and reach of the campaign while strengthening a UC presence in those areas. We are planning a New York launch on April 16<sup>th</sup>, a Chicago launch on May 31<sup>st</sup>, and the launch of the campaign in Washington, DC on June 2<sup>nd</sup>. For your information the Foundation Board will be having a meeting on April 24<sup>th</sup> and 25<sup>th</sup>, we do hope you will be there Mr. Chairman. I take personal pride, seriously, in our efforts to advance the University of Cincinnati and I will anticipate keeping you up-to-date during the rest of 2009. That concludes my report.

Mr. Wyler:

That's a great job Otto, the entire staff, and Mike. To be at a half billion dollars at the mid year would be a spectacular event for the University of Cincinnati.

Mr. Budig:

Mr. Chairman, all Buck Niehoff and I are doing is leading the charge. The devil is in the detail and the staff are doing a wonderful job...

Mr. Wyler:

It's good to be out front, you do get shot in the back every once in a while...(laughter)

Mr. Budig:

Well that's true.

Mr. Wyler:

I'll now call for the Student Trustee reports. Seth?

Mr. Vensil:

Thank you, Mr. Wyler. Something that all UC students are proud of is the rich tradition of the University, but this really doesn't keep the students from creating their own traditions every year. In the past few years we have seen the emergence of several new traditions including the Cincinnatus Society's Nearly Naked Mile Coat Drive and the DEN Unified Student Section at our basketball games. This past year, a small group of UC students with collaboration from students from Northern Kentucky University are working on creating a new tradition as well. It's called the Cincinnati Dance Marathon and it is after several successful events held throughout the United States, and the purpose of the Dance Marathon is to raise money for Cincinnati Children's Hospital through the Children's Miracle Network. The event, will be held in the Campus Recreation Center on February 20th and 21st, and is a 24-hour show of stamina. Throughout the Dance Marathon teams of students will have dancers dancing for 24-



hours. There will be plenty of music and events to keep them going and the event has gained the support of the community as well as the Undergraduate Student Government, the Interfraternity Council, and several other groups on campus. If you would like to learn more about the event, or would like to make a donation, just find me at the conclusion of the meeting and we can talk a bit more.

Mr. Wyler:

Could any of the board members participate?

Mr. Vensil:

If the Board of Trustees would like to get a team together I would be more than willing to head that up. *(laughter)*

Mr. Wyler:

I'll get back to you on that.

Mr. Rosensweig:

I was at the Foundation event and I saw a lot of great dancers in here.

Mr. Wyler:

There you go Ryan.

Mr. Vensil:

I'd also like to commend the USGA in their "It's Your Call" voter registration drive which I am sure President Rosensweig will address in his report. This initiative shows the political power that we as undergraduate students, young adults, and future community leaders have in the political scene. As spring approaches, so too does the end of my term as Undergraduate Trustee. Student Government is currently looking for my successor. The selection process is in full swing and the Trustee Selection Committee is getting the word out to campus and collecting applications. If all goes to schedule, my successor will be identified by May. That concludes my report. Thank you.

Mr. Wyler:

Thank you, Seth – you’ve done a great job. We’ll have the Student Government Report – Ryan Rosensweig.

Mr. Rosensweig:

Thank you, Mr. Chairman. I can tell you have spent a lot of time down south.

Mr. Wyler;

I have.

Mr. Rosensweig:

Happy New Year and New Quarter – it has been a busy one for us over that last few months. Thousands of students travelled down to Florida to watch our beloved bearcats compete in the FedEx Orange Bowl. Now, we’ve heard a lot about that, but in spite of our unfortunate loss we had a great time together with the many alumni and friends and have come back this quarter energized.

Since the last time we met, we’ve been working hard to tie-up loose ends and introduce new programs for the students. At the beginning of the quarter, we launched an online textbook marketplace called BrunoBooks.com – we are one of the founding members. What this is it compares the price of textbooks to our local bookstores and online. Students can go online and they can find the books that are appropriate for their classes and the ones that the faculty submits and this will show them – this is your price for used or at your local bookstore. The idea is that we cannot change the price of textbooks but we can provide a marketplace for them. So, if the marketplace wins, then the prices of text books will be more competitive.

We’re also working together with UCIT to begin testing the new student e-mail system through Microsoft Exchange Labs. It has been a rollercoaster getting this ready and we could not have done it without the support of Dr. Siff and his team. It is going to be incredible next year what our students will be able to do through collaboration,

through technology, through this software. It's really going to be amazing. I wish I was still around to see it.

Another successful collaboration came through during the final It's Your Call event on January 20, 2009. For inauguration, we partnered with administration, faculty and staff to transform Tangeman University Center into inauguration headquarters. We filled TUC Great Hall and Theater for a live broadcast of President Obama's inauguration. After President Obama's address we had a speaker panel of faculty who provided insights on the speech. All was a great success and a learning opportunity.

An even bigger success are the results from the It's Your Call non-partisan voter registration and activism campaign. In a 10-day window, we registered 863 students and saw an increase of 17.68% in voter registrations in the uptown area. On election day we saw an increase of 21.48% of those turning out to vote compared to 2004. We have fostered active and engaged students through this program and are very proud to be the representatives of this student body.

Finally, I would like to end with a quote from the annual Dr. Martin Luther King Jr. tribute at the African American Culture and Research Center. "Almost always, the creative dedicated minority has made the world better." Dr. King said this. Let us continue to work together and collaborate with our creative minds and dedicated hearts as we lead our university to new heights even through these tough times. Thank you, that concludes my report.

Mr. Wyler:

Terrific. Thank you, Ryan. As a last item of business today, the board will hold an election of officers. Today we will elect the Chairperson, the Vice Chairperson and the Secretary. The term of office is for one year or until the next election. May I have a nomination for the Chairperson of the Board of Trustees please?

Mr. Humes:

Mr. Chairman.

Mr. Wyler:

Mr. Humes.

Mr. Humes:

It is my great honor to nominate Mr. H. C. Buck Niehoff as the next Chairman of the University's Board of Trustees.

Mr. Wyler:

Is there a second?

Mr. Richardson:

Second.

Mr. Wyler.

Moved and seconded. All those in favor say "aye".

Aye: Mr. Wyler  
Mr. Barrett  
Mrs. Heimann  
Mr. Humes  
Mr. Richardson

Mr. Wyler:

All those opposed? *(there were none)*

Mr. Wyler:

Congratulations Mr. Niehoff, you are the new Chairman of the Board.

Mr. Niehoff:

Thank you, Mr. Wyler. *(applause)*

Mr. Wyler:

May I have a nomination for the Vice Chairperson of the Board of Trustees?

Mr. Richardson:

Mr. Chairman, I would like to recommend Mrs. Sandy Heimann as the Vice Chairperson.

Mr. Wyler:

Sandy Heimann has been nominated. Is there a second?

Mr. Humes:

Second.

Mr. Wyler:

All those in favor say "aye".

Aye: Mr. Wyler  
Mr. Barrett  
Mr. Humes  
Mr. Niehoff  
Mr. Richardson

Mr. Wyler:

All those opposed? *(there were none)*

Mrs. Heimann is now the Vice Chairman of the Board. *(applause)*

Mr. Wyler:

May I have a nomination for Secretary of the Board of Trustees?

Mr. Niehoff:

Mr. Chairman, I'm very honored to nominate a great bearcat and an outstanding attorney and my wife's cousin, Fran Barrett.

Mr. Wyler:

Mr. Barrett has been nominated for Secretary of the Board. Is there a second?

Mr. Richardson:

Second.

Mr. Wyler.

All those in favor say “aye”.

Aye: Mr. Wyler  
Mr. Heimann  
Mr. Humes  
Mr. Niehoff  
Mr. Richardson

Mr. Wyler:

All those opposed? (*there were none*)

Mr. Barrett has been elected Secretary of the Board of Trustees. (*applause*)

Mr. Wyler:

Congratulations to all three of you. It is a deserving honor to all three of you.

Mr. Niehoff:

Thank you, Mr. Chairman. I would, as the new Chairman, appreciate it if you would continue with your sterling and outstanding that you have contributed to this board and to this university and conclude today’s member.

Mr. Wyler:

Okay. Is there any other new business?

President Zimpher:

Yes, Mr. Chair.

Mr. Wyler:

Oh, Dr. Zimpher.

President Zimpher:

Thank you for recognizing me to just say to you how very much, I know everyone in this room has appreciated your leadership, but I have to tell you that I first met Mr. Wyler in his role as Chair of the Search Committee for my presidency and he was very assertive on behalf of the Search Committee and the Board of Trustees. In our first meeting, which you might have on a phone call or in some other vehicle, Jeff flew to Milwaukee. I thought that meant he flew the plane so I expected him to ascend from the plane with goggles and a white scarf, which would be fitting nonetheless, but he didn't – he actually wore a suit and he really represented all of you very, very well. And, from that point forward he has truly been at my side and at the side of all of the officers of the university. It is with great celebration of Mr. Niehoff's new rule as Chair but with a tinge of sadness and loss that Jeff won't be handling the wooden gavel. However, it is our tradition at the University of Cincinnati to recognize your leadership so if you would stand we've made this very easy, all you have to do is pull that little white ribbon, lift the little lid, aha. Isn't that beautiful.

*(President Zimpher presented Mr. Wyler with a crystal gavel etched with the UC Seal and the dates of his chairmanship.)*

Mr. Wyler:

That's crystal.

President Zimpher:

I want to say in keeping with the tradition now presented by the inauguration of the President of the United States of America, we plan to have a redo of this event in March. We don't have a photographer here and I know that Cliff has asked several times if we couldn't capture this moment. Because of this bad weather, there just aren't enough people here to recognize that you have provided. So, Susan and I are actually going to keep the gavel (*laughter*) to ensure that you return in March to be honored by a larger audience which you so deserve. Thank you Mr. Wyler. (*Applause and Standing Ovation*)

Mr. Wyler:

Thank you so much. The honor and the privilege of serving this organization for eight years – the past 2 ½ years as your Chairman and the two before that as Vice Chairman – is one of the highlights of my life. What I have tried to do is set a bar for incoming Chairpersons from here on out. During my term we had a Miss America – we have had 22% percent of the Miss America’s since I’ve been on the board and we’ve had two of the last nine; the only guy ever to lead us to the Orange Bowl; and I got Buck to come to his first game in 52 years. But that’s the fun part about it – working with the President; with Tony on the academic issues; with Monica on the finance issues, which has been incredible; and David, you have done a magnificent job in redoing the health system here and we’re still going to make it to the Promised Land. This whole school has moved forward a great deal with Nancy being here in the last 5 ½ years. It will continue to do so. Otto’s raising of the money has been incredible and beautiful to see because we have such great, loyal alums and friends here in the community. The phone calls that I have received the last two or three days, based on what the newspaper has said, has been so supportive of what’s been going on at the University. So, I appreciate the nice words and taking back that (*pounded the gavel*). It is not about me, it is about all of you. Most importantly, it is about you two and your associates (*pointing to Seth Vensil and Ryan Rosensweig*). We are here to educate students. You are the only two guys who brought laptops. Ya’ll need to get education. That’s why we do it. Thank you so very much. It has been an honor. (*Applause*)

Mr. Wyler:

I will now call for an Executive Session.

Mr. Barrett:

Jeff, before we go into Executive Session, I just want to make two comments. One, on a personal note, it has been a real honor for me to serve under you as Chairman. I cannot believe your dedication to the University, how successful you have been, all the things you’ve done are simply remarkable. I just cannot thank you enough for all you’ve



done. Really, I'm just so impressed with all your accomplishments here. They are wonderful.

Mr. Wyler:

Thank you Fran.

Mr. Barrett:

The second thing I wanted to say is the Orange Bowl was an incredible experience. This is our first meeting since the Orange Bowl, what that has done for the University is unbelievable. To see all the people from Cincinnati down in Florida, students, alumni, fans – it was unbelievable experience. I don't think it gets any bigger than the Orange Bowl and I hope we can do it again. It was wonderful.

Mr. Wyler:

Well the Orange Bowl people want us back – I can tell you that. Thank you Fran.

### **Executive Session**

Mr. Wyler:

I'll now call for an executive session. There will be no business conducted at the conclusion of the executive session. Our next board meeting will be here on, when?

Ms. Stringer:

March 17<sup>th</sup>.

Mr. Wyler:

A little typo in my notes here, March 17, 2009. Thank you very much for being here.

May I have a motion to enter into Executive Session for the purpose of litigation – conferring with counsel concerning disputes involving the university and Personnel

Management Issues – to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official?

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

**AYE:** Mr. Wyler, Mr. Niehoff, Mrs. Heimann, Mr. Barrett, Mr. Humes, and Mr. Richardson

**NAY:** None.

**ABSENT:** Dr. Bhati, Mr. Heiman, and Mrs. Buchanan

Upon proper motion and second, the Executive Session adjourned at 12:15 p.m.

**Adjournment**

There being no further business before the Board, upon proper motion and second, the meeting adjourned at 12:20 p.m.

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H.C. BUCK NIEHOFF, CHAIRPERSON

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C. FRANCIS BARRETT, SECRETARY