

UNIVERSITY OF CINCINNATI

Official Proceedings of the

Three Hundred and Fifty – Fifth Meeting of the Board of Trustees

(A Special Meeting)

July 18, 2017

The Three Hundred and Fifty – Fifth Session of the Board of Trustees of the University of Cincinnati was opened at 1:03 pm on Tuesday, July 18, 2017, in the University Pavilion at 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*.

Thomas D. Cassady, Chairperson of the Board of Trustees, presided.

Mr. Cassady asked that roll be called.

BOARD MEMBERS PRESENT: Thomas D. Cassady, Kim Heiman, Thomas E. Mischell, Margaret K. Valentine, Geraldine B. Warner,

BOARD MEMBERS ABSENT: Phil D. Collins, Ronald D. Brown, William C. Portman, III, Rodney Williams

ALSO PRESENT: Neville G. Pinto, President;
Robert Ambach, Senior Vice President for Administration and Finance;
Debra Merchant, Vice President for Student Affairs;
Aniesha Mitchell, Director of Student Code of Conduct;
Lori Ross, General Counsel;
Nicole Blount, Executive Assistant to the Board of Trustees;

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SPECIAL MEETING OF THE BOARD OF TRUSTEES

Mr. Cassady:

Good afternoon everyone, and thank you all for being here today. The meeting will now come to order. The Three Hundred and Fifty-Fifth Session of the Board of Trustees of the University of Cincinnati is hereby convened.

We have two action items we are voting on today. Item number one is approval of the amended Student Code of Conduct. Debra Merchant, will you comment on this recommendation?

Ms. Merchant:

Thank you for including approval of recommended changes to the Student Code of Conduct (SCOC) on the meeting agenda this afternoon. I have Aniesha Mitchell here with me today, as she was really instrumental in doing the heavy lifting of the changes here today. The purpose of the Student Code of Conduct is to inform students of their rights and responsibilities, outline acceptable and unacceptable student behavior, identify procedures to address student behavior that conflicts with community values and standards reflected in university policies and recommend potential sanctions, interventions and measures designed to educate and safeguard the Bearcat community and its members. The purpose of these changes is to ensure that the university can adequately respond to student conduct that interferes with the university's mission to educate students and to create a safe learning community.

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To ensure the University is meeting the evolving needs of our student body, the Student Code of Conduct is reviewed and reevaluated on a regular basis. Review and revisions to the SCOC were made consistent with the procedures set forth in Rule 3361:40-5-03. In general, the changes tightened up or revised language for clarity, expanded some language to reflect current practices in community and/or student development and adjusted some aspects of the conduct processes to ensure timely resolution of complaints.

Mr. Cassady:

Thank you very much, Kim would you like to add anything to this? I know as chair of the Academic and Student Affairs committee, you have been working closely on this.

Mrs. Heiman:

Yes, I would like to especially thank Aniesha for doing such a comprehensive job on this. She included the students, faculty, and so many parties. One of the fascinating jobs was that they had an online portal where everyone could make comments. I'd also like to thank the Student Affairs Committee for their questions, Ryan Makinson, graduate student trustees and Lori, for all your legal support. This has been vetted quite a bit and I hope that the board will approve it.

Mr. Cassady:

Thank you, one more comment, I would like to ask our student body president, Bashir Emlemdi whether or not the students had enough opportunity to review this and that you had opportunities to address questions you might have had and if you feel those concerns have been addressed.

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Mr. Emlemdi:

I definitely think it has been very well vetted as previously stated, there was an online portal for both students and community members to take a look at. In terms of physical representation, this document has gone through two different government bodies of the student senate. Both read, commented and reviewed the changes and accepts the changes. I am very lucky to have worked with V.P. Debra Merchant and Aniesha Mitchell who have both overseen these revisions.

Mr. Cassady:

Thank you Bashir and thanks for your work to get it to where it is. Any other questions or comments? Hearing none, item number two is approval of the amended Code of Regulations of UC Healthcare System and the amended Written Declaration of UC Health, LLC. Lori Ross, will you comment on this recommendation?

Ms. Ross:

Sure, the board has been asked to approve the revisions proposed by UC Health to the governing documents of both UC Health, LLC and the UC Healthcare System. The two governing documents at issue are The Code of Regulations of UC Healthcare System (exhibit A in your materials) and the Written Declaration of UC Health, LLC (exhibit B in your materials). Under the terms of the current Code of Declarations, any changes must be approved by UC's Board of Trustees. To share background information, UC Health, through Trustee Portman who is also a member of UC Health board along with some key leaders of their board have expressed concern that the workload over there cannot be met by the current nine-person board of directors.

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The proposed changes to the UC Health Written Declaration (exhibit B) would expand the UC Health LLC. board from nine to thirteen. Of the four people being added, two would be at large members, one would be a current or former UC Trustee and one would be a current or former UC Trustee or UC Foundation Trustee. That is the primary change, some additional changes to the written declaration include renaming and adding two new committees an investment committee and a strategy committee. UC will have at least one guaranteed spot on the newly added strategy committee. And they've also proposed adding a new term limit on the chairs of both UC Health and the Healthcare system. A person could no longer serve as chair beyond six consecutive years.

Other changes have also been proposed for the Healthcare System's Code of Regulations, currently they are regulated by five directors of the UC Healthcare System, one former UC or Foundation Trustee, one current UC trustee, one advisory board member of a hospital, referred to as Hospital Director, one UCP physician and one at large position. UC Health proposes to eliminate the Hospital Director slot and instead have two at large director slots. While this document was being looked at, there was some thought that we would be better served by eliminating the possibility of having a former Foundation Trustee filling on of the five slots and instead limiting it to just a former UC Trustee.

Other changes to the document, less significant changes which UC Health has shown in redline in the attached documents, primarily relating to the elimination of references to specific board members by name. And that is it for the two documents, exhibit A and exhibit B in your diligent documents.

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Mr. Cassady:

Thank you, Lori. Are there any questions? Seeing none, may I have a motion and second to approve recommendation items one and two?

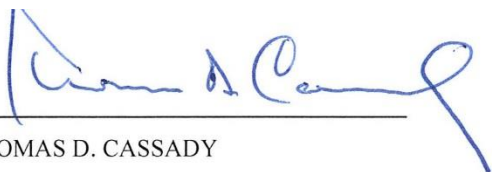
Upon motion called by Mr. Mischell, and second by Mrs. Heiman, the Board voted to approve the recommendation by the following roll call vote:

AYE: Thomas Cassady, Geraldine Warner, Thomas E. Mischell, Kim Heiman,
Margaret K. Valentine

NAY: None

ABSENT: William C. Portman, III, Ronald D. Brown, Phil D. Collins, Rodney
Williams

Motion passed. Thank you all for coming today. There being no further business, this meeting is adjourned. Our next Regular Board Meeting will be held on Tuesday, August 22, 2017. Thank you.



THOMAS D. CASSADY
CHAIRPERSON



GERALDINE B. WARNER
SECRETARY