

**KENT STATE UNIVERSITY  
BOARD OF TRUSTEES  
September 15, 2021  
Design Innovation (DI) Hub, Room 250**

**Board Members Present**

Shawn Riley, Chair  
Virginia Addicott  
Pamela Bobst  
Haley Crews  
Barry Fetterman  
Robert Frost  
Robin Kilbride  
Dylan Mace  
Donald Mason  
Stephen Perry  
Sandra Volpe  
Ann Womer Benjamin

**KSU President's Cabinet Present**

Todd Diacon, President  
Sean Broghammer  
Doug Delahanty  
Nick Gattozzi  
Amoaba Gooden  
Lamar Hylton  
Rebecca Murphy  
Mark Polatajko  
John Rathje  
Randale Richmond  
Charlene Reed  
Melody Tankersley  
Willis Walker

**CALL TO ORDER**

Chair Riley called the meeting to order at 8:09 a.m. Trustee Kilbride called the roll, and a quorum was present. Newly appointed trustee Johnathan Holifield participated in the meeting electronically.

**PROOF OF NOTICE**

Chair Riley announced that public notification of the meeting was given pursuant to Ohio law and university policy. He thanked all for their flexibility and dedication to Kent State. He said he was pleased to welcome new trustees Johnathan Holifield and Haley Crews, who were appointed by Governor Mike DeWine on Aug. 27, 2021.

**ELECTION OF NATIONAL TRUSTEES**

Chair Riley stated that the first order of business was the election of two national trustees nominated by the Board's Nominating and Governance Committee. The committee recommended that Barry E. Fetterman and Sandra M. Volpe, both of whom were in attendance, be elected to three-year terms, effective immediately. He asked for a motion for the election of Barry Fetterman and Sandra Volpe as recommended.

**ACTION: Trustee Addicott moved, seconded by Trustee Frost, that the motion be approved. There were no objections. The motion passed.**

Chair Riley then welcomed and thanked Barry Fetterman and Sandra Volpe for their willingness to serve.

### **EXECUTIVE SESSION**

Chair Riley said that in accordance with Chapter 121.22, section G of the Ohio Revised Code, the Board had a need to meet in Executive Session for the purposes of: (i) considering the employment and compensation of a public employee or official [121.22(G)(1)]; and (ii) considering matters of real estate for public purposes [121.22 (G)(2)].

Trustee Mason moved, seconded by Trustee Bobst, that the Board retire into Executive Session. Trustee Kilbride took a roll call vote of the membership. By virtue of a unanimous roll call vote, the Board adjourned into Executive Session at 8:12 a.m., which concluded at 9:58 a.m.

By approval of a motion made by Trustee Kilbride and seconded by Trustee Bobst, the Board returned to public session for the Committee of the Whole session at 10:02 a.m.

### **COMMITTEE OF THE WHOLE**

The Board's Committee of the Whole session convened at 10:00 a.m.

Chair Riley thanked President Diacon and the team for focusing the session on Intercollegiate Athletics and the department's newly developed strategic plan, *Play as One*. President Diacon then introduced Randale Richmond, director of athletics. Mr. Richmond presented an overview of the *Play as One* plan, which was developed with extensive engagement of internal and external stakeholders over the past year. View plan highlights at the link:

<https://www.youtube.com/watch?v=3YBg3rOOq6o&t=1s>

Chair Riley thanked Director Richmond for his presentation and said the Board looked forward to continuing conversations on the future of Kent State Athletics.

The Committee of the Whole session concluded at 11:15 a.m. By approval of a motion made by Trustee Addicott and seconded by Trustee Bobst, the Board recessed until 11:30 a.m., at which time it returned to public session for the Board's business meeting.

### **BOARD BUSINESS MEETING**

Chair Riley reconvened the Board of Trustees for the business portion of the meeting at 11:30 a.m. He began by welcoming four new trustees who were joining the Board for the first time.

First, he introduced Graduate Student Trustee Haley Crews whose term will run through May 2023, noting that she is pursuing her master's degree in sociology after earning her undergraduate degree at the University of Mount Union. He applauded Trustee Crews for her passion about higher education governance. At Mount Union she served as a member of the Board of Trustees Student Affairs Committee, Faculty Senate, Student Government and served on the university's

most recent presidential search committee, he stated. Chair Riley further noted that Trustee Crews is a native of Wellsville, Ohio, and took her first course for college credit at Kent State University at East Liverpool. Trustee Crews said she is excited to have the chance to work with all who serve the university as best as she can.

Next, Chair Riley welcomed Jonathan Holifield, who joined the meeting electronically. He said that Trustee Holifield is a voting member of the Board whose term will run through May 2027. He serves as senior vice president for new economies for Bitwise Industries, leading the venture-backed tech training company's expansion into underserved cities. Chair Riley further noted that Trustee Holifield has more than 20 years of experience in local economic development and non-profit organizations, the federal government, and the private sector. He most recently served as executive director of the White House initiative on historically black colleges and universities (HBCUs). Trustee Holifield expressed his pleasure in joining the Board of Trustees. He shared his strong interests in innovation, competitiveness and inclusion, and said he hopes to complement the excellent leadership already in place at Kent State.

Chair Riley next welcomed national trustees, Barry Fetterman and Sandra Volpe, both of whom were elected that morning to three-year terms as non-voting national trustees. The Board created the position of National Trustee in 2010 recognizing that the university's governance could be well served by national trustees whose attributes include but are not limited to diverse cultural, geographic, business, professional, public service and civic backgrounds. Both trustees Fetterman and Volpe demonstrate this brand of leadership and cutting-edge thinking, he noted.

He introduced Trustee Fetterman, who has been a founder, principal, regional manager and portfolio manager for investment and financial services firms across the country. He is a resident of Bainbridge Island, Washington. He has been very involved at Kent State, serving as a member of the Kent State University Foundation Board of Directors since 2000, including 10 years on that board as the board's chair and chair of its Investment Committee. A four-year letter winner and co-captain of the men's soccer team at Kent State, Trustee Fetterman recently served on the successful search committee for Kent State's new Director of Athletics, Chair Riley noted. Trustee Fetterman said that he was very pleased to join the Board of Trustees. He added that he and his wife Joann, whom he met at Kent State, care very deeply about the university.

Chair Riley introduced Trustee Sandy Volpe, a resident of the Pittsburgh area and senior vice president of strategic planning, communications and business development solutions for FedEx Ground. Her appointment not only represents the deeper engagement of a highly successful alumnus but also continues the outstanding relationship between Kent State and alumni senior management of FedEx, he said. Trustee Volpe is very experienced in board governance for both corporations and nonprofits. She serves as vice chair of Kent State's College of Business Administration's Advisory Council. Chair Riley commented that being a KSU alum runs in her family, as her son Daniel graduated from Kent State in 2020. Trustee Volpe said she looked forward to contributing to the Board and listening and learning more about university operations.

Chair Riley thanked Design Innovation Initiative Director J.R. Campbell for hosting the meeting and for his wonderful presentation earlier that morning about the Design Innovation Hub.

Finally, Chair Riley thanked the entire administrative team for putting together the Board meeting. He expressed his pleasure that this was the first time since March 2020 that the Board was able to meet in person with members of the public present. He then called attention to the rules governing public attendance at Board of Trustees meetings, which were printed on the back of the meeting agenda handout. He noted that everyone in attendance should have received a copy and that extra copies were available if needed. He thanked all participants in advance for their cooperation with the rules governing public attendance.

### **APPROVAL OF THE AGENDA**

With that, Chair Riley moved to the agenda. He stated there was one addition to the agenda under New Business: the amendment of the employment agreement with President Diacon. Chair Riley asked whether there were any other changes or corrections to the agenda. Hearing none, the agenda was adopted by general consent.

### **APPROVAL OF THE MINUTES**

Next, Chair Riley asked if any trustee had additions or corrections to the minutes of the June 23, 2021, Board of Trustees meeting. Hearing none, the minutes were approved by general consent.

### **REPORT OF THE CHAIR**

Chair Riley thanked President Diacon and the entire team for opening the semester safely. He acknowledged the challenges but commended the university community upon the safe return of students, faculty and staff. He also thanked President Diacon and Director of Athletics Randal Richmond for a great presentation on the department's new strategic plan titled *Play as One*. It was clear that there is great enthusiasm in and about the athletics department, he said.

Chair Riley congratulated students who received their degrees at the August 8, 2021, Commencement ceremony. He said he appreciated the opportunity to participate in the outdoor event, which was exciting for students and families. He observed that the new practice of allowing graduates to sit with their families and friends really made a positive difference. He commended the university for hosting a special ceremony for the Class of 2020 during Homecoming festivities, as these graduates were unable to have an in-person experience last year due to pandemic restrictions.

Chair Riley then called on President Diacon for his report.

### **REPORT OF THE PRESIDENT**

President Diacon began by welcoming the new trustees, stating that while board members serve as uncompensated volunteers, he was hopeful that they would find their trustee experience to be priceless. Kent State values and benefits greatly from trustees' time, energy and good counsel, he said. He said he wanted to take the opportunity to share some recent Kent State accomplishments and to thank everyone who made these successes possible.

First, he reported that the Kent Campus graduation rate reached a record 67.5% for the 2020-2021 academic year. To put this accomplishment in its proper context, 10 years ago the rate was just below 50%, he said. At 67.5% Kent State's graduation rate surpasses several flagship universities in other states and is the highest for public universities in Ohio north of Columbus. Kent State exists first and foremost to educate and graduate students and to graduate them ready to succeed in their first job, in graduate school, and in jobs that do not even exist yet, he said. He remarked that access is important, but earning a degree is the real payoff for students. Kent State is not stopping after hitting this new high mark, he said. This past summer, the university announced the new Flashes Go Further Program to assist its students with the highest levels of financial needs. He noted that students who stop or drop out before earning a degree do so primarily because of an inability to pay for college. Flashes Go Further is the right program at the right time and it is a heavy lift, he said. Kent State has created efficiencies elsewhere in order to devote \$20 million per year in base funding to this program. This is Flashes Taking Care of Flashes in the most important of ways -- getting students to graduation, he noted. President Diacon said the pandemic has reminded everyone that people are our most important resource.

President Diacon then announced that Forbes magazine recently named Kent State University the eighth Best Employer of Women in Higher Education in the nation. This follows Forbes' ranking of Kent State as the fourth best employer in Ohio last year. For the 12th year in a row, Kent State was named a military friendly school for the quality of its programming and support for active duty and veteran students, he said. The Chronicle of Higher Education, in its Great Colleges to Work For rankings, named Kent State an Honor Roll institution recognized in seven of 10 total categories: Compensation and Benefits; Mission and Pride; Confidence in Senior Leadership; Faculty and Staff Well-being; Shared Governance; Faculty Experience; Diversity, Inclusion and Belonging. This marks the 10th time Kent State was named to the Great Places list, but the institution usually was recognized for excellence in just one category. Kent State is one of only 42 schools nationwide to achieve Honor Roll status and one of four public universities recognized in seven or more categories. So according to Great Colleges to Work For, Kent State University is a top 10 public university.

Kent State has an amazing School of Fashion, led by Director Louise Valentine and Dean of the College of the Arts Diane Petrella. The school was just ranked as the second-best public university fashion program in America, behind only New York City's Fashion Institute of Technology. The university's graduates routinely go on to do great things in the fashion industry and they are hired by the top firms in America and the world. He also acknowledged J.R. Campbell, who served for several years as director of the School of Fashion.

President Diacon said there are many more examples of the university's academic excellence including Kent State's recent recognition for having the highest combined GPA for all sports in the Mid-American Conference. Both Architecture and Environmental Design programs were ranked in the top 20 in the nation for graduating students that firms most want to hire and in the same study, both were ranked number one in Ohio, he said. Additionally, five Golden Flashes competed in the recently concluded Tokyo Olympic Games including Team Canada's men's golf squad of Corey Connors and Mackenzie Hughes.

Kent State's commitment to excellence extended to the recent hires of academic leaders, two of whom he then introduced. Dr. Versie Johnson Mallard is the new dean of the College of Nursing, joining KSU from the University of Florida where she served as associate dean of the College of Nursing. Dr. Johnson Mallard served as a National Institute of Nursing Research Fellow, earned as a principal co-investigator \$5 million in research funding in her career to date, and served as author or co-author of more than 50 scholarly publications, he said. He then asked Dr. Johnson Mallard to please rise and be formally welcomed to Kent State University.

Next, President Diacon said that it gave him great pleasure to introduce Dr. Diane Petrella, dean of the College of the Arts. She joined Kent State from the Conservatory of the University of Missouri-Kansas City, where she served as dean. Dr. Petrella has performed as a soloist or accompanist more than 60 times in her career including appearances in Mexico, Poland and several venues in the United States. She is the author of several publications and is a member of the International Council of Fine Arts Deans, he noted. President Diacon then asked Dean Petrella to stand and be formally introduced and welcomed to Kent State University.

Chair Riley thanked President Diacon for his report and asked him to present the personnel actions.

### **PERSONNEL ACTIONS**

President Diacon called on Senior Vice President and Provost Melody Tankersley to present the academic personnel actions. Dr. Tankersley stated that the academic personnel actions were considered routine in nature but included the request for emeritus status for seven outstanding faculty members who served the university well during their tenures.

President Diacon stated that another individual recommended for emeritus status was Sue Averill, who retired as associate provost on August 31. He remarked that every person who succeeds has that colleague who is not afraid to tell her/him/them that they are wrong and do it very gently and effectively. Sue Averill was one of those individuals for him when he served as provost, Dr. Diacon said.

He then turned to Senior Vice President for Finance and Administration Mark Polatajko who presented the non-academic personnel actions. Dr. Polatajko stated that all non-academic personnel matters were routine and customary in nature and the report stood as written. He noted the recommendation for emeritus status for Sue Averill as observed by President Diacon.

By general consent, the personnel actions were placed on the consent agenda for approval.

### **COMMITTEE REPORTS**

Chair Riley next moved to committee reports and recommendations. He first thanked the trustees for giving their time for standing committee meetings, which had been held remotely during the previous two weeks. He then explained that the recommendations from the standing committees would be placed on the consent agenda and acted upon in one motion unless any trustee wished

to remove an item for further discussion. At the end of every committee report, he would ask if any trustee wished to remove an item from the consent agenda, he said.

### **EXTERNAL RELATIONS AND PHILANTHROPY COMMITTEE**

Committee Chair Virginia Addicott reported that the External Relations and Philanthropy Committee met on September 8, 2021, to consider two naming recommendations and a fundraising and campaign update from Valerie Vargo, vice president for philanthropy and alumni engagement. She noted that she had congratulated Vice President Vargo on her permanent appointment to the position, which she held on an interim basis since June 2020. Trustee Addicott shared that she also welcomed three new members to the committee: trustees Dylan Mace, Jonathan Hollifield, and Sandy Volpe.

The committee reviewed two naming action recommendations, which were recommended for Board approval as part of the consent agenda. The first proposal was the naming of The Podiatry Foundation Foot and Ankle Clinic of the College of Podiatric Medicine.

#### ***NAMING OF THE PODIATRY FOUNDATION FOOT AND ANKLE CLINIC***

She explained that the proposed naming recognizes The Podiatry Foundation's landmark gift in support of the College of Podiatric Medicine. Its commitment of \$10 million is the largest single gift in university history to date, she said, including an outright gift of \$5 million as well as \$250,000 per year for the next 20 years. The proposed naming included the current Cleveland Foot and Ankle Clinic clinical space located on the first floor of the college's home in Independence and any future auxiliary clinical space that may be exclusively occupied by the Foot and Ankle Clinic.

### **Resolution 2021-62**

#### **NAMING OF THE PODIATRY FOUNDATION FOOT AND ANKLE CLINIC**

WHEREAS, the OCPM Foundation recognizes Kent State University's College of Podiatric Medicine as a leader in higher education and excellence in Northeast Ohio; and

WHEREAS, Kent State University Foot and Ankle Clinic (doing business as the Cleveland Foot and Ankle Clinic) is an Ohio non-profit corporation operated in association with the Kent State University College of Podiatric Medicine; and

WHEREAS, through this proposed naming action, the university wishes to recognize the generosity of the OCPM Foundation in providing a lump-sum gift of \$5,000,000 to benefit the students and faculty of the Kent State University College of Podiatric Medicine; and

WHEREAS, the OCPM Foundation also has pledged \$250,000 annually for the next 20 years in support of the College of Podiatric Medicine; now, therefore,

BE IT RESOLVED, that the Board of Trustees, on behalf of the Kent State University College of Podiatric Medicine and the current and future students and faculty who will benefit from this support, expresses sincere appreciation to the OCPM Foundation for its generosity; and

BE IT FURTHER RESOLVED, that the Kent State University Board of Trustees, in accordance with university policy, hereby names the Clinical Space of the College of Podiatric Medicine (now known as the Cleveland Foot and Ankle Clinic) as The Podiatry Foundation Foot and Ankle Clinic.

Trustee Addicott presented the second naming recommendation, the designation of the Harrick Garden Room in the University Library on Kent Campus.

*NAMING OF THE HARRICK GARDEN ROOM*

She explained that the proposed naming was in recognition of a \$375,000 gift honoring the memory of Rosemary and Richard Harrick. Mrs. Harrick served in the University Libraries as head of reference and government documents for 30 years.

**Resolution 2021-63**

**NAMING OF THE HARRICK GARDEN ROOM**

WHEREAS, Rosemary and Richard Harrick recognized Kent State University Libraries as a leader in higher education and excellence in Northeast Ohio; and

WHEREAS, Rosemary Harrick served as a librarian and staff member of Kent State University Libraries for more than 40 years; and

WHEREAS, Mrs. Harrick helped plan and coordinate the furnishings of the new University Libraries building in preparation for its grand opening in 1970, after which she served for more than 30 years as head of reference and government documents; and

WHEREAS, Richard Harrick established an unrestricted trust to the benefit of Kent State University Libraries that resulted in an outright gift of \$375,000; now, therefore,

BE IT RESOLVED, that the Board of Trustees, on behalf of Kent State University Libraries and the current and future students, faculty, staff and visitors who will benefit from the facility, expresses deep appreciation for the memory, legacy and generosity of Rosemary and Richard Harrick; and

BE IT FURTHER RESOLVED, that the Kent State University Board of Trustees, in accordance with university policy, hereby names Kent State University's Harrick Garden Room.

The naming actions were unanimously recommended for Board approval as part of the consent agenda, she noted.

The committee heard the most recent fundraising and campaign update from Vice President Vargo, said Trustee Addicott. The university is making great progress toward its comprehensive campaign goal and the committee was delighted to hear the university is well positioned to launch the public phase of the campaign as part of the university Homecoming activities on October 2. Vice President Vargo shared a detailed breakdown of campaign giving by affinity type with comparisons to industry standards and other metrics, she said. For Fiscal Year 2021, the Division of Philanthropy and Alumni Engagement met and surpassed its fundraising goal of \$20 million with final attainment of \$21,241,000, which represents 6.2% additional fundraising over the annual goal. Trustee Addicott shared that she congratulated Vice President Vargo and her team for their success in a very challenging year.

She reported that the university has set a fundraising goal of \$30 million for this fiscal year and is well on its way toward meeting that amount, with \$4.32 million received to date. With several principal gifts in progress and Giving Tuesday approaching, Vice President Vargo expressed confidence that the goal would be achieved. Giving Tuesday will focus on the university's campaign priorities, she said, emphasizing the importance of Board participation in the campaign. Last year Kent State raised a record \$2.3 million, aided by 100% participation of members of the Board of Trustees and the Kent State University Foundation Board of Directors. She thanked everyone for their leadership and support. She encouraged the Board's 100% participation again this year to provide vital matching funds.

Further, she said that in addition to hitting its fundraising goals, the Division of Philanthropy and Alumni Engagement will continue to develop and utilize key performance indicators for fundraising and alumni, donor and volunteer engagement. The division is finalizing a strategic plan to guide its activities over the coming three years. Finally, she stated that the division is committed to hiring a dedicated fundraiser and project manager to support the divisions of Diversity, Equity and Inclusion and Student Affairs. Vice President Vargo then provided a snapshot of gifts of \$100,000 and above that have been given since July 1, 2021. The list included a \$900,000 planned gift for the LGBTQ Plus Center and Studies and a \$720,000 gift split between Women's Golf and the Rising Scholars Program in Columbiana County, she noted.

Trustee Addicott then shared that Vice President Vargo had concluded her presentation with a discussion of Homecoming weekend. This year, Homecoming will coincide with the public launch of the comprehensive campaign, the groundbreaking for the Aeronautics and Engineering building expansion, a special commencement ceremony for the Class of 2020, and the Alumni Awards Dinner and Reception. She further noted that the Class of 2020 will be honored as the Homecoming Parade Marshals this year.

With that, Trustee Addicott concluded her report on behalf of the External Relations and Philanthropy Committee

Chair Riley asked whether any trustee wished to remove any of the recommended resolutions from the consent agenda. Hearing none, the resolutions were added to the consent agenda by general consent.

Chair Riley next called on Committee Chair Trustee Robert Frost to present the report of the Academic Excellence and Student Success Committee.

### **ACADEMIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE**

Committee Chair Frost shared that the Academic Excellence and Student Success Committee met on September 10, 2021, with four action items recommended for inclusion on the consent agenda.

#### ***CONFERRAL OF DEGREES SPRING 2021***

He reported the committee recommended the conferral of 4,936 degrees in Spring 2021 for approval by the Board of Trustees.

### **Resolution 2021-64**

#### **CONFERRAL OF DEGREES SPRING 2021**

WHEREAS, Section 3341.05 of The Revised Code of Ohio provides that "...On the recommendation of the (KSU) faculty, the (KSU) Board of Trustees may confer such honorary and academic degrees as are customarily conferred by colleges and universities in the United States..."; and

WHEREAS, the faculties, deans and directors of Kent State University's colleges and schools recommend that appropriate degrees be conferred on those Kent State students who completed – during the period December 19, 2020, to May 15, 2021 – the various requirements of the respective programs of study they pursued; and

WHEREAS, the university has recognized completion of said programs of study by awarding diplomas as appropriate at a suitable time, during the period cited, upon such persons listed in the accompanying Summary of Candidates for Degrees; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby confirms the conferral of their respective degrees upon those persons who have

been officially recorded by the Kent State University Registrar as having completed the requirements during said period December 19, 2020, to May 15, 2021.

Next, Trustee Frost presented revisions to university policies regarding faculty reappointment, faculty tenure, and faculty promotion.

*REVISION OF UNIVERSITY POLICIES REGARDING FACULTY  
REAPPOINTMENT, TENURE, AND PROMOTION*

The revisions were designed to improve guidance and clarity for the reappointment, tenure and promotion processes, he said. Changes will ensure consistencies in the timeframes for early tenure and early promotion, ensure all voting members of committees are full-time tenure track faculty, and specify how many additional materials may be added to the file. Trustee Frost noted that the proposed revisions came to the Board with the approval of the Faculty Senate, Provost, President, and the Academic Excellence and Student Success Committee.

**Resolution 2021-65**

**REVISION OF UNIVERSITY POLICIES REGARDING FACULTY  
REAPPOINTMENT, TENURE, AND PROMOTION**

WHEREAS, the Constitution of Kent State University requires the university to maintain a register of policies and procedures (University Policy Register); and  
WHEREAS, in accordance with its periodic review of institutional policies, the Office of the Provost in conjunction with the Faculty Senate Professional Standards Committee requests approval of revisions to three university policies within Chapter 6 to improve guidance and clarity regarding the reappointment, tenure, and promotion processes for faculty:

- a) Revisions to University Policy 3342-6-14 Regarding Faculty Tenure
- b) Revisions to University Policy 3342-6-15 Regarding Faculty Promotion
- c) Revision to University Policy 3342-6-16 Regarding Faculty Reappointment; and

WHEREAS, revisions to these university policies include the realignment of timeline for early tenure and early promotion, clarification of required meeting expectations and voting members, and revisions concerning the language used to request additional materials, or criteria changes; and

WHEREAS, the proposed policy revisions were reviewed and approved by the Faculty Senate, reviewed by the Office of General Counsel, and carry the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the revision of university policies 3342-6-14, 3342-6-15, and 3342-6-16, effective September 15, 2021.

Trustee Frost next presented a resolution for the revision of the Academic Excellence and Student Success Committee Charter.

*APPROVAL OF REVISED ACADEMIC EXCELLENCE AND STUDENT  
SUCCESS COMMITTEE CHARTER*

He noted that proposed revisions include expanding the list of committee liaisons as well as the removal of redundancies in the language, he said.

**Resolution 2021-66**

**APPROVAL OF REVISED ACADEMIC EXCELLENCE AND STUDENT  
SUCCESS COMMITTEE CHARTER**

WHEREAS, the Board of Trustees of Kent State University approved the revised Academic Excellence and Student Success Committee Charter on December 12, 2012; and

WHEREAS, a periodic review of the Academic Excellence and Student Success Committee Charter was performed; and

WHEREAS, the Academic Excellence and Student Success Committee Charter was revised to remain current and accurate; and

WHEREAS, the revision of this Academic Excellence and Student Success Committee Charter requires the approval of the Academic Excellence and Student Success Committee and the full Board of Trustees; now, therefore,

BE IT RESOLVED, that the Board of Trustees of Kent State University hereby approves the recommended revised Academic Excellence and Student Success Committee Charter.

Trustee Frost stated that the committee recommended the three resolutions be placed on the consent agenda for Board approval.

Finally, Trustee Frost presented that the committee was provided with two informational presentations. Senior Vice President and Provost Melody Tankersley, Senior Vice President for Student Affairs Lamar Hylton, and Associate Provost Manfred van Dulmen presented an opening of school update for Fall 2021. Associate Provost van Dulmen shared the various COVID-19 mitigation strategies in place for the university and reviewed testing and vaccine requirement phases for the academic year. Senior Vice President Hylton presented a Student Affairs update on the Fall Semester detailing the residential experience, student health and wellbeing, and student engagement in co-curricular activities. In order to promote campus health and safety, Student Affairs reduced capacity in residence halls to approximately 5,300 students and expanded both COVID-19 testing strategies and student mental health efforts, he noted.

Trustee Frost then noted that Dr. Hylton made particular mention of the outstanding work of Dean of Students Talea Drummer-Ferrell.

Next, Trustee Frost stated that Interim Vice President for Enrollment Management Sean Broghammer presented an update on enrollment management. He focused on the incoming class of 2025, the pandemic's impact on continuing enrollment, and Kent State's intentional focus on access, completion and outcomes for its students. He shared demographics for the incoming class including record-breaking enrollment in the Honors College. He also highlighted strategies to prioritize and stabilize regional campus enrollments which, like community colleges, often see enrollments decline as employment opportunities increase.

Trustee Frost then concluded his report for the Academic Excellence and Student Success Committee.

Chair Riley thanked Trustee Frost and asked if any trustee wished to remove the resolutions from the consent agenda for further discussion. Hearing no objections, the resolutions were added to the consent agenda.

He then called on Committee Chair Donald Mason to present the report of the Audit and Compliance Committee.

#### **AUDIT AND COMPLIANCE COMMITTEE**

Committee Chair Mason stated that the members of the Audit and Compliance Committee met with university leadership electronically on September 8, 2021. He shared that Sarah Gampo, director of internal audit, provided the committee with the report, Fourth Quarter Internal Audit Plan Review and Activities. There were no unusual items to report, he noted. Trustee Mason said that Ms. Gampo also reviewed the Report of the Internal Audit Activities for Fiscal Year 2021. He said that internal control and risk management issues included as audit findings in internal audit reports are assigned a high-, medium- or low-risk rating and further explained that the risk rating indicates the priority for management action to address the issue. The methodology is based on an assessment of the severity of potential impact from the issues and their likelihood of occurrence. There had been significant progress in closing previous open audit recommendations and follow-up on open items will continue until all items have been completed, he said.

Trustee Mason then shared that Dr. Mark Polatajko had introduced Vice President for Information Technology John Rathje and Chief Information Security Officer Robert Eckman for the committee's annual report on cybersecurity. They presented information on cybersecurity challenges in the past year, how Kent State has been mitigating risk, and priorities and strategies moving into the future, he noted.

With that Trustee Mason concluded his report of the Audit and Compliance Committee.

Chair Riley observed that the quality of the reporting at Kent State is very impressive. As a longtime member of the audit committee, he commended those responsible for restructuring the reports so that information reviewed by the committee is much easier to follow.

Next, Chair Riley called on Committee Chair Stephen Perry to present the report of the Finance and Administration Committee.

### **FINANCE AND ADMINISTRATION COMMITTEE**

Committee Chair Perry announced that the Finance and Administration Committee met electronically on September 13, 2021, to discuss several items to be considered by the Board. In addition to the non-academic personnel actions that were recommended to the consent agenda, approval was requested for several management decision items recommended for inclusion on the consent agenda.

Trustee Perry presented the proposed authorization of a memorandum of understanding (MOU) between Kent State University and AFSCME Local 153.

#### ***CONSIDERATION AND APPROVAL OF MEMORANDUM OF UNDERSTANDING BETWEEN KENT STATE UNIVERSITY AND AFSCME LOCAL 153***

The proposed MOU provides for an increase of union member wages by 2% effective October 1, 2021, instead of the current contract provisions of 1.5%. He noted that with this action, all eligible faculty and staff will receive the same wage increase this fiscal year.

### **Resolution 2021-67**

#### **CONSIDERATION AND APPROVAL OF MEMORANDUM OF UNDERSTANDING BETWEEN KENT STATE UNIVERSITY AND AFSCME LOCAL 153**

WHEREAS, the Collective Bargaining Agreement (Labor Agreement) between Kent State University and the Kent State University Employees Local 153, American Federation of State, County and Municipal Employees (AFSCME) has a current term of October 1, 2019, through September 30, 2022; and

WHEREAS, the parties have negotiated certain modified provisions to the Labor Agreement, specifically concerning wages; and

WHEREAS, the parties have agreed to all relevant terms regarding such provisions and included these in a Memorandum of Understanding; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees, hereby approves the Memorandum of Understanding, dated August 20, 2021.

Next, Trustee Perry presented the request for approval of the Fiscal Year 2022 University Budget.

*APPROVAL OF FISCAL YEAR 2022 UNIVERSITY BUDGET*

Trustee Perry explained that given the uncertainties relative to the state's biennial budget and the impact of the pandemic on enrollment for the Fall 2021 semester, in June 2021 the Board approved an expense authorization resolution at fiscal year 2021 levels. This action was taken with the expectation that a formal budget proposal for fiscal year 2022 would be prepared for review and approval at the Board's September 2021 meeting, he said. The recommended university budget for fiscal year 2022 recognizes the importance of access, degree completion, faculty research, and employee wellbeing. It preserves the university's sound financial position by continuing to limit additional hires and administrative and non-academic expenditures. Trustee Perry noted that the proposed balanced budget reflects total revenues and expenditures of \$646.9 million systemwide and that schedules detailing the total proposed university unrestricted operating budget were provided as attachments in the board book.

**Resolution 2021-68**

**APPROVAL OF FISCAL YEAR 2022 UNIVERSITY BUDGET**

WHEREAS, an annual budget is prepared to provide a financial plan to guide the university for the fiscal year; and

WHEREAS, due to the ongoing State of Ohio budget deliberations, the Kent State University Board of Trustees adopted an expenditure authorization resolution (Resolution 2021-34) on June 23, 2021, to permit continuing university operations at Fiscal Year 2021 levels into the new fiscal year that began July 1, 2021; and

WHEREAS, on that date the Board also approved Resolution 2021-35 authorizing the Tuition Guarantee Model for the Fall 2021 entering cohort at rates not to exceed those authorized by Am. Sub. H.B. 110 of the 134<sup>th</sup> General Assembly, and retained all other tuition rates at prior-year levels; and

WHEREAS, the university is prepared to approve a final Fiscal Year 2022 budget now that additional information has been obtained regarding the anticipated impact of enrollment along with the projected State Share of Instruction (SSI); and

WHEREAS, the recommended university budget recognizes the importance of affordability, supports student success, addresses critical commitments and strategic investments, and reflects the keen emphasis the Board and the university community have placed on effectiveness, efficiency, and resource optimization; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the attached proposed operating budget for Fiscal Year 2022.

He then shared the request for approval of the selection of two vendors -- Visit Healthcare and Vault Medical Services -- to provide COVID-19 testing and lab processing services for Kent State University.

*APPROVAL OF VENDOR SELECTION FOR COVID-19 TESTING AND LAB PROCESSING SERVICES*

Trustee Perry noted that due to the ongoing COVID-19 pandemic, the university requires COVID-19 testing and laboratory processing services during the year. A request for proposal was completed by University Health Services, which selected the two vendors as providing the best full overall value. He further presented that the proposed purchase agreement would be for an initial term of one year with a university option to renew for up to four, one-year periods. The estimated cost of the one-year term is \$6,314,000 based upon the current expectation for testing and will be funded by federal pandemic relief dollars. Future testing needs would be based on the same per-test cost that is included in the initial contract. If the number of tests required is reduced, the cost of the contract will be reduced, he stated.

**Resolution 2021-69**

**APPROVAL OF VENDOR SELECTION FOR  
COVID-19 TESTING AND LAB PROCESSING SERVICES**

WHEREAS, University Policy 3342-7-12 requires Board of Trustees approval of any single agreement to purchase goods and/or services with an estimated total cost of \$1 million or more, including the initial term and any optional renewals; and

WHEREAS, Kent State University requires an agreement to provide COVID-19 testing services; and

WHEREAS, in response to a request for proposal issued by Kent State University, Visit Healthcare and Vault Medical Services provided the proposals with the best overall value; and

WHEREAS, the estimated cost for COVID-19 Testing for an initial one-year term is \$6,314,000 and will be funded by federal relief dollars provided through the Higher Education Emergency Relief Fund (HEERF), and

WHEREAS, four additional one-year renewal options will be available at the same per test cost for future testing needs; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to enter into a

contract with Visit Healthcare and Vault Medical Services for the provision of COVID-19 Testing Services for one year plus a university option to renew up to four, one-year options in accordance with University Policy 3342-7-12.

Trustee Perry then requested Board approval of the recommended selection of a vendor to supply and deliver aviation fuel to the Kent State University Airport.

*APPROVAL OF VENDOR SELECTION TO SUPPLY AND DELIVER AVIATION  
FUEL TO KENT STATE UNIVERSITY AIRPORT*

Trustee Perry reported that the university requires a vendor to supply and deliver aviation fuel to the university airport in Stow for the use of student pilots as well as private pilots who utilize the facility. A request for proposal was completed by the Kent State University Airport administrators, who selected Purvis Brothers, Inc., as the vendor that offered the best overall value. He noted that the proposed purchase agreement will be for an initial term of two years with an estimated total cost of \$630,000, with university options to renew up to three additional one-year periods. The total cost of the purchases will be funded by Kent State University Airport.

**Resolution 2021-70**

**APPROVAL OF VENDOR SELECTION TO SUPPLY AND DELIVER  
AVIATION FUEL TO KENT STATE UNIVERSITY AIRPORT**

WHEREAS, University Policy 3342-7-12 requires Board of Trustees approval of any single agreement to purchase goods and/or services with an estimated total cost of \$1 million or more, including the initial term and any optional renewals; and

WHEREAS, Kent State University requires an agreement to purchase aviation fuel; and

WHEREAS, in response to a request for proposal issued by Kent State University, Purvis Brothers Inc. provided the proposal with the best overall value; and

WHEREAS, the estimated cost for a two-year initial term is \$630,000 with the potential of three additional one-year periods at approximately \$315,000 per year to be funded by the Kent State University Airport; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to enter a contract with Purvis Brothers Inc. for the provision of aviation fuel for the Kent State University Airport for two years plus a university option to renew up to three additional one-year periods in accordance with University Policy 3342-7-12.

Trustee Perry next presented a request for approval of vendor selection for a web-based learning and assessment system.

*APPROVAL OF VENDOR SELECTION FOR A WEB-BASED LEARNING AND ASSESSMENT SYSTEM*

Trustee Perry stated that Kent State University requires an adaptive mathematics software system that can integrate both placement and course applications, allowing students to be efficiently and appropriately placed into the full range of Kent State freshman mathematics courses. In response to a request for proposal, a university evaluation committee selected ALEKS software program from McGraw-Hill Education as the product with the best overall value. The proposed contract will be for an initial term of two years at approximately \$1 million, with the university's option to renew up to three additional one-year periods at \$500,000 each year, he said.

**Resolution 2021-71**

**APPROVAL OF VENDOR SELECTION FOR A WEB-BASED LEARNING AND ASSESSMENT SYSTEM**

WHEREAS, University Policy 3342-7-12 requires Board of Trustees approval of any single agreement to purchase goods and/or services with an estimated total cost of \$1 million or more, including the initial term and any optional renewals; and

WHEREAS, Kent State University requires an adaptive mathematics software system that can integrate both placement and course applications, allowing students to be efficiently and appropriately placed into the full range of Kent State freshmen mathematics courses; and

WHEREAS, the estimated cost for these services is a two-year initial term of \$1,000,000, with the potential of three, one-year extensions at \$500,000 annually; and

WHEREAS, in response to a request for proposal issued by the Kent State University Procurement Department, McGraw-Hill Education provided the proposal with the best overall value; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to enter a contract with McGraw-Hill Education for the purchase of the ALEKS web-based learning and assessment system for two years plus a university option to renew up to three additional one-year periods, in accordance with University Policy 3342-7-12.

Next, Trustee Perry said that approval was being requested to amend the ground lease with the Board of Education of the Berkshire Local Schools.cfcf

*AMENDMENT OF GROUND LEASE WITH BOARD OF EDUCATION OF  
BERKSHIRE LOCAL SCHOOL DISTRICT*

He noted that the Berkshire Local Schools leadership requested an additional 3.5 acres of land to allow for the complete siting and development of the district's athletic complex. The proposed amendment will increase the total leased parcel to just over 34 acres and does not have any impact on future plans of Kent State University, he reported.

**Resolution 2021-72**

**AMENDMENT OF GROUND LEASE WITH BOARD OF EDUCATION  
OF BERKSHIRE LOCAL SCHOOL DISTRICT**

WHEREAS, Kent State University owns real property in Burton, Geauga County, Ohio, which is part of Kent State University at Geauga; and

WHEREAS, Sections 3345.12(A)(5) and (Q) of the Ohio Revised Code authorize the university to "lease lands or interests in land owned by it;" and

WHEREAS, pursuant to Section 3313.37(A)(1) of the Ohio Revised Code, the Board of Education of the Berkshire Local School District ("School District") is authorized to "build, enlarge, repair and furnish the necessary schoolhouses" and to "purchase or lease sites therefor;" and

WHEREAS, in May 2018 the district's voters passed a 3.65-mill levy to help fund design and construction of a PK-12 educational facility on the Geauga Campus; and

WHEREAS, the School District has leased real property from the university on the Geauga Campus for construction of a PK-12 educational facility and related improvements pursuant to that certain lease agreement dated October 16, 2018; and

WHEREAS, the School District desires to construct an athletic stadium on the leased parcel as an amenity of the PK-12 educational facility; and

WHEREAS, the School District requires an additional 3.5519 acres of surplus university real property to support the athletic stadium; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration, to enter into an amendment to the ground lease dated October 16, 2018, with the Board of Education of the Berkshire Local School District to add 3.5519 acres of surplus university real property to the leased parcel and effectuate the purpose of this resolution.

He then presented the request for approval of a revision of the Finance and Administration Committee Charter. The charter was last approved on March 13, 2013.

*APPROVAL OF REVISED FINANCE AND ADMINISTRATION COMMITTEE  
CHARTER*

Trustee Perry shared that after a periodic review, it was requested that the Finance and Administration Committee charter be revised to designate the Senior Vice President for Finance and Administration as the committee's principal liaison; add a reference to the contract approval in accordance with University Policy 3342-7-12; and remove two responsibilities that are now being addressed by other committee charters.

**Resolution 2021-73**

**APPROVAL OF REVISED FINANCE AND ADMINISTRATION  
COMMITTEE CHARTER**

WHEREAS, the Board of Trustees of Kent State University approved the revised Finance and Administration Committee Charter on March 13, 2013; and

WHEREAS, a periodic review of the Finance and Administration Committee Charter was performed; and

WHEREAS, the Finance and Administration Committee Charter was revised to remain current and accurate; and

WHEREAS, the revision of this Finance and Administration Committee Charter requires the approval of the Finance and Administration Committee and the full Board of Trustees; now, therefore,

BE IT RESOLVED, that the Board of Trustees of Kent State University hereby approves the recommended revised Finance and Administration Committee Charter.

Trustee Perry then reported that following the Executive Session that morning and on behalf of the Board, he was presenting for consideration the approval of the purchase of two properties located at 226 and 230 South Lincoln Street in Kent, Ohio.

*PURCHASE OF 226-230 SOUTH LINCOLN STREET, CITY OF KENT*

The purchase of these properties will support future campus needs and strategic priorities, Trustee Perry said. The properties are in close proximity to other Kent State properties and when combined with existing university property, will enhance the use and value of all the sites, he noted. The seller has agreed to a purchase price of \$615,000 for both properties, which equals the

combined appraised value. He stated that upon approval by the Board of Trustees, the required approvals to purchase the properties will be sought from the State of Ohio.

### **Resolution 2021-74**

#### **PURCHASE OF 226-230 SOUTH LINCOLN STREET, CITY OF KENT**

WHEREAS, properties owned by Judy A. Smith located at 226 South Lincoln Street, Kent, Ohio 44240, Parcel ID 17-024-40-00-131-000 and adjacent property located at 230 South Lincoln Street, Kent, Ohio 44240, Parcel ID 17-024-40-00-134-000, are available for purchase; and

WHEREAS, the Smith properties are within the strategic acquisition area identified by the university; and

WHEREAS, these parcels located at 226 and 230 South Lincoln Street Avenue have been appraised by an independent appraiser at \$350,000 and \$265,000, respectively; and

WHEREAS, the two appraisals are equal to the total purchase price of \$615,000 for both properties; and

WHEREAS, funds are available for the purchase of these properties from the university's real estate fund; and

WHEREAS, upon receipt of authorization by the Board of Trustees to purchase the Smith properties, the required approvals will be sought from the State of Ohio; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to proceed with and conclude the purchase of parcels of land owned by Judy A. Smith located at 226 South Lincoln Street and 230 South Lincoln Street in the City of Kent, for the sum of \$615,000, upon such terms and conditions the Senior Vice President deems appropriate.

Trustee Perry then stated that the committee also reviewed informational items routinely provided to the Board for its consideration.

This concluded Trustee Perry's report of the Finance and Administration Committee.

Chair Riley asked whether any trustees wished to remove any of the proposed resolutions from the consent agenda for further discussion. Hearing none, the resolutions were added to the consent agenda by general consent.

Chair Riley then thanked Trustee Perry for his report. Having previously chaired the committee, Chair Riley is very aware of the amount of work that goes into both leading and serving as a member of the group.

Chair Riley asked for a motion to approve the consent agenda, which included the personnel actions and recommendations from the standing committees.

**ACTION: Trustee Bobst moved, seconded by Trustee Addicott, that the motion be approved. There were no objections. The motion passed.**

### **NEW BUSINESS**

Chair Riley stated there were four items of new business to be presented to the Board, with the first being the establishment of a new university policy that would permit the electronic attendance of trustees on a limited basis.

*APPROVAL OF UNIVERSITY POLICY 3342-2-12 ATTENDANCE BY  
MEMBERS OF THE KENT STATE UNIVERSITY BOARD OF TRUSTEES AT A  
MEETING BY MEANS OF ELECTRONIC COMMUNICATIONS*

Chair Riley observed that members of the Board of Trustees were delighted to resume in-person meetings. Trustees value opportunities to meet on campus and to see and hear firsthand the work of the university's talented students, faculty and staff. While the full Board of Trustees will continue to hold its meetings in person, the proposed policy will add greater flexibility for trustees' participation, which makes sense since all the Board members are volunteers and most have demanding employment and other responsibilities, he said.

He called on Trustee Addicott to present the resolution. She reported that as part of the Amended House Bill 110, the Ohio General Assembly empowered boards of trustees to establish a policy permitting participation in board meetings by means of electronic communication. The law defined the terms for such a policy, should the Board wish to enact one. The full Board of Trustees will continue to meet in person and in accordance with Ohio law. She further explained that the proposed policy will allow individual trustees, with advance notice to the Board Chair, to attend via electronic communication. The policy includes the provisions established by the legislature: at least one-third of the voting members of the board must be present in person; a trustee must attend at least half of all meetings of the board in a given year in person; all votes in the meeting must be taken by roll call; and at least 48 hours advance notice must be given to the Board Chair. Trustee Addicott stated that the Nominating and Governance Committee met on August 19, 2021, to review the proposed policy drafted by Vice President and University Secretary and Vice President and General Counsel. The committee recommended its approval by the Board of Trustees, she said.

**Resolution 2021-75**

**APPROVAL OF UNIVERSITY POLICY 3342-2-12 ATTENDANCE BY  
MEMBERS OF THE KENT STATE UNIVERSITY BOARD OF  
TRUSTEES AT A MEETING BY MEANS OF ELECTRONIC  
COMMUNICATIONS**

WHEREAS, under Amended Substitute House Bill 110 approved by the Ohio General Assembly and signed into law by Governor Mike DeWine, boards of trustees are permitted to establish policies allowing their members to attend meetings of the board of trustees by means of electronic communication; and

WHEREAS, the legislation specifies the terms by which such attendance is permissible including requiring that each board member must attend at least half of all meetings of the board in person, that at least one-third of the trustees attending a meeting be present in person at the place where the public meeting is occurring, that all votes taken at the meeting must be by roll call vote, and that a trustee seeking to attend electronically must notify the board chair at least 48 hours in advance of the meeting; and

WHEREAS, if these conditions are met, a trustee who attends a meeting electronically will be considered to be present for the meeting, counted for the purposes of establishing a quorum, and may vote at the meeting; and

WHEREAS, the Kent State University Board of Trustees deeply values and encourages the in-person participation of members in meetings and in the life of the university, but recognizes from time to time it may be necessary to have flexibility in trustees' mode of attendance in order to conduct board business in a timely manner; and

WHEREAS, the proposed policy was developed in accordance with Ohio law by the Office of General Counsel and the Vice President and University Secretary, and approved by the President's Cabinet and the President; and,

WHEREAS, the Nominating and Governance Committee reviewed the proposed policy during its August 19, 2021, meeting and recommended its approval by the Board of Trustees; now, therefore,

BE IT RESOLVED, that Kent State University Board of Trustees hereby approves University Policy 2-12 Attendance by Members of the Kent State University Board of Trustees at a Meeting by Means of Electronic Communications, as recommended, effective October 1, 2021.

Chair Riley asked for a motion to approve the resolution.

**ACTION: Trustee Bobst moved, seconded by Trustee Mason, that the motion be approved. There were no objections. The motion passed.**

Chair Riley next presented a resolution reflecting the results of the Board's annual performance review of the President for the 2021 fiscal year.

*ANNUAL REVIEW OF THE PRESIDENT*

The Board of Trustees conducts an annual review of the President to ensure that there is clear communication of the Board's intentions, to align mutual expectations between the Board and the President, to assess the President's performance in leading the institution, to inform the Board's annual decisions on compensation, and to maintain accountability for legal regulatory and ethical compliance, Chair Riley explained.

In reviewing President Diacon's 2021 goals and accomplishments, the Board recognized Kent State University's impressive progress in student access and completion, academic and research programs, its regional impact, its excellent stewardship of organizational resources, and successes in protecting the campus community's health, safety and wellbeing during the continuing COVID-19 pandemic, he said. Chair Riley further reported that based upon this review, the Board determined that President Diacon earned the full amount of the annual performance incentive in his April 2019 employment agreement and that his employment shall continue as previously authorized by the Board of Trustees with a 2% increase in base salary for this year. The 2% proposed increase is the same rate provided to the full-time faculty and staff at Kent State University, he noted.

**Resolution 2021-76**

**ANNUAL REVIEW OF THE PRESIDENT**

WHEREAS, the Board of Trustees elected Todd A. Diacon as the 13<sup>th</sup> President of Kent State University, effective July 1, 2019; and

WHEREAS, the annual evaluation of the President is intended to ensure a clear communication of the Board's intentions, to align mutual expectations, to assess the President's performance in leading the institution, to inform the Board's annual decisions on presidential compensation, and to maintain accountability for legal, regulatory, and ethical compliance; and

WHEREAS, in reviewing President Diacon's 2020-2021 goals and accomplishments, the Board recognized Kent State University's impressive progress in student access and completion, academic and research programs, regional impact, stewardship of organizational resources, and protecting the campus community's health, safety and well-being during the continuing COVID-19 pandemic; now, therefore,

BE IT RESOLVED, the Kent State University Board of Trustees has determined that President Diacon has earned the full amount of the annual performance incentive in his employment agreement effective April 29, 2019, and that his employment shall continue as previously authorized by the Board of Trustees with a 2% increase in base salary for the 2021-22 year, the same rate provided to the full-time faculty and staff.

Chair Riley asked for approval of the resolution.

**ACTION: Trustee Frost moved, seconded by Trustee Bobst, that the motion be approved. There were no objections. The motion passed.**

President Diacon thanked trustees and Board Chair Riley for the positive feedback. He observed that this was an awkward moment for him because while he was the one being recognized, the members of the President's Cabinet are the folks who do the job. He cited numerous examples of results driven by the leadership and contributions of the Cabinet members, and he asked them to rise so they could be recognized for their commitment to excellence.

Chair Riley thanked President Diacon for his comments and leadership, noting that his remarks certainly justified what the Board was about to do in the third item of new business. He was pleased to report that the Board of Trustees was bringing forward an amendment to President Diacon's employment agreement that would keep him in his role as President until at least June 30, 2025, and hopefully through June 30, 2027.

*AMENDMENT OF EMPLOYMENT AGREEMENT OF PRESIDENT TODD  
DIACON*

Chair Riley said that as Board members had noted in his annual review, President Diacon has been the right leader for this point in Kent State's history. Board members unanimously support the extension of President Diacon's contract to keep him in this role. Trustees were pleased to support the contract amendment to reflect their confidence in President Diacon and their pleasure in the performance of the university under his leadership, he said. Chair Riley then thanked President Diacon for leading Kent State to great accomplishments, many of which were heard about that day from various members of the university community. Achieving such positive results during a global pandemic was very impressive, he said. The Board also applauded his leadership, collegiality and partnership with the trustees, Chair Riley concluded.

**Resolution 2021-77**

**AMENDMENT OF EMPLOYMENT AGREEMENT  
OF PRESIDENT TODD DIACON**

WHEREAS, Todd A. Diacon was appointed as the 13<sup>th</sup> President of Kent State University on July 1, 2019; and

WHEREAS, his original employment agreement with the Kent State University Board of Trustees is set to expire June 30, 2022; and

WHEREAS, the Board of Trustees has found that President Diacon has provided exceptional leadership during his tenure and seeks to amend his employment agreement to express its strong confidence in his leadership and the university's direction; and

WHEREAS, the Board of Trustees and President Diacon, unanimously, desire to extend his primary appointment as President of Kent State University through June 30, 2025, with an additional option to extend through June 30, 2027; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby adopts contract adjustments contained in a First Amendment to Employment Agreement that will be signed by both parties and attached to this resolution in final form.

Chair Riley then asked for a motion to approve the resolution amending President Diacon's employment agreement.

**ACTION: Trustee Mason moved, seconded by Trustee Bobst, that the motion be approved. There were no objections. The motion passed.**

President Diacon received a standing ovation from the Board of Trustees and those in attendance. He thanked Chair Riley and shared that he came from a bifurcated background. His father's side of the family was dirt poor. His father shined shoes, lived through the Great Depression, and went into World War II as a 17-year-old, which pulled his grandmother out of the Depression. After the war, his father went to college on the G.I. Bill, became a physician, and succeeded in life. From these beginning President Diacon said he saw the power of higher education to change lives but learned that all people need to have access. He then said on his mother's side of the family, not only the men, but for 200 years the women in his family have been earning college degrees. He recently found out that a relative was both the founder of the University of North Carolina Chapel Hill and Indiana University. Given President Diacon's long and personal connection with the power of higher education, by recognizing him and extending his contract, the Board was recognizing that as an institution Kent State must be committed to both access and degree completion, he said. For that, President Diacon appreciated their vote of confidence because it was a vote of confidence in the mission of Kent State University.

Chair Riley thanked President Diacon for his comments and moved to the final item of new business: Board approval to enter into agreements for the management of the WKSU station. He called on President Diacon and his team to present the recommendation and rationale for this move, which they believe will have significant benefits for the entire Northeast Ohio region.

*APPROVAL TO ENTER INTO AGREEMENTS FOR MANAGEMENT AND  
PROGRAMMING OF WKSU STATIONS*

President Diacon shared that just before the pandemic began, he had a delightful introductory meeting with Kevin Martin, CEO of Ideastream Public Media. Mr. Martin came to Ideastream from a vice president position at KQED Public Radio in San Francisco, one of the premier public media organizations in the nation. They quickly established a very good rapport and had an exceptionally collegial meeting, he said. President Diacon then asked Mr. Martin to stand to be recognized for his leadership.

In that initial meeting, Mr. Martin explained the lay of the land and public media today, he said. President Diacon observed that as an avid consumer of public radio, he brought some knowledge to the table. But the discussion was very informative, and he immediately saw the value of the university joining forces with Ideastream, if two bottom lines could be met. The first bottom line was driven by Kent State's history and mission, certainly the institution's outstanding history in public broadcasting, combined with its sustained excellence in the School of Media and Journalism. Kent State counts among its professors and graduates 22 winners of the Pulitzer Prize. Therefore, he thought that the first bottom line of any agreement was that it must enhance journalism, reporting, and public affairs journalism – and the proposal certainly accomplishes that objective. As part of this history and mission, he thought about the university's students who year in and year out win prizes and national competitions for investigative reporting and KentWired, which consistently wins best newspaper awards for a university of Kent State's size. Any agreement must maintain and expand students' access to internships and other professional experiences, said President Diacon, and joining with Ideastream would ensure and expand that access both into radio and television. The second bottom line, he said, was that the university would have to be able to remain committed to its Flashes Taking Care of Flashes commitment. While this core value is always important, it is particularly so today. University leaders were able to work with Mr. Martin and his team to ensure that contracts would be offered to all WKSU employees who transitioned to employment with Ideastream Public Media. The university is extending to all WKSU employees the tuition benefit for four years and those employees who wish to remain in the state retirement system may do so. Employees who elect this option will continue to contribute their share and Kent State will continue to contribute its share. He observed that change can be difficult. Further, public radio listeners are a passionate bunch, a discerning public, and a loyal audience. The university loves and embraces them all for these qualities, he said. President Diacon ventured that everyone around the board table is one of those discerning, loyal and passionate consumers of public media. By heeding the bottom lines of our history and mission and our Flashes Take Care of Flashes commitment, joining together with Ideastream under Mr. Martin's great leadership means that our enterprise will be bigger, stronger and most importantly ever more committed to the expansion of journalistic excellence in Northeast Ohio, he said.

President Diacon then commended Wendy Turner, who joined WKSU in 2016 as general manager, for her impact in improving the station's operations, listenership, and financial health. She notably increased WKSU's audience and turned its finances around, positioning Kent State for the partnership proposed this day, he said. He then turned the presentation over to Ms.

Turner, praising her for her passion, experience and leadership. Ms. Turner said she was thankful for the remarkable opportunity here and that she was excited to share a few highlights of the joint efforts and thinking that brought them to this moment. She additionally introduced Todd Mesek, chief marketing officer for Ideastream Public Media and a Kent State graduate, who was in attendance at the Board meeting.

Ms. Turner said it took a few dozen people with wise counsel, thought and commitment to craft the roadmap for a truly remarkable future state for Northeast Ohio. She observed that the local news business model has been on a downward trajectory for a few decades, but in recent years analyses by academic institutions, foundations and civic groups have begun to describe these losses as a crisis because of their impact on civic health. These studies revealed correlations between the loss of local reporting and apathy, mistrust and low voter turnout in Cleveland and Akron. An analysis of U.S. Bureau of Labor Statistics showed a decline of more than 50% in employed reporters and correspondents in the Northeast Ohio region since 2004. She commented what replaces evidence-based public service reporting is speculation, false equivalence and misinformation. The North Star for this entire effort was to reverse that trajectory by investing in local reporting throughout the region, she said. Combined, Kent State and Ideastream newsrooms have 46 award-winning reporters, producers and on-air hosts. By joining forces, the organization has the potential to expand that number over time and increase collaboration with Kent State's School of Media and Journalism and the College of Communication and Information, which is a marquee part of this vision. Together Kent State and Ideastream will foster the next generation of public service journalists and expand the diversity of voices who are telling the stories of our communities, she said.

Kent State and Ideastream are in complete alignment with this vision and this aspiration, but it's not just our hopes and dreams. The team has conducted a multi-dimensional analysis and developed forecasts that show opportunities for real investment in resources over time, according to Ms. Turner. When the experience of our organizations is combined with the strength of our community support, we know that we can pursue our aspirations with confidence, she said. The result of the analysis was clear -- these are two strong, healthy organizations in pursuit of a shared bold aspiration with all markers of success.

Even if the team had been more modest in its vision to completely reverse the trajectory of the news ecosystem in Northeast Ohio, the logic of this convergence stares us right in the face, she observed. It is our duty to wisely and effectively utilize the investments made by our members, supporters and institutions. Ideastream Public Media and WKSU now allocate significant resources to deliver the same nationally syndicated programs to the same population, often at the same time, she said. Nearly 90% of our news and information programming is duplicative. Our broadcast transmission is overlapping in 96 percent of our geography. The logic for our convergence is compelling on its own, according to Ms. Turner, and when you add the analysis that demonstrates a clear path to growth and expansion plus the complete alignment of our missions, it all adds up to an opportunity in a moment that should not be squandered. WKSU is a marquee institution for Northeast Ohio. It is loved and depended on. It has been nurtured by decades of support from the community. Its origins at Kent State University and its continued adjacency to an institution of academic excellence are forever part of its DNA. The alignment

between Kent State University and WKSU will be visibly and audibly intertwined going forward as part of this agreement. WKSU will continue as the flagship NPR news and information station for Northeast Ohio. Continuation and expansion of collaborations with the Kent State journalism school are a signature component of this vision. Kent State University will be positioned on air and online as the FCC license holder of WKSU and its repeating stations will retain all obligations to deliver public service programming across the 22 counties under its broadcast footprint. The aspiration, analysis and logic of this endeavor are crystal clear, she asserted. This is the path to truly extending and advancing the civic health of the Northeast Ohio region. Today marks the beginning of a wonderful journey. It is an incredibly exciting day for all of us, she concluded.

President Diacon thanked Ms. Turner for her great leadership. He also expressed appreciation to Mr. Martin for his presence at the meeting, stating that he will be a great steward of this treasure and a great leader for the combined operation. He remarked that the next day they all would turn on their respective radio stations and hear that great public media programming and look forward to an enhanced presence for investigative and public affairs journalism in Northeast Ohio.

#### **Resolution 2021-78**

#### **APPROVAL TO ENTER INTO AGREEMENTS FOR MANAGEMENT AND PROGRAMMING OF WKSU STATIONS**

WHEREAS, Kent State University is the owner and licensee of noncommercial educational FM Radio Broadcast Stations WKSU, Kent, Ohio, operating on frequency 89.7 MHz, WKSU, Thompson, Ohio, operating on frequency 89.1 MHz, WKRW, Wooster, Ohio, operating on frequency 89.3 MHz, WKRJ, New Philadelphia, Ohio, operating on the frequency 91.5 MHz, WNRK, Norwalk, Ohio operating on frequency 90.7 MHz, and the related translators 95.7 W239AZ, Ashland, Ohio and 94.7 W234CX, Mansfield, Ohio (collectively, the “WKSU Stations”); and

WHEREAS, the university wishes to secure the services of Ideastream Public Media, a State of Ohio non-profit corporation, for the management and programming of the WKSU Stations in a manner consistent with applicable Federal Communications Commission regulations and customary practices for the operation of noncommercial, public radio news and information stations; and

WHEREAS, Ideastream Public Media wishes to provide the management and programming services of the WKSU Stations for the university in a manner consistent with applicable Federal Communications Commission regulations and customary practices for the operation of noncommercial, public radio news and information radio stations;

WHEREAS, the university believes that the management and programming of the WKSU Stations by Ideastream Public Media will promote quality public radio programming for WKSU's signal coverage area; and

WHEREAS, during Ideastream Public Media's term of service for the management and programming of the WKSU Stations, the university and Ideastream Public Media wish to collaborate in ways that will expand journalism services to Northeast Ohio and advance the academic and public service objectives of both parties; and

WHEREAS, as license holder the university shall continue to retain ultimate regulatory responsibility over the WKSU Station's finances, personnel, and programming; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby authorizes the Senior Vice President for Finance and Administration to enter into all agreements and documents deemed necessary and proper to secure Ideastream Public Media's services for the management and operation of the WKSU Stations, to protect the interests of Kent State University, and to effectuate the purpose of this resolution.

Chair Riley then asked for a motion for approval of the resolution.

**ACTION: Trustee Frost moved, seconded by Trustee Mason, that the motion be approved. There were no objections. The motion passed.**

The approval of the motion concluded new business and Chair Riley moved to adjournment.

### **ADJOURNMENT**

Chair Riley announced the next regular business meeting of the Board of Trustees would be held Wednesday, December 15, 2021, at the Kent Campus. He additionally noted that the Board of Trustees meeting dates for 2022 were posted on the Board's website. On motion duly made and approved, he declared the meeting was adjourned at 12:47 p.m.