

**KENT STATE UNIVERSITY
BOARD OF TRUSTEES
March 9, 2023
Le Meridien Columbus, The Joseph**

Board Members Present

Shawn Riley, Chair
Pamela Bobst
Haley Crews
Haley Dees
Barry Fetterman
Robin Kilbride
Donald Mason
Christian Palich
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
Tiffany Murray
Mark Polatajko
Charlene Reed
Randale Richmond
Peggy Shadduck
Willis Walker
Stephen Ward

CALL TO ORDER

Chair Riley called the meeting to order at 8:00 a.m. Trustee Stephen Perry called the roll, and a quorum was present.

PROOF OF NOTICE

Chair Riley announced that public notification of the meeting was given pursuant to Ohio law and university policy.

EXECUTIVE SESSION

In accordance with Chapter 121.22, section G of the Ohio Revised Code, the Board has 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 (iii) conference with attorney for the public body concerning disputes involving the public body that are the subject of court action [121.22 (G)(3)].

Trustee Womer Benjamin moved, seconded by Trustee Bobst, that the Board retire into Executive Session. Trustee Perry took a roll call vote of the membership. By virtue of a unanimous roll call vote, the Board adjourned into Executive Session at 8:05 a.m. The session concluded at 9:20 a.m.

BOARD BUSINESS MEETING

By approval of a motion duly made and seconded, the Board returned to public session for the business meeting at 9:30 a.m.

APPROVAL OF AGENDA

Chair Riley first presented the approval of the agenda. He acknowledged one addition to the agenda, Approval to Enter into Sponsorship Sales and Multimedia Rights Agreement for Intercollegiate Athletics. This resolution would be presented by Trustee Stephen Perry upon conclusion of his report of recommendations from the Finance and Administration Committee, noted Chair Riley.

He then asked if any of the trustees had any further additions or corrections to the agenda. Hearing none, the agenda was adopted by general consent.

APPROVAL OF THE MINUTES

Chair Riley asked if trustees had additions or corrections to the minutes of the Board's December 7, 2022, business meeting. Hearing no objections, the approval of the minutes was added to the consent agenda by general consent.

REPORT OF THE CHAIR

Chair Riley thanked all in attendance that day and at the prior evening's reception, which enabled the Board and university leadership to engage with elected officials, Foundation Board members, and other special guests in Columbus.

On behalf of the Board and the university, he expressed appreciation to Governor Mike DeWine and Chancellor Randy Gardner for prioritizing student success and access in their budget proposals. The Board looks forward to working with them and with legislative leaders and Kent State delegation members through the next steps of budget deliberations in the Ohio House and Ohio Senate. Trustees and university leaders will do everything possible to ensure Kent State is well positioned to forge a brighter future for students and families and Ohio as a whole, he said.

Chair Riley remarked that the Board and Kent State share the Governor's and the Chancellor's commitment to students-first in all we do. The same goes for the Foundation Board of Directors, which identified student success as its highest priority in the current Forever Brighter comprehensive campaign. Since the last Board meeting the campaign has surpassed its \$350-million goal, noted Chair Riley. He expressed appreciation to Foundation Board members, who also held their winter meeting in Columbus, for devoting their time and treasure to making a difference in the lives of students and the future of the university. Chair Riley also expressed appreciation to members of the General Assembly who attended the reception the prior evening and took time out of their

busy schedules to visit with the Board and university leadership. He observed that these conversations helped trustees learn more about legislators' priorities and how they can work together to improve opportunities for all Ohioans. These events also provide great opportunities to tell our Kent State story of success and impact for Ohio's future, he noted.

Chair Riley thanked trustees who attended the statewide virtual Trustees Conference the previous day, hosted by Chancellor Randy Gardner. Trustees will hear more from Chancellor Gardner in person after the Board business meeting as well as meet the new president and CEO of the Inter-University Council of Ohio (IUC), Laura Lanese.

He noted that President Diacon would present remarks later in the day, and then moved to personnel matters.

PERSONNEL ACTIONS

Chair Riley called on President Diacon to present proposed personnel actions.

President Diacon stated that Senior Vice President and Provost Melody Tankersley was representing Kent State University at the Foundation Board meeting that was being held concurrently to the Board meeting, so he reported on her behalf. President Diacon shared that he had attended the Academic Excellence and Student Success Committee meeting, and all academic personnel matters were routine and customary. He expressed appreciation for several long-serving faculty members who had retired and were recommended for emeritus status.

President Diacon then called on Senior Vice President for Finance and Administration Mark Polatajko to present the non-academic personnel action items. Dr. Polatajko stated that the non-academic personnel actions were routine and customary in nature and the report stood as written.

The personnel actions were added to the consent agenda by general consent.

COMMITTEE REPORTS

Chair Riley proceeded with reports and recommendations by the standing committees. He thanked the trustees for giving their time and effort for standing committees held electronically the previous week. He stated that unless there were objections, the recommendations from the committees would be added to the consent agenda and the Board would vote with one motion on all items. At the end of each report, he would ask if any trustees had any objections or wanted to remove any item from the consent agenda for further discussion. If there were no objections, the resolutions would be added to the consent agenda by general consent, he said.

Chair Riley first called on committee chair Trustee Pamela Bobst to present the report of the External Relations and Philanthropy Committee.

EXTERNAL RELATIONS AND PHILANTHROPY COMMITTEE

Trustee Bobst reported that the External Relations and Philanthropy Committee met on March 2, 2023, with a relatively streamlined agenda. Updates were presented on fundraising and campaign progress, government and community relations, and intercollegiate athletics.

She shared that the committee heard the most recent fundraising and campaign update from Vice President for Philanthropy and Alumni Engagement Valoree Vargo. As of March 2, 2023, the university had raised \$23.1 million toward its goal of \$30 million for fiscal year 2023. Based on these results, the university was well on track to meet its fundraising goal for the year, said Trustee Bobst. Another highlight from the fundraising update was information on the comprehensive campaign's progress to date. At \$353.5 million, the campaign goal of \$350 million had been surpassed, she said. This total included \$141.9 million raised in direct support of student success. The Renaissance Scholars Society had received \$3.35 million to date in commitments in support of the Global Education Endowment, which will provide study abroad funding for students who may not otherwise be able to afford taking part in this experience. Committee members also were delighted to learn that the promotional and marketing materials for this new society recently earned several industry awards, she said.

Trustees also received an update from Executive Director of Government and Community Relations Nicholas Gattozzi regarding the current session of the Ohio General Assembly. The state budget proposed by Governor DeWine would advance higher education in the state and provide targeted support for affordability and access to Ohio's colleges and universities, she said.

Finally, Trustee Bobst shared highlights of an update by Director of Athletics Randle Richmond. The most recent semester marked a record term in cumulative GPAs across the department, with an average of 3.27. Seven teams broke their GPA records. More than 50% of student athletes had GPAs of 3.4 or higher, and 73% had GPAs of 3.2 or higher, she noted. Trustee Bobst congratulated the student-athletes on their academic and athletic successes. Wrestling, track and field, gymnastics, and men's and women's basketball all received kudos for their accomplishments in the Mid-American Conference (MAC) and nationally. She noted that men's and women's basketball teams were well positioned to compete for their respective MAC championships March 8-11 at the Rocket Mortgage Fieldhouse in Cleveland.

With that, Trustee Bobst concluded her report of the External Relations and Philanthropy Committee.

Chair Riley thanked Trustee Bobst for her report and asked her to continue to present the recommendations of the Academic Excellence and Student Success Committee on behalf of committee chair Trustee Robert Frost. Chair Frost led the committee meeting on February 28, 2023, but was unable to attend the Board's business meeting that day.

ACADEMIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE

Trustee Bobst said the Academic Excellence and Student Success Committee considered 23 action items, all of which were recommended for inclusion on the consent agenda. She noted the academic personnel actions also were recommended for inclusion on the consent agenda, as reported by President Diacon.

CONFERRAL OF DEGREES FALL 2022

Trustee Bobst stated that the committee recommended the conferral of 2,266 degrees in Fall 2022 for approval by the Board.

Resolution 2023-1

CONFERRAL OF DEGREES Fall 2022

WHEREAS, Section 3341.05 of the Ohio Revised Code 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 of August 20, 2022, to December 17, 2022 – 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 August 20, 2022 to December 17, 2022.

*REVISION OF UNIVERSITY POLICY 3342-6-20 REGARDING
POSTDOCTORAL SCHOLARS (POSTDOCS), RESEARCH
ASSOCIATES, AND SENIOR RESEARCH ASSOCIATES*

Trustee Bobst presented the revision of University Policy 3342-6-20. The policy was revised to add clarity and guidance for the appointment of postdoctoral scholars, research associates, and senior research associates. The revised policy establishes standards, which will support Kent State's growing status as a nationally recognized R1 university, she said.

Resolution 2023-2

**REVISION OF UNIVERSITY POLICY 3342-6-20 REGARDING
POSTDOCTORAL SCHOLARS (POSTDOCS), RESEARCH
ASSOCIATES, AND SENIOR RESEARCH ASSOCIATES**

WHEREAS, the Constitution of Kent State University requires the university to maintain a register of policies and procedures (University Policy Register); and

WHEREAS, the proposed changes create references in University Policy 3342-6-20 related to the terms and conditions of postdoctoral scholars, research associates, and senior research associates appointments at Kent State University; and

WHEREAS, the revised policy represents the collaboration and consensus of multiple academic and administrative stakeholders, and senior administrators; now, therefore,
BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the revision of University Policy 3342-6-20 Regarding Postdoctoral Scholars, Research Associates and Senior Research Associates, effective July 1, 2023.

*ENDORSEMENT OF 2022 UNIVERSITY REMEDIATION REPORT
TO THE STATE OF OHIO*

Next Trustee Bobst presented the proposed endorsement of the 2022 University Remediation Report, a plan that Kent State is required to create and submit to the Ohio Department of Higher Education annually. She stated that through a series of actions since 2017, the university had reduced the number of students requiring enrollment in remedial courses by 52.1% on the Kent campus and 65.5% on the regional campuses.

Resolution 2023-3

ENDORSEMENT OF 2022 UNIVERSITY REMEDIATION REPORT TO THE STATE OF OHIO

WHEREAS, Kent State University is committed to advancing student success while keeping true to its mission of providing an accessible education for the citizens of Ohio and beyond; and

WHEREAS, throughout the State of Ohio budget deliberations for fiscal years 2018 through 2023, policymakers and university leaders alike were committed to assisting Ohio students and families in accessing a college education; and

WHEREAS, the Ohio General Assembly enacted Section 3345.061 of the Ohio Revised Code, which requires boards of trustees of public universities to issue a report regarding the remediation of students and submit it yearly to the Chancellor of the Ohio Department of Higher Education and Superintendent of Public Instruction; and

WHEREAS, consistent with that requirement, the university administration has conducted a yearly review of remediation of students; and

WHEREAS, results of this review indicate a significant decline in the number of Kent State freshmen placed into remedial coursework, resulting in a reduction of costs of remedial coursework to the university and students; and

WHEREAS, the 2022 University Remediation Report carries the endorsement of the President and the Provost; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby endorses the 2022 University Remediation Report and its submission to the Chancellor of the Ohio Department of Higher Education and the Superintendent of Public Instruction.

*RESTRUCTURE OF THE DEPARTMENT OF MANAGEMENT AND
INFORMATION SYSTEMS INTO A NEW DEPARTMENT OF
MANAGEMENT AND A NEW DEPARTMENT OF INFORMATION
SYSTEMS AND BUSINESS ANALYTICS*

Trustee Bobst then presented the proposed restructuring of the Department of Management and Information Systems into a new Department of Management and a new Department of Information Systems and Business Analytics.

Resolution 2023-4

RESTRUCTURE OF THE DEPARTMENT OF MANAGEMENT AND INFORMATION SYSTEMS INTO A NEW DEPARTMENT OF MANAGEMENT AND A NEW DEPARTMENT OF INFORMATION SYSTEMS AND BUSINESS ANALYTICS

WHEREAS, the Ambassador Crawford College of Business and Entrepreneurship seeks approval for the restructuring of the Department of Management and Information Systems into two distinct departments: a Department of Management and a Department of Information Systems and Business Analytics; and

WHEREAS, the Department of Management and Information Systems has grown over time to now house five undergraduate majors, 11 undergraduate minors, three graduate degrees, and four graduate certificates; and

WHEREAS, the proposed restructure will group faculty into similar disciplines, allowing more dedicated focus on each area and further the coherence to the mission and strategic direction of the university and the success of these disciplines; and

WHEREAS, the proposed restructure will better align the college's department structure for these disciplines with the structure of business colleges at other public universities in the state; and

WHEREAS, the proposed restructure has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the restructuring of the Department of Management and Information Systems into two distinct departments: a Department of Management and a Department of Information Systems and Business Analytics, effective Fall 2023.

ESTABLISHMENT OF SIX MAJORS

Trustee Bobst went on to present the proposed establishment of six majors, all of which elevated existing program concentrations to majors to better meet the needs of students. She presented five resolutions through which the College of Aeronautics and Engineering proposed splitting the current Aeronautics major into five separate majors: Aeronautical Studies, Air Traffic and Airspace Management, Aviation Management, Professional Pilot, and Unmanned Aircraft Systems Flight Operations.

Resolution 2023-5

**ESTABLISHMENT OF THE AERONAUTICAL STUDIES MAJOR
WITHIN THE BACHELOR OF SCIENCE DEGREE**

WHEREAS, the College of Aeronautics and Engineering seeks approval of the establishment of the Aeronautical Studies major within the Bachelor of Science degree; and

WHEREAS, Aeronautical Studies currently is a concentration within the Aeronautics major, with 65 registered students in the concentration in Fall 2022; and

WHEREAS, the separation of the Aeronautical Studies concentration into its own program will allow the college to more accurately market the program to prospective students; and

WHEREAS, the proposed program prepares students for entry-level technological positions in aviation and related areas; and

WHEREAS, the proposed program has met the standards of accreditation standards set by the Aviation Accreditation Board International (AABI); and

WHEREAS, the proposed degree program has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Aeronautical Studies major within the Bachelor of Science degree, effective Fall 2023, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

Resolution 2023-6

**ESTABLISHMENT OF THE AIR TRAFFIC AND AIRSPACE
MANAGEMENT MAJOR WITHIN THE BACHELOR OF
SCIENCE DEGREE**

WHEREAS, the College of Aeronautics and Engineering seeks approval of the establishment of the Air Traffic and Airspace Management major within the Bachelor of Science degree; and

WHEREAS, Air Traffic Control currently is a concentration within the Aeronautics major, with 53 registered students of the concentration in Fall 2022; and

WHEREAS, the separation of the Air Traffic Control concentration into its own program will allow the college to more accurately market the program to prospective students; and

WHEREAS, the proposed program prepares students for professional work in air traffic control and management as well as employment as air traffic controllers, aircraft dispatchers, airspace managers, and numerous other types of professionals operating in the National Airspace System; and

WHEREAS, the proposed program has met the standards of accreditation standards set by the Aviation Accreditation Board International (AABI); and

WHEREAS, the proposed degree program has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Air Traffic and Airspace Management major within the Bachelor of Science degree, effective Fall 2023, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

Resolution 2023-7

ESTABLISHMENT OF THE AVIATION MANAGEMENT MAJOR WITHIN THE BACHELOR OF SCIENCE DEGREE

WHEREAS, the College of Aeronautics and Engineering seeks approval of the establishment of the Aviation Management major within the Bachelor of Science degree; and

WHEREAS, Aviation Management currently is a concentration within the Aeronautics major, with 41 registered students of the concentration in Fall 2022; and

WHEREAS, the separation of the Aviation Management concentration into its own program will allow the college to more accurately market the program to prospective students; and

WHEREAS, the proposed program prepares students for entry-level management supervisory and administrative positions in aviation and other aviation-related professional fields; and

WHEREAS, the proposed program has met the standards of accreditation standards set by the Aviation Accreditation Board International (AABI); and

WHEREAS, the proposed degree program has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Aviation Management major within the Bachelor of Science degree, effective Fall 2023, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

Resolution 2023-8

ESTABLISHMENT OF THE PROFESSIONAL PILOT MAJOR WITHIN THE BACHELOR OF SCIENCE DEGREE

WHEREAS, the College of Aeronautics and Engineering seeks approval of the establishment of the Professional Pilot major within the Bachelor of Science degree; and

WHEREAS, Professional Pilot currently is a concentration within the Aeronautics major, with 399 registered students of the concentration in Fall 2022; and

WHEREAS, the separation of the Professional Pilot concentration into a major will allow the college to more accurately market the program to prospective students; and

WHEREAS, the proposed Professional Pilot major will retain the concentration's current accreditation by the Aviation Accreditation Board International (AABI); and

WHEREAS, the proposed degree program has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Professional Pilot major within the Bachelor of Science degree, effective Fall 2023, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

Resolution 2023-9

**ESTABLISHMENT OF THE UNMANNED AIRCRAFT SYSTEMS
FLIGHT OPERATIONS MAJOR WITHIN THE BACHELOR OF
SCIENCE DEGREE**

WHEREAS, the College of Aeronautics and Engineering seeks approval of the establishment of the Unmanned Aircraft Systems Flight Operations major within the Bachelor of Science degree; and

WHEREAS, Unmanned Aircraft Systems Flight Operations currently is a concentration within the Aeronautics major, with 12 registered students of the concentration in Fall 2022; and

WHEREAS, the separation of the Unmanned Aircraft Systems Flight Operations concentration into its own program will allow the college to more accurately market the program to prospective students; and

WHEREAS, the proposed program prepares students to become professional unmanned aircraft pilots (drone pilots), with positions in flight operations, the legal and regulatory industry, and with flight applications ranging from agricultural and surveillance to aerial and automated systems; and

WHEREAS, the proposed program has met the standards of accreditation standards set by the Aviation Accreditation Board International (AABI); and

WHEREAS, there is a growing demand for unmanned aircraft system pilots in both government and commercial agencies;

WHEREAS, the proposed degree program has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Unmanned Aircraft Systems Flight Operations major within the Bachelor of Science degree, effective

Fall 2023, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

Trustee Bobst additionally presented the College of Arts and Sciences proposal of the elevation of the Biochemistry concentration, including its pre-medicine concentrations, within the Chemistry major, into its own major.

Resolution 2023-10

ESTABLISHMENT OF THE BIOCHEMISTRY MAJOR WITHIN THE BACHELOR OF SCIENCE DEGREE

WHEREAS, the College of Arts and Sciences seeks approval of the establishment of the Biochemistry major within the Bachelor of Science degree; and

WHEREAS, the Department of Chemistry and Biochemistry currently offers a Chemistry major with five concentrations, including Biochemistry and Biochemistry-Pre-Medicine/Pre-Osteopathy/Pre-Dentistry; and

WHEREAS, in Fall 2022, 73% of total enrollment from the Chemistry major was comprised of students within the Biochemistry concentrations; and

WHEREAS, the separation of the Biochemistry concentrations into its own program will allow the college to more accurately market the program to prospective students as well as tailor the program into its own distinct discipline; and

WHEREAS, the proposed degree program has been reviewed and approved by the appropriate college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the establishment of the Biochemistry major within the Bachelor of Science degree, effective Fall 2023, pending approval of the Ohio Department of Higher Education and the Higher Learning Commission.

REVISIONS IN NAME OF SEVEN MAJORS

Trustee Bobst presented that the committee also proposed additional curricular changes which included seven revisions in name of majors.

Resolution 2023-11

**REVISION IN NAME OF THE EARLY CHILDHOOD
EDUCATION TECHNOLOGY MAJOR TO THE EARLY YEARS
EDUCATION AND CARE MAJOR WITHIN THE ASSOCIATE OF
APPLIED SCIENCE DEGREE**

WHEREAS, the College of Applied and Technical Studies seeks approval of the revision in name of the Early Childhood Education Technology major to the Early Years Education and Care major within the Associate of Applied Science degree; and

WHEREAS, the degree program is offered at Kent State Salem and Tuscarawas campuses preparing students to teach young children in formal settings before they begin kindergarten for positions such as teacher assistants and child caregivers in settings like child-care centers, early intervention programs, hospitals, and public preschool; and

WHEREAS, the term “technology” has been a cause for confusion among prospective students; and

WHEREAS, revising the degree title will allow the college to further distinguish the program from the bachelor’s degree, which has different licensing requirements; and

WHEREAS, the revision in name will allow the College of Applied and Technical Studies to recruit students more effectively; and

WHEREAS, the proposed revision in name has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the Early Childhood Education Technology major to the Early Years Education and Care major within the Associate of Applied Science degree, effective Fall 2023.

Resolution 2023-12

**REVISION IN NAME OF THE RESPIRATORY THERAPY
TECHNOLOGY MAJOR TO THE RESPIRATORY THERAPY
MAJOR WITHIN THE ASSOCIATE OF APPLIED SCIENCE
DEGREE**

WHEREAS, the College of Applied and Technical Studies seeks approval of the revision in name of the Respiratory Therapy Technology major to the Respiratory Therapy major within the Associate of Applied Science degree; and

WHEREAS, the degree program is offered at Kent State Ashtabula Campus with a satellite location at the Cleveland Clinic Main Campus, preparing students to be respiratory therapists who work under the supervision of physicians to develop and administer respiratory care; and

WHEREAS, the term “technology” has caused confusion among prospective students, giving them the impression that the major will prepare them for careers as an respiratory therapy technician; and

WHEREAS, the revision in name will allow the College of Applied and Technical Studies to recruit students more effectively; and

WHEREAS, the proposed change will not affect other programs, course offerings, faculty, or students; and

WHEREAS, the proposed revision in name has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the Respiratory Therapy Technology major to the Respiratory Therapy major within the Associate of Applied Science degree, effective Fall 2023.

Resolution 2023-13

**REVISION IN NAME OF THE INTERNATIONAL RELATIONS
MAJOR TO THE INTERNATIONAL STUDIES MAJOR WITHIN
THE BACHELOR OF ARTS DEGREE**

WHEREAS, the College of the Arts and Sciences seeks approval of the revision in name of the International Relations major to the International Studies major within the Bachelor of Arts Degree; and

WHEREAS, the proposed revision in name is a better description of the program's updated curriculum, focusing on how multidisciplinary understanding of international problems can create opportunities to rethink and reshape longstanding approaches to issues; and

WHEREAS, the proposed name revision has been reviewed and approved by the appropriate department and college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the International Relations major to the International Studies major within the Bachelor of Arts Degree, effective Fall 2023.

Resolution 2023-14

**REVISION IN NAME OF THE EDUCATIONAL STUDIES MAJOR
TO THE PROFESSIONAL STUDIES MAJOR WITHIN THE
BACHELOR OF SCIENCE DEGREE**

WHEREAS, the College of Education, Health and Human Services seeks approval of the revision in name of the Educational Studies major to the Professional Studies major within the Bachelor of Science degree; and

WHEREAS, the program in Educational Sciences is a completer program designed for those who wish to work in education, health and human services settings; and

WHEREAS, the proposed change more accurately represents the wide array of academic backgrounds of students who join the program in the final semesters of their undergraduate degree; and

WHEREAS, the proposed revision in name has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the Educational Studies major to the Professional Studies major within the Bachelor of Science degree major, effective Fall 2023.

Resolution 2023-15

REVISION IN NAME OF THE HUMAN DEVELOPMENT AND FAMILY STUDIES MAJOR TO THE HUMAN DEVELOPMENT AND FAMILY SCIENCES MAJOR WITHIN THE BACHELOR OF SCIENCE DEGREE

WHEREAS, the College of Education, Health and Human Services seeks approval of the revision in name of the Human Development and Family Studies major to the Human Development and Family Sciences major within the Bachelor of Science degree; and

WHEREAS, the program prepares students for a wide range of careers in diverse settings, including family and community-based social services, prevention, nonprofit administration, and family and community intervention; and

WHEREAS, the proposed name change will expand visibility of the program among prospective students and families and provide graduates with a recognized and respected professional identity as Family Scientists; and

WHEREAS, the proposed change will align the program with other peer and aspirational programs in the discipline where “family science” is the preferred term in the field; and

WHEREAS, the proposed revision in name has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the Human Development and Family Studies major to the Human Development and Family Sciences major within the Bachelor of Science degree, effective Fall 2023.

Resolution 2023-16

REVISION IN NAME OF THE USER EXPERIENCE DESIGN MAJOR TO THE USER EXPERIENCE MAJOR WITHIN THE MASTER OF SCIENCE DEGREE

WHEREAS, the College of Communication and Information seeks approval of the revision in name of the User Experience Design major to the User Experience major within the Master of Science degree; and
WHEREAS, the program prepares students for careers requiring solid understanding of user research interaction design, usability, content strategy, and information architecture; and

WHEREAS, the term design has been a cause for confusion among prospective students, giving them the impression that the major will have more focus on design; and

WHEREAS, the revision in name will allow the College of Communication and Information to recruit students more effectively; and

WHEREAS, the proposed change will not affect other programs, course offerings, faculty, or students; and

WHEREAS, the proposed revision in name has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the User Experience Design major to the User Experience major within the Master of Science degree, effective Fall 2023.

Resolution 2023-17

REVISION IN NAME OF THE EDUCATIONAL PSYCHOLOGY MAJOR TO THE LEARNING SCIENCE MAJOR WITHIN THE MASTER OF ARTS AND DOCTOR OF PHILOSOPHY DEGREES

WHEREAS, the College of Education, Health and Human Services seeks approval for the revision in name of the Educational Psychology major to the Learning Science major within the Master of Arts and Doctor of Philosophy degrees; and

WHEREAS, learning science programs are research-intensive programs for students interested in the psychological constructs associated with learning, cognition, memory, and education; and

WHEREAS, the proposed name change of Educational Psychology to Learning Science will help differentiate the Master of Education program, which is a practitioner-based program, from the more research-intensive programs; and

WHEREAS, the proposed name change of these programs will more accurately align the curriculum with the program name; and

WHEREAS, the proposed revision in name has been reviewed and approved by the appropriate faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries 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 in name of the Educational Psychology major to the Learning Science major within the Master of Arts and Doctor of Philosophy degrees, effective Fall 2023.

*INACTIVATION OF THE AERONAUTICS MAJOR WITHIN THE
BACHELOR OF SCIENCE DEGREE*

Trustee Bobst stated that the committee also proposed that the existing Aeronautics Major within the Bachelor of Science degree be inactivated due to the establishment of majors noted earlier.

Resolution 2023-18

**INACTIVATION OF THE AERONAUTICS MAJOR
WITHIN THE BACHELOR OF SCIENCE DEGREE**

WHEREAS, the College of Aeronautics and Engineering requests the inactivation of the Aeronautics major within the Bachelor of Science degree; and

WHEREAS, the Aeronautics major includes five concentrations – aeronautical studies, air traffic control, aviation management, professional pilot, and unmanned aircraft systems flight operations; and

WHEREAS, along with the inactivation of the Aeronautics major, the college proposes elevating the five concentrations to majors; and

WHEREAS, the proposed inactivation, along with the elevation of the concentrations to majors, will have no impact on students, programs, course offerings, faculty, or staff, as all programs and courses will remain available; and

WHEREAS, the proposed inactivation of the Aeronautics major within the Bachelor of Science degree has been reviewed and approved by the appropriate school and college faculty and curriculum committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the inactivation of the Aeronautics major within the Bachelor of Science degree, effective Fall 2023, pending final approval of the five new majors.

INACTIVATION OF FIVE CENTERS AND INSTITUTES IN THE COLLEGE OF ARTS AND SCIENCES

Next, Trustee Bobst presented the proposed inactivation of five centers and institutes by the College of Arts and Sciences: Center for Aquatic Ecology, Center for International and Comparative Programs, Center for Materials Informatics, Institute for the Study and Prevention of Violence, and Matthew Ferrini Institute for the Study of Human Origins. All of these units were not currently active, she said.

Resolution 2023-19

INACTIVATION OF THE CENTER FOR AQUATIC ECOLOGY

WHEREAS, the College of Arts and Sciences seeks approval for the inactivation of the Center for Aquatic Ecology; and

WHEREAS, the Center for Aquatic Ecology was established in 1986 with a mission to study the relationships between organisms in water systems; and

WHEREAS, activities conducted within the center were later superseded by the Center for Ecology and Natural Resource Sustainability in the Department of Biological Sciences and the multidisciplinary Environmental Science and Research Design Institute; and

WHEREAS, inactivation of the center has no adverse fiscal impact and no impact on faculty, staff, library, facilities, or equipment; and

WHEREAS, the proposed inactivation of the Center for Aquatic Ecology has been reviewed and approved by the appropriate college and campus faculty committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the inactivation of the Center for Aquatic Ecology within the College of Arts and Sciences, effective Fall 2023.

Resolution 2023-20

INACTIVATION OF THE CENTER FOR INTERNATIONAL AND COMPARATIVE PROGRAMS

WHEREAS, the College of Arts and Sciences seeks approval for the inactivation of the Center for International and Comparative Programs; and

WHEREAS, the Center for International and Comparative Programs was established around 1960 and managed university activities involving international education as well as the administration of the Bachelor of Arts degree in International Relations; and

WHEREAS, many of the center's administrative activities were incorporated into the Office of International Student Affairs, now called the Office of Global Education; and

WHEREAS, the College of Arts and Sciences continues to administer the International Relations major through the School of Multidisciplinary Social Sciences and Humanities; and

WHEREAS, the inactivation of the center has no adverse fiscal impact and no impact on faculty, staff, library, facilities, or equipment; and

WHEREAS, the proposed inactivation of the Center for International and Comparative Programs has been reviewed and approved by the appropriate college and campus faculty committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the inactivation of the Center for International and Comparative Programs within the College of Arts and Sciences, effective Fall 2023.

Resolution 2023-21

**INACTIVATION OF THE CENTER FOR MATERIALS
INFORMATICS**

WHEREAS, the College of Arts and Sciences seeks approval for the inactivation of the Center for Materials Informatics; and

WHEREAS, the Center for Materials Informatics was established in 2008 with the mission to use informatics to advance materials research and education; and

WHEREAS, work in the center ceased when the founding professor and director left Kent State in 2015; and

WHEREAS, the Kent State has a strong legacy in materials research with its Advanced Materials and Liquid Crystal Institute where researchers investigate the interface between liquid crystals and nanomaterials across a variety of advances materials fields; and

WHEREAS, the inactivation of the center has no adverse fiscal impact and no impact on faculty, staff, library, facilities, or equipment; and

WHEREAS, the proposed inactivation of the Center for Materials Informatics has been reviewed and approved by the appropriate college and campus faculty committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the inactivation of the Center for Materials Informatics within the College of Arts and Sciences, effective Fall 2023.

Resolution 2023-22

**INACTIVATION OF THE INSTITUTE FOR THE STUDY
AND PREVENTION OF VIOLENCE**

WHEREAS, the College of Arts and Sciences seeks approval for the inactivation of the Institute for the Study and Prevention of Violence; and

WHEREAS, the Institute for the Study and Prevention of Violence was established in 1998 to promote interdisciplinary research into the causes and prevention of violence and behavioral health problems; and

WHEREAS, activities ceased in the institute between 2009 and 2010 when the institute's founding director and affiliated faculty moved from the College of Arts and Sciences to the College of Public Health; and

WHEREAS, inactivation of the institute has no adverse fiscal impact and no impact on faculty, staff, library, facilities, or equipment; and

WHEREAS, the proposed inactivation of the Institute for the Study and Prevention of Violence has been reviewed and approved by the appropriate college and campus faculty committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the inactivation of the Institute for the Study and Prevention of Violence within the College of Arts and Sciences, effective Fall 2023.

Resolution 2023-23

INACTIVATION OF THE MATTHEW FERRINI INSTITUTE FOR THE STUDY OF HUMAN ORIGINS

WHEREAS, the College of Arts and Sciences seeks approval of the inactivation of the Matthew Ferrini Institute for the Study of Human Origins; and

WHEREAS, the institute was formally approved in 2003 but never implemented as the pledged gift was not received by the university; and

WHEREAS, the proposed inactivation of the Matthew Ferrini Institute for the Study of Human Origins has been reviewed and approved by the appropriate college and campus faculty committees, the Educational Policies Council, and the Faculty Senate, and also carries the endorsement of the Provost and the President; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the inactivation of the Matthew Ferrini Institute for the Study of Human Origins within the College of Arts and Sciences, effective Fall 2023.

Trustee Bobst stated it was the recommendation of the Academic Excellence and Student Success Committee that the 23 management decision items be placed on the consent agenda.

She then moved to report that the committee heard two informational reports. Senior Vice President for Student Affairs Lamar Hylton presented revisions to regulations for student behavior and administration of student conduct. These policy changes were necessary to meet updated state and federal guidelines, she said.

The committee also received an enrollment management update from Vice President for Enrollment Management Sean Broghammer. He reported that enrollment largely stabilized that spring, with a decline of 1.3% systemwide. This was the smallest decline in FTE from spring to spring since 2016, she said. Vice President Broghammer also updated the committee on plans to implement a new technology solution that would support faculty, advisors, and offices across Kent State in coordinating student success efforts and outcomes, reported Trustee Bobst.

This concluded Trustee Bobst's report of the Academic Excellence and Student Success Committee.

The resolutions were added to the consent agenda by general consent.

Chair Riley next called on committee chair Trustee Donald Mason to present the report of the Audit and Compliance Committee.

AUDIT AND COMPLIANCE COMMITTEE

Trustee Mason reported that the members of the Audit and Compliance Committee met with the university's leadership electronically on March 2, 2023.

Director of Internal Audit Sarah Gampo provided the committee with a summary of the second quarter Fiscal Year 2023 internal audit plan as well as in-process, active, and completed activities. There were no unusual items to report, he said.

Trustee Mason stated that Ms. Gampo shared a presentation outlining the Internal Audit Department's planned Quality Assurance Review (QAR). Ms. Gampo reported that the QAR is an assessment of the internal audit function's conformance to the Institute of Internal Auditor's International Professional Practices Framework, he said. He noted that this voluntary review helps identify opportunities for continuous improvements in internal audit operations, procedures and processes. The Internal Audit department would undertake a self-assessment followed by an independent validation that is performed by volunteers from peer internal audit functions. The assessment was planned for later in the fiscal year, with the results of the QAR ready in Fiscal Year 2024, stated Trustee Mason.

He then reported that the committee also met in executive session regarding a personnel matter as permitted under Ohio law.

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

Chair Riley thanked Trustee Mason for his report and called on committee chair Trustee Stephen Perry to present the report of the Finance and Administration Committee.

FINANCE AND ADMINISTRATION COMMITTEE

Trustee Perry stated that the Finance and Administration Committee met electronically on March 3, 2023, and discussed several items to be considered by the Board. In addition to the non-academic personnel actions, approval was requested of nine management decision items, all of which were recommended for inclusion on the consent agenda.

APPROVAL OF TUITION AND FEES COLLEGE OF PODIATRIC MEDICINE 2023-2024 ACADEMIC YEAR

He began by presenting the request for approval of tuition and fees for the College of Podiatric Medicine for the 2023-2024 academic year. A 3% increase in tuition rates for both in-state and out-of-state students was requested to maintain quality, service levels, and market competitiveness, he said.

Resolution 2023-24

APPROVAL OF TUITION AND FEES COLLEGE OF PODIATRIC MEDICINE 2023-2024 ACADEMIC YEAR

WHEREAS, the Board of Trustees is responsible for approving fees for instruction and other education services and also is authorized to establish special purpose fees and charges for services and benefits provided to students; and

WHEREAS, the College of Podiatric Medicine (KSUCPM) operates under a different academic calendar than the rest of the university and billing for fall semester occurs in the spring prior to the next Board of Trustees meeting; and

WHEREAS, professional tuition rates are not subject to the limitations set forth in the State of Ohio's budget bill; and

WHEREAS, additional resources are needed in a number of areas to preserve academic program quality and services to students and to repair and maintain academic facilities; and

WHEREAS, proposed changes to KSUCPM tuition and fees have been reviewed extensively by university staff including executive officers, to ensure that all are in the appropriate amounts and are necessary to protect program quality; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees hereby approves the attached schedule of proposed fee changes to be effective for the 2023-2024 academic year.

APPROVAL OF ENTERPRISE AGREEMENT WITH ADOBE, INC.

Trustee Perry presented a request for renewal of the university's Adobe Creative Cloud Software Agreement. The proposed renewal was for a three-year period at a cost of \$1,135,713 with two optional annual renewals. This requested renewal would be funded by the Division of Information Technology's operating budget, he noted.

Resolution 2023-25

**APPROVAL OF ENTERPRISE AGREEMENT WITH
ADOBE, INC.**

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 multimedia creation tools and related implementation services in order to ensure the university is providing access to industry standard creativity and design software for instructional and multimedia content; and

WHEREAS, Kent State University seeks to reduce the cost of instruction for students by leveraging enterprise licensing agreements; and

WHEREAS, Adobe, Inc. has provided Kent State University a proposal with competitive pricing; 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 Adobe, Inc. to provide enterprise access to the Creative Cloud suite of tools and related implementation services for a term of three years in the amount of \$1,135,713 with a university option to renew up to two additional one-year periods at approximately \$407,437 per year in accordance with University Policy 3342-7-12.

APPROVAL OF RENEWAL OF INVESTMENT ADVISORY CONTRACT

Trustee Perry then presented a request for renewal of the university's Investment Advisory Contract with SEI Investments Management Corporation. Based on a comprehensive performance review completed in September 2022 by the university's

finance team, the Board's Investment Committee voted to recommend an additional three-year term providing that SEI's client services team and fee structure remained intact. The proposed contract extension would run through June 30, 2026, at an estimated annual cost of \$675,000, to be funded by investment earnings, reported Trustee Perry.

Resolution 2023-26

APPROVAL OF RENEWAL OF INVESTMENT ADVISORY CONTRACT

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 a qualified, independent management and consulting firm for investment advisory services related to the university's non-endowment assets; and

WHEREAS, in May 2017 the Board of Trustees authorized the university to enter a contract with SEI Investments Management Corporation (SEI) for these services for up to a six-year term ending June 30, 2023; and

WHEREAS, a recommendation was made to extend the contract with SEI for up to three years based on a performance review performed in accordance with University Policy 7-03 and considering the challenging market and economic environment; and

WHEREAS, the Investment Committee of the Board of Trustees approved the recommendation to renew the contract with SEI Investments Management Corporation as the university's investment advisor; and

WHEREAS, the annual cost for these services is estimated at \$675,000 (not including individual investment manager fees), to be funded by investment earnings; and

WHEREAS, the extension of the contract will proceed year to year with a maximum term of three years; 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 renewal of the contract with SEI Investments Management Corporation for the provision of investment advisory services for three years in accordance with University Policy 3342-7-12.

*AUTHORIZATION TO ISSUE GENERAL RECEIPTS BONDS AND THE
REFINANCING OF OUTSTANDING GENERAL RECEIPTS BONDS*

Next, Trustee Perry presented the authorization request to issue General Receipt Bonds and the refinancing of outstanding General Receipt Bonds. He shared that the university's series 2013 variable rate bonds are privately placed with PNC Bank and have an expiration date of April 30, 2023. This debt has an associated interest rate swap that could be terminated at the time due to its current valuation. A competitive process was undertaken to solicit the best rates while also allowing flexibility related to prepayment. Huntington Bank was selected as the proposal with the best overall value and structure. The private placement would be for a nine-year term with the option to redeem early if market conditions were favorable for additional debt restructuring, he said.

Resolution 2023-27

**AUTHORIZATION TO ISSUE GENERAL RECEIPTS BONDS
AND THE REFINANCING OF OUTSTANDING GENERAL
RECEIPTS BONDS**

WHEREAS, this Board has determined to authorize the issuance of obligations by the University to refund obligations previously issued to finance and refinance costs of University facilities; and

WHEREAS, the University has previously issued certain series of General Receipts Bonds (as more specifically described in Section 1 below, the "Outstanding Bonds"); and

WHEREAS, the Fiscal Officer has determined that the refunding and restructuring of the Outstanding Bonds is in the best interest of the University and is consistent with the University's Debt Policy ("Debt Policy"); and

WHEREAS, in furtherance of the foregoing, the administration of the University seeks authority to issue obligations to refinance all or a portion of the Outstanding Bonds in order to provide for payment of the Outstanding Bonds in anticipation of the mandatory tender provisions thereof and to otherwise provide financing terms in the best interests of the University; and

WHEREAS, the obligations will be issued for the foregoing purposes under the Trust Agreement identified in Section 1 securing the University's outstanding General Receipts Bonds and as further provided in this resolution in an aggregate principal amount not to exceed \$65,000,000; and

WHEREAS, the Board of Trustees has determined to authorize the Authorized Officers (as defined in Section 1 below) of the University to take such actions with respect to the Outstanding Bonds as provided in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE KENT STATE UNIVERSITY BOARD OF TRUSTEES, as follows:

Section 1. Definitions and Interpretations. The following terms used in the foregoing recitals and in this Resolution shall have the following meanings:

“Act” means Sections 3345.11 and 3345.12 of the Ohio Revised Code, and Sections 9.98 through 9.983 of the Ohio Revised Code made applicable by Section 3345.12(B) of the Ohio Revised Code, as the same may be amended, modified, revised, supplemented, or superseded from time to time, provided that no further action by the General Assembly shall alter the obligation of the University to pay the Bond Service Charges in the amount and manner, at the times, and from the sources provided in this Resolution, the Trust Agreement and the applicable Supplemental Trust Agreement, except as otherwise permitted in the Bond Proceedings.

“Authorized Denominations” means the denominations for each series of Bonds as set forth in the Certificate of Award relating to that series of Bonds.

“Authorized Officers” means any officer or employee of the University authorized by or pursuant to the Act to perform the particular act or sign the particular document, and if there is no specific authorization, means the Fiscal Officer acting together with any one of the following officers or employees of the University: the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Chair of the Finance and Administration Committee of the Board of Trustees or the President of the University.

“Board” means the Board of Trustees of the University.

“Bond Proceedings” means the Trust Agreement, the applicable Supplemental Trust Agreement, the applicable Certificate of Award, this Resolution and any Credit Support Instrument for the applicable series of Bonds, and any amendments of and supplements to or any combination of them, authorizing or providing for the terms and conditions and agreements applicable to, or providing for the security for, liquidity or sale of, or the terms contained in, the Bonds. Bond Proceedings may include any Bond Purchase Agreement and any other agreement with an Original Purchaser of the Bonds in a direct purchase transaction, provided that those

agreements are consistent with the Trust Agreement.

“Bond Purchase Agreement” means any Bond Purchase Agreement between the Original Purchaser and the University relating to the sale and purchase of the Bonds.

“Bond Registrar” means the person that keeps and maintains the Register for the applicable Bonds, which shall be the Trustee except as may otherwise be provided pursuant to any Supplemental Trust Agreement.

“Bond Reserve Requirement” or “Required Reserve” means as to any series of Bonds, an amount, if any, determined by the Fiscal Officer, in consultation with the Financial Advisor, to be financially advantageous to and in the best interest of the University to set aside as a reserve to secure a series of Bonds, which amount shall be set forth in the Certificate of Award for the related series of Bonds; provided that such Bond Reserve Requirement shall be subject to any applicable requirements of the Code.

“Bond Service Account” means the account, so designated, in the Bond Service Fund further described in Article V of the Trust Agreement.

“Bond Service Reserve Account” means the Account so designated in the Bond Service Fund further described in Article V of the Trust Agreement and which may or may not be funded as to any series of Bonds as provided in the applicable Certificate of Award and Supplemental Trust Agreement.

“Bond Service Charges” means the principal (as payable at stated maturity, or by acceleration or otherwise), interest and any redemption premium required to be paid by the University on the Bonds, and includes any Mandatory Sinking Fund Requirements.

“Bonds” or “Series 2023 Bonds” as used in this Resolution and notwithstanding the different meaning given in the Trust Agreement, means the General Receipts Bonds authorized by this Resolution which may be issued in one or more series at the same or different times; provided that the term “Bonds” shall have the meaning given to that term in the Trust Agreement if the context clearly indicates that the term shall have such meaning.

“Book-Entry Form” or “book-entry system” means a form or system under which physical Bond certificates in fully registered form are issued only to a Securities Depository or its nominee as Registered Owner, with the certificated Bonds held by and immobilized in the custody of the Securities Depository or its agent, and the book-entry system, maintained

by and the responsibility of others than the University or Trustee, is the record that identifies, and records the transfer of the interests of, the owners of book-entry interests in those Bonds.

“Certificate of Award” means collectively the Certificates of Award authorized by Section 5, setting forth and determining certain terms and other matters pertaining to the Bonds and their issuance, sale and delivery, consistent with this Resolution.

“Code” means the Internal Revenue Code of 1986, the regulations (whether proposed, temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of or successor provisions to the foregoing, and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes that section and those applicable regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Credit Support Instrument” means an insurance policy, surety bond, letter of credit, standby bond purchase agreement or other credit enhancement, support or liquidity device used to enhance or provide for the security or liquidity of the Outstanding Bonds or any Bonds.

“Direct Obligations” means the Direct Obligations as defined generally or for a particular purpose in the Trust Agreement or applicable Supplemental Trust Agreement.

“Eligible Investments” means Eligible Investments as defined generally or for a particular purpose in the Trust Agreement or applicable Supplemental Trust Agreement.

“Financial Advisor” means the firm, if any, serving as financial advisor to the University, presently PFM Financial Advisors LLC.

“Fiscal Officer” means the Senior Vice President for Finance and Administration of the University or such other officer of the University as may be designated by the Board as the chief fiscal officer of the University and also means, as an alternate, the Senior Associate Vice President for Finance and Administration of the University, and in each case includes the person serving as the acting or interim officer in such position.

“Fiscal Year” means a period of 12 consecutive months commencing on the first day of July of any year and ending on the last day of June of the following year, or, as to be evidenced for purposes of the

Bond Proceedings by a certificate of the Fiscal Officer filed with the Trustee, such other consecutive 12-month period as may hereafter be established as the University's fiscal year.

"General Receipts" shall have the meaning provided in the Trust Agreement.

"Interest Payment Dates" means the dates provided in the applicable Certificate of Award for a series of Bonds.

"Mandatory Redemption Obligation" or "Mandatory Redemption" or "Mandatory Sinking Fund Redemption" means mandatory prior redemption of Bonds pursuant to Mandatory Sinking Fund Requirements.

"Mandatory Sinking Fund Requirements" means amounts required by the Bond Proceedings to be deposited to the Bond Service Account in any Fiscal Year for the purpose, as provided in the Bond Proceedings, of retiring, at their stated maturities or by Mandatory Redemption or other prior retirement, principal of Bonds or of paying interest or interest equivalent on Bonds, which by the terms of the Bonds are due and payable in any subsequent Fiscal Year.

"Original Purchaser" means the financial institution or institutions selected by the Fiscal Officer to directly purchase or underwrite one or more series of Series 2023 Bonds and identified in the Certificate of Award; provided those firms shall be any or a combination of JPMorgan Chase Bank, NA, PNC Bank, National Association, Loop Capital Markets LLC, The Huntington National Bank and KeyBank, National Association, and including any affiliates of these entities.

"Outstanding Bonds," as used in this Resolution, means the outstanding amount of the University's Variable Rate General Receipts Refunding Bonds, Series 2013A, dated April 30, 2013, issued in the original principal amount of \$60,000,000, as reissued for federal tax law purposes on April 25, 2018.

"President" means the President of the University.

"Principal Payment Dates" means the dates on which principal is stated to be payable on the Bonds at stated maturity or pursuant to Mandatory Sinking Fund Requirements and Mandatory Redemption Obligations, as provided for each series of Bonds in the Bond Proceedings for that series.

"Refunded Bonds" means the certain maturities or portions of

certain maturities of the Outstanding Bonds, as determined by the Fiscal Officer in the Certificate of Award for the applicable series of Bonds, to be refunded with proceeds of the Bonds and any other funds available to the University.

“Register” means the books kept and maintained by the Trustee, as Bond Registrar pursuant to the Bond Proceedings, for the registration, exchange and transfer of Bonds.

“Registered Bonds” means fully registered Bonds registered as to both principal and interest in the name of the owner or holder, including Bonds issued under a book-entry system.

“Registered Owner” means the person in whose name a Bond is registered on the Register maintained by the Trustee as bond registrar.

“Resolution” or “this Resolution” means this Resolution authorizing the issuance and sale of the Bonds in one or more series on the same or different dates, and including the applicable Certificate of Award for the series.

“Securities Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book-entry system to record ownership and effect transfers of book-entry interests in bonds, and includes and means initially The Depository Trust Company (a limited-purpose trust company), New York, New York, and as applicable or as the context may require, its nominee.

“Special Funds” or “Special Funds and Accounts” means the Bond Service Fund and accounts in that fund, and any fund or account established under and identified as a Special Fund or Account in the Trust Agreement or a Supplemental Trust Agreement.

“State” means the State of Ohio.

“Supplemental Trust Agreement” means, with respect to each series of Bonds, the applicable Supplemental Trust Agreement between the University and the Trustee authorized by this Resolution.

“Taxable Bonds” means a series of Bonds that are obligations, the interest on which is included in gross income for federal income tax purposes.

“Tax-Exempt Bonds” means a series of Bonds that are obligations,

the interest on which is excluded from gross income for federal income tax purposes.

“Term Bonds” means those Bonds, if any, designated as such and maturing on the date or dates set forth in the Bond Proceedings, bearing interest payable on each Interest Payment Date, and subject to Mandatory Redemption pursuant to Mandatory Sinking Fund Requirements.

“Trust Agreement” means the Amended and Restated Trust Agreement (Sixteenth Supplemental Trust Agreement) dated June 21, 2010, between the University and the Trustee, as may be amended and supplemented from time to time, securing all General Receipts Bonds of the University issued and outstanding from time to time, including the Outstanding Bonds.

“Trustee” means the bank, trust company or national banking association authorized to exercise corporate trust powers in the State and having a corporate trust office in the State at which trustee and bond registrar functions will be carried out, as selected by the Fiscal Officer, as trustee under the Trust Agreement and Supplemental Trust Agreements, and any successor trustee pursuant to the Trust Agreement, presently The Huntington National Bank.

“University” means Kent State University established and existing under Chapter 3341 of the Ohio Revised Code, and every part and component thereof as from time to time existing, and when the context admits, includes its Board of Trustees.

“Variable Rate Bonds” means a series of Series 2023 Bonds issued as obligations bearing interest at variable interest rates, including, but not limited to commercial paper.

Unless the context otherwise indicates, words importing the singular number include the plural number, and vice versa, and the terms “hereof,” “herein,” “hereby,” “hereto,” “hereunder,” and similar terms, mean this Resolution and the applicable Supplemental Trust Agreement authorized by this Resolution. References to sections, unless otherwise stated, are to sections of this Resolution.

Section 2. Authority and Security. This Resolution is adopted under authority of the Constitution of the State (particularly Section 2i of Article VIII) and the Act. The Bonds are to be issued and secured under the Trust Agreement, as supplemented by the applicable Supplemental Trust Agreement.

There is hereby pledged, in priority to all other expenses, claims and

payments, to the security of the Bonds and for the payment of the Bond Service Charges and for establishment and maintenance of any Bond Reserve Requirement, the gross amount of General Receipts and the Bond Service Fund as provided in the Trust Agreement. In accordance with the Act, all the General Receipts are immediately subject to the lien of the pledge upon receipt thereof by the University and that pledge creates a perfected security interest without necessity for prior separation, physical delivery, filing or recording or further act.

The Bonds shall be special obligations of the University. To the extent provided in and except as otherwise permitted by the Trust Agreement, the Bond Service Charges shall be payable equally and ratably solely from the General Receipts and the Special Funds, and the payment of Bond Service Charges on the Bonds shall be secured (i) by the Trust Agreement and (ii) by a pledge and assignment of and a lien on the General Receipts and the Special Funds. However, any pledge or assignment of or lien on any fund, account, General Receipts, money or other intangible property not in the custody of the Trustee shall be valid and enforceable only to the extent permitted by law.

Nothing in the Trust Agreement shall prevent payment of Bond Service Charges on one series of Bonds from being otherwise secured and protected from sources or by property, funds, and instruments not applicable to another series of Bonds. Without limiting the generality of the foregoing, nothing in the Trust Agreement shall prevent the University from providing a Credit Support Instrument pledged or relating to the payment of Bond Service Charges on any one or more series or part of a series of Bonds, and not on other Bonds.

The Bonds shall not constitute a general obligation debt or full faith and credit pledge of the University or the State; the general resources of the University shall not be required to be used, and neither the general credit or full faith and credit of the University or the State are or shall be pledged, for the performance of any duty under the Bond Proceedings or the Bonds. Nothing in the Bond Proceedings gives the holders of Bonds, and they do not have, the right to have excises or taxes levied by the General Assembly of the State of Ohio, or ad valorem property taxes levied by the University, for the payment of Bond Service Charges, but the Bonds are payable solely from the General Receipts and the Special Funds as provided in the applicable Bond Proceedings, and each Bond shall contain a statement to that effect; however, nothing shall be deemed to prohibit the University, of its own volition, from using, to the extent it is lawfully authorized to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of the Trust Agreement or the Bonds.

Section 3. Authorization, Designation and Purpose of Bonds. The University is authorized to issue, sell and deliver, as provided and authorized in this Resolution and the Supplemental Trust Agreement, General Receipts Bonds of the University in one or more series, for the purpose of: (i) refunding the Refunded Bonds in order to provide for the payment and refunding of the Outstanding Bonds in anticipation of the mandatory tender provisions thereof based on the determination of the Fiscal Officer in consultation with the Financial Advisor that the proposed Bonds and refunding of all or the specified portions of Outstanding Bonds are in the best interest of the University; and (ii) paying the costs of issuing each series of Series 2023 Bonds. The principal amount of each Series of Series 2023 Bonds is to be the amount set forth in the Certificate of Award for that series, determined on the basis of the Fiscal Officer's certification in that Certificate of the amount necessary, as applicable: (a) to refund the Refunded Bonds, (b) to pay costs of any Credit Support Instruments, (c) to pay interest on the Bonds, (d) to pay costs of issuing the Bonds and refunding the Refunded Bonds, (e) to provide for any Bond Reserve Requirement and (f) to pay costs associated with the termination or modification of any existing Hedge Agreement relating to the Outstanding Bonds; provided that the aggregate principal amount of all series of Bonds issued under this Resolution shall not exceed \$65,000,000. The proceeds from the sale of each series of Bonds shall be allocated, deposited and applied as provided in Section 6.

The Bonds may be issued in one or more separate series, each bearing a distinctive designation, provided that the Bonds of each series satisfy the requirements of this Resolution and the Trust Agreement. Separate series of Bonds may be issued at the same or different times. The Bonds of each series shall be designated as provided in the applicable Certificate of Award. If separate series of Bonds are issued at different times, a separate Certificate of Award and Supplemental Trust Agreement shall be signed and delivered for each series.

The Fiscal Officer shall designate each series of Bonds in the Certificate of Award as Tax-Exempt Bonds or as Taxable Bonds. Such designation shall be based on the Fiscal Officer's determination, in consultation with the Financial Advisor, that the designation is in the best interest of the University, providing for an overall debt structure upon terms most favorable to the University.

In the event that the Fiscal Officer determines that the University's best interests will be served by causing a series of Series 2023 Bonds to be issued as Variable Rate Bonds, then the Fiscal Officer is authorized to so specify in the applicable Certificate of Award. The method or procedure by which the variable rates of interest to be borne by Variable Rate Bonds are to be determined shall be set forth in the Supplemental Trust Agreement or such Certificate of Award. Such method or procedure may be by reference to a market index, by an auction process, by a remarketing agent, including

but not limited to a dealer for commercial paper, or otherwise as set forth in the Supplemental Trust Agreement. The Fiscal Officer may determine that the terms of Variable Rate Bonds may or may not permit the Holders to tender their Variable Rate Bonds for purchase by the University. If the Fiscal Officer designates any Series 2023 Bonds as Variable Rate Bonds, and if the Holders of those Series 2023 Bonds are to be entitled to tender those Series 2023 Bonds for purchase, or if those Variable Rate Bonds are to be issued through a commercial paper program, then the Fiscal Officer may, but is not required to, also designate in the Certificate of Award for those Variable Rate Bonds (and may designate others from time to time in substitution therefor) any provider or providers of any Credit Support Instrument, any tender agent or agents, any administrative agent or agents, any remarketing agent or agents, any dealer or dealers, or any calculation agent or agents, which designations shall be based on the determination of the Fiscal Officer that the parties so designated possess the requisite resources and experience to provide the services required of them and that the terms on which the designated parties have agreed to provide such services are fair and commercially reasonable. The Fiscal Officer is authorized to enter into agreements in connection with the delivery of the Series 2023 Bonds, and from time to time thereafter so long as the Series 2023 Bonds are outstanding, with providers of Credit Support Instruments, tender agents or administrative agents (which may be the Trustee), remarketing agents or dealers (which may be any Original Purchaser), calculation agents (which may be the Trustee or the Original Purchaser), and others as may be determined by the Fiscal Officer to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender and providing for liquidity or credit support for the payment of Variable Rate Bonds upon tender for purchase or redemption or scheduled debt service and providing for the repayment by the University of any amounts drawn under the Credit Support Instrument consistently with the Trust Agreement. The Fiscal Officer is further authorized to terminate any such agreements if the Fiscal Officer determines that the University's best interests will be served by such termination. Additionally, in the event that the Fiscal Officer determines that it is in the best interests of the University that the University serve in the position of an issuer of a Credit Support Instrument in lieu of a third party provider of a Credit Support Instrument, the University may do so.

The Fiscal Officer, in connection with any series of Series 2023 Bonds is authorized to contract for one or more Credit Support Instruments, and to pay the costs of them from proceeds of the Series 2023 Bonds, if he or she determines that each Credit Support Instrument will result in a savings in the cost of the financing to the University.

Section 4. Terms and Provisions Applicable to the Bonds.

(a) **Form.** The Bonds shall be issued as Registered Bonds and substantially in the form set forth in the applicable Supplemental Trust Agreement for the related series of Bonds and shall be numbered as determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds. The Bonds shall be signed and authenticated in the manner provided in the Trust Agreement.

The Bonds may, but are not required to, be issued initially to a Securities Depository for holding in a book-entry system and if so issued: (i) those Bonds shall be registered in the name of the Securities Depository or its nominee, as Registered Owner, and immobilized in the custody of the Securities Depository or its agent; and (ii) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Securities Depository or to another nominee of a Securities Depository or as otherwise provided in the Supplemental Trust Agreement for the related series of Bonds.

There shall be a single Bond representing Bonds of each series of the same maturity and interest rate. The Bonds of each series shall be issued in Authorized Denominations. Bonds shall be dated as of their date of issuance or as of another date as may be stated in the Certificate of Award for the related series of Bonds. The Bonds shall be payable at the places and in the manner provided in the Supplemental Trust Agreement for the related series of Bonds.

(b) **Interest.** The Series 2023 Bonds of each series shall bear interest from their respective dates payable on the Interest Payment Dates at the respective rates per year to be determined by the Fiscal Officer and set forth in the Certificate of Award and Supplemental Trust Agreement for the related series of Series 2023 Bonds. For Series 2023 Bonds that bear interest at rates that are fixed to the maturity thereof, the weighted average fixed interest rate of such fixed rate Series 2023 Bonds of a series shall not exceed six percent (6.0%) per year. For Variable Rate Bonds, the maximum permissible interest rate of such Variable Rate Bonds shall not exceed ten percent (10%) per year. In a direct purchase transaction and subject to applicable law, the Bond Proceedings may provide that the rate of interest may also adjust, and certain fees may be incurred, upon the occurrence of certain events, in excess of such maximum rates, as may be approved by the Fiscal Officer, which approval shall be conclusively evidenced by the signing and delivery of the Supplemental Trust Agreement and other applicable Bond Proceedings.

(c) **Maturities.** The Bonds of each series shall mature on the dates and in the amounts to be determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds, provided that no Bonds shall mature later than the final maturity of May 1, 2032. Amortization for the Bonds shall be certified by the Fiscal Officer in the Certificate of Award as that which provides the most favorable debt structure for the University.

(d) Prior Redemption.

(i) Term Bonds--Mandatory Redemption. If provided for in the Certificate of Award, Bonds maturing in a particular year may be consolidated with the principal amount of Bonds maturing in one or more prior consecutive years to provide for Term Bonds maturing in that later year in the aggregate principal amount of those consolidated maturities. Any such Term Bonds shall be subject to Mandatory Redemption by the University pursuant to Mandatory Sinking Fund Requirements at a redemption price equal to 100% of the principal amount redeemed, plus accrued interest to the date of redemption, on the dates and in the principal amounts as determined by the Fiscal Officer and set forth in the Certificate of Award for the related series of Bonds. The amounts required to be paid to the Bond Service Account shall include amounts sufficient to redeem (less the amount of any credit as provided in the Supplemental Trust Agreement for the related series of Bonds) on each Principal Payment Date in the respective principal amounts of any Term Bonds subject to Mandatory Sinking Fund Redemption.

At its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date, the University may (i) deliver to the Trustee for cancellation Term Bonds, in any aggregate principal amount desired, or (ii) receive a credit in respect to the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University for any Term Bonds of the same series maturing in the same year as the Term Bonds so delivered to the Trustee, which prior to that date have been redeemed (other than through the operation of the mandatory sinking fund requirements provided for) or purchased for cancellation and cancelled by the Trustee and not theretofore applied as a credit against any mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Each Term Bond so delivered or previously redeemed or purchased for cancellation shall be credited by the Trustee at 100% of its principal amount against the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University on that redemption date with respect to Term Bonds maturing in the same year and any credit in excess of that amount may be credited against future mandatory sinking fund requirements with respect to Term Bonds of the same series maturing in the same year. If the University intends to avail itself in any year of the provisions of this paragraph, the University will on or before the 45th day next preceding the mandatory redemption date of that year furnish the Trustee with a certificate, signed by the Fiscal Officer, stating the extent to which the provisions of clauses (i) and (ii) above in this paragraph are to be availed of with respect to such mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Unless that certificate is so timely furnished by the University, the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) for that year shall not be reduced.

(ii) **Optional Redemption.** Bonds of one or more maturities and interest rates may be subject to redemption at the option of the University prior to their stated maturities, in whole or in part (as directed by the University), from moneys other than those deposited in accordance with any Mandatory Sinking Fund Requirements as provided above, on the dates and at the redemption prices set forth in the Certificate of Award; provided that the first redemption date shall be not later than ten and one-half years from the date of issuance of the Bonds, and, in the case of any series of Bonds issued as Tax-Exempt Bonds, the highest redemption price shall not exceed 103% of the principal amount redeemed plus interest accrued to the redemption date. The terms for any redemption prior to maturity of a series of Bonds issued as Taxable Bonds shall be determined by the Fiscal Officer in the Certificate of Award, and those terms may require a make whole premium to be paid to the holder of any such series of Bonds upon redemption prior to stated maturity. If determined, in consultation with the Financial Advisor, to provide lower interest costs and to be in the best interest of the University, the Fiscal Officer may determine and set forth in the Certificate of Award that Bonds of any series (or certain maturities of them) will not be subject to optional redemption prior to maturity. Any maturities of a series of Bonds subject to prior optional redemption may be subject to purchase in lieu of redemption if and as provided for in the Certificate of Award.

(iii) **Partial Redemption.** If fewer than all of the outstanding Bonds of any series are called for redemption, the University shall identify the maturities within that series to be called. If fewer than all of the outstanding Bonds of one maturity and interest rate of any series, if at the time not registered in the name of a Securities Depository or its nominee, are to be called for redemption, the selection of the Bonds or portions of those Bonds of that maturity to be called for redemption shall be made by lot or such other manner as provided in the Trust Agreement or the Supplemental Trust Agreement. If optional redemption of Bonds of any series at a redemption price above 100% of the principal amount to be redeemed is to take place on any applicable mandatory sinking fund redemption date, the Bonds to be optionally redeemed shall be selected prior to the selection of the Term Bonds to be redeemed by Mandatory Sinking Fund Redemption. In the event of a partial redemption of a Term Bond, the Trustee shall allocate the principal amount of the Term Bond redeemed against the scheduled Mandatory Sinking Fund Requirements of the applicable Term Bond as designated by the University or such other manner as provided in the Supplemental Trust Agreement.

(iv) **Notice.** Notice of call for redemption of the Series 2023 Bonds of any series shall be given by the Trustee on behalf of the University to the Registered Owners of the Series 2023 Bonds to be redeemed in whole or in part as shall be provided in the applicable Supplemental Trust Agreement. Notice by publication, including any notice of defeasance, shall not be required. Any defect in that notice as to any Series 2023 Bond shall not affect the validity of the proceedings for the redemption of any other Bond, and any failure to receive notice duly mailed shall not affect the validity of the proceedings for the redemption of any Series 2023 Bonds.

(e) **Reserve Fund.** If the Fiscal Officer, in consultation with the Financial Advisor, determines that it is financially advantageous to and in the best interest of the University that a series of Bonds shall be secured by a reserve, the Fiscal Officer shall (i) make that determination in the Certificate of Award, (ii) establish a Bond Service Reserve Account for the related series of Bonds, and (iii) provide for the deposit of the Bond Reserve Requirement into the Bond Service Reserve Account from the proceeds of the related series of Bonds or other available funds of the University. The Bond Reserve Requirement for any series of Bonds may be provided for by deposit of moneys or Eligible Investments or by a Credit Support Instrument or by any combination of the foregoing in the Bond Service Reserve Account.

(f) **Security and Source of Payment.** The Series 2023 Bonds shall be payable from the General Receipts pledged under the Trust Agreement as security for all Bonds issued and outstanding thereunder. Payment of the Bond Service Charges on the Bonds, including the Series 2023 Bonds, is secured by the Trust Agreement and by a pledge and assignment of and lien on the General Receipts and the Bond Service Fund, all as defined and provided in the Trust Agreement.

Section 5. Sale and Award of Bonds.

(a) **General; Certificate of Award.** The Series 2023 Bonds are sold and awarded to the Original Purchaser in accordance with this Resolution and the Certificate of Award for the related series of Bonds, and on such further or revised terms authorized or not inconsistent with this Resolution and not materially adverse to the University as are provided for or specified in the Certificate of Award and any Bond Purchase Agreement. The purchase price for any series of Series 2023 Bonds may not be less than 98.5% of the aggregate principal amount of the Series 2023 Bonds of that series (or, if the Series 2023 Bonds are sold at any original issue discount, 98.5% of the amount resulting from the subtraction of the aggregate net original issue discount from the aggregate original principal amount of the Series 2023 Bonds), plus any interest accrued on Series 2023 Bonds from their date to their delivery date. The original issue discount, if any, shall not exceed in the aggregate 5% with respect the Series 2023 Bonds of any series. The Fiscal Officer is authorized and directed to execute one or more Certificates of Award and any Bond Purchase Agreements for the related series of Series 2023 Bonds, in order to provide for the definitive terms and terms of sale and award to the Original Purchaser of the Series 2023 Bonds of each series as provided in this Resolution, but not later than December 31, 2023. The Certificate of Award and any Bond Purchase Agreement for any series of Series 2023 Bonds shall not be inconsistent with this Resolution, and shall be approved by the Fiscal Officer. The execution of any Bond Purchase Agreement and the Certificate of Award constitute conclusive evidence of that approval and consistency with this Resolution and the Debt Policy, and a finding that the terms thereof are not materially adverse to the University, on behalf of the University. The Certificate of Award shall include a certification that the refunding of the Refunded Bonds achieves the purposes specified in the Debt Policy.

(b) **Official Statement.** In the event that the Series 2023 Bonds of any series are sold by public offering, the Authorized Officers are authorized and directed to prepare or authorize to be prepared, and to complete a preliminary official statement and/or final official statement relating to the original issuance of any series of Bonds. If and to the extent applicable, the Authorized Officers shall certify or otherwise represent that the preliminary official statement, in original or revised form, is a “deemed final” official statement (except for permitted omissions) by the University as of a particular date and that a completed version is a “final” official statement for purposes of Rule 15c2-12 adopted by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the Rule). The distribution and use of a preliminary official statement and final official statement by the University and the Original Purchaser is hereby authorized and approved with respect to Bonds of any series.

The Authorized Officers are further authorized (i) to use and distribute, or authorize the use and distribution of, the preliminary and/or final official statement and supplements thereto in connection with the original issuance of Bonds of any series as may in their judgment be necessary or appropriate, and (ii) to sign and deliver, on behalf of the University and in their official capacities, such certificates in connection with the accuracy of the preliminary and/or final official statements and any amendment thereto as may in their judgment be necessary or appropriate.

(c) **Continuing Disclosure Agreement.** If and to the extent required by the Rule or by an Original Purchaser, the Authorized Officers are authorized and directed to execute one or more continuing disclosure agreements for the related series of Bonds, in the name of and on behalf of the University, for the benefit of the holders and beneficial owners of the related series of Bonds. The Fiscal Officer shall have the responsibility for the compliance by the University with that continuing disclosure agreement, and the Fiscal Officer shall establish procedures in order to ensure that compliance. That continuing disclosure agreement shall be the continuing disclosure agreement for purposes of the Rule or to satisfy the disclosure requirements of an Original , and its performance shall, as provided in it, be subject to the annual appropriation by the Board of moneys to meet costs required to be incurred to perform it.

Section 6. Allocation of Proceeds of Bonds. The proceeds from the sale of the Bonds of each series shall be received and receipted for by the Fiscal Officer or by the Fiscal Officer’s authorized representative for that purpose, and shall be allocated, deposited and credited as provided in the applicable Supplemental Trust Agreement. The Board determines that the refunding of the Refunded Bonds will be beneficial to the University by reason of the terms, conditions, covenants, or security pertaining to those bonds being refunded.

Section 7. General Covenants of the University. The University, by issuance of the Bonds, covenants and agrees with their holders to perform its applicable covenants and agreements set forth in the applicable Bond Proceedings. Each of those obligations is binding upon the

University, and upon each University officer or employee as from time to time may have the authority under law to take any action on behalf of the University that may be necessary to perform all or any part of that obligation, as a duty of the University and of each of those officers and employees resulting from an office, trust or station within the meaning of Section 2731.01 of the Ohio Revised Code, providing for enforcement by writ of mandamus. The University particularly covenants that it shall:

(a) **General Receipts.** So long as any Bonds are outstanding, fix, make, adjust and collect fees, rates, rentals, charges, and other items of General Receipts, as will produce at all times General Receipts sufficient to: (i) pay Bond Service Charges when due, (ii) establish and maintain any Bond Service Reserve Account, if any, as provided in the applicable Bond Proceedings, and (iii) together with other moneys lawfully available therefor, pay all costs and expenses required to be paid under the Bond Proceedings and all other costs and expenses necessary for the proper maintenance and successful and continuous operation of the University.

(b) **Segregate Accounts.** Segregate, for accounting purposes, the General Receipts and the Special Funds from all other receipts and funds of the University.

(c) **Further Actions.** At any and all times, cause to be done all such further acts and things and cause to be signed and delivered all such further instruments as may be necessary to carry out the purpose of the Bonds and Bond Proceedings or as may be required by the Act, and comply with all requirements of law applicable to the University and its operations.

(d) **Payments.** From the sources provided in the Trust Agreement, pay or cause to be paid the Bond Service Charges on each and all Bonds on the dates, at the places and in the manner provided in the applicable Bond Proceedings and Bonds, according to their true intent and meaning.

(e) **Prior Pledges.** Not make any pledge or assignment of or create or suffer any lien or encumbrance upon the Bond Service Fund or General Receipts prior to or on a parity with the pledge thereof in the Trust Agreement, except as authorized or permitted under the Trust Agreement.

(f) **Faithful Performance.** Observe and perform faithfully at all times all covenants, agreements, authority, actions, undertakings, stipulations and provisions to be observed or performed on its part under the Trust Agreement and other Bond Proceedings and the Bonds, and under all Board proceedings pertaining thereto.

Section 8. Tax Covenants. The representations, covenants and authorizations in this Section apply only to any series of Bonds issued as Tax-Exempt Bonds.

(a) Covenants. The Board covenants for the University that:

It will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (A) those Bonds will not constitute private activity bonds or arbitrage bonds under Section 141 or 148 of the Code, or be treated other than as bonds to which Section 103 of the Code applies, and (B) the interest on those Bonds will not be treated as a preference item under Section 57 of the Code.

It (a) will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (b) will not take or authorize to be taken any actions that would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (1) apply the proceeds of the Bonds to the purpose of the borrowing, (2) restrict the yield on investment property, (3) make timely and adequate payments to the federal government, (4) maintain books and records and make calculations and reports, and (5) refrain from certain uses of those proceeds and of property financed with those proceeds, all in such manner and to the extent necessary to assure that exclusion of that interest under the Code.

(b) Further Authorizations. The Fiscal Officer is authorized (i) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the University with respect to the Bonds as the University is permitted to make or give under the federal income tax laws, including, without limitation, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, including to hold a public hearing, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the University, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (iii) to give one or more appropriate certificates, for inclusion in the transcript of proceedings for those Bonds, setting forth the reasonable expectations of the University regarding the amount and use of all the proceeds of those Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

Section 9. Supplemental Trust Agreements. The Authorized Officers are authorized to execute and deliver to the Trustee, in the name of and on behalf of the University, and the Secretary to the Board is authorized to attest, a Supplemental Trust Agreement pursuant to the Trust Agreement and in connection with the issuance of each series of Bonds, not substantially adverse to the University as may be permitted by the Act and

the Trust Agreement and approved by the officers executing it on behalf of the University. Any Supplemental Trust Agreement may contain amendments to the Trust Agreement, as theretofore amended, to permit the University increased flexibility for use of financial or credit structures or to provide other terms determined by the Authorized Officers, to be in the best interests of the University, as conclusively demonstrated by their signing the related Supplemental Trust Agreement.

Section 10. Refunding of Refunded Bonds. The principal of and interest and any applicable call premium on the Refunded Bonds to be refunded by any series of Bonds, as identified in the related Certificate of Award, may be paid when due from cash, non-callable Direct Obligations, or Eligible Investments (or any combination of them) on deposit with, or held for the credit of, the Trustee in its capacity as escrow trustee (the "Escrow Trustee"), but in any event subject to the applicable provisions of the Trust Agreement. The Fiscal Officer is authorized on behalf of the University to make arrangements for the purchase of any such Direct Obligations and Eligible Investments from the proceeds of the Bonds and any other available sources of moneys. If and to the extent required by the Trust Agreement or applicable Supplemental Trust Agreement, the Fiscal Officer is authorized to obtain a report of an independent certified public accountant or firm of such accountants or such other verifier acceptable to the Trustee to the effect that the cash and direct obligations so held by the Escrow Trustee are of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to pay the principal of and the interest and any premium on the Refunded Bonds on the dates set forth in the Certificate of Award.

A trust fund for each series, or any combination of series, of Refunded Bonds, designated Kent State University –Escrow Account and otherwise identifying the series of Refunded Bonds, may be created for Refunded Bonds to be refunded by each series, or any combination of series, of Bonds, in the custody of the Trustee as Escrow Trustee and as a sub-account or accounts in the Bond Redemption and Purchase Account in the Bond Service Fund. The cash and securities in that Account, together with any earnings on and investments in that Account, shall be held in trust for and shall be used for the payment of the principal of and interest and any redemption premium on the Refunded Bonds. Provision may be made for any Escrow Account in the Supplemental Trust Agreement for the Bonds or in a separate agreement between the Escrow Trustee and the University (an "Escrow Agreement").

The Fiscal Officer is authorized and directed to take any and all actions necessary and appropriate to effect the early call for redemption or other retirement, pursuant to the Trust Agreement and applicable Supplemental Trust Agreement, of the Refunded Bonds, including causing the delivery of any required notices. Any amounts released to the University from the funds and accounts held by the Escrow Trustee under the Trust Agreement or any Escrow Agreement shall be applied as set forth in the related Supplemental Trust Agreement or Escrow Agreement. The Authorized Officers are authorized to execute and deliver to the Trustee, in

the name of and on behalf of the University, any Escrow Agreement required for the Refunded Bonds. The Board hereby determines to provide for the payment of the principal of and the interest and any redemption premium on the Refunded Bonds as provided in this Resolution.

The Fiscal Officer shall provide for the payment of services rendered and for reimbursement of expenses incurred pursuant to any Escrow Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with any Bond Purchase Agreement or Supplemental Trust Agreement, from the proceeds of the Series 2023 Bonds to the extent available and otherwise from other funds lawfully available for that purpose.

The Refunded Bonds may be, but are not required to be, defeased prior to redemption, and the Fiscal Officer may make alternate provisions for the deposit of Bond proceeds into existing or to be established accounts within the Trust Agreement for the purpose of refunding the Refunded Bonds or for the payment for the retirement of the Refunded Bonds directly to the holder thereof, as set forth in the Supplemental Trust Agreement.

Notwithstanding any other provision herein, in the event that the existing holder of the Refunded Bonds would be holder of the Series 2023 Bonds authorized hereby, the refinancing of the Refunded Bonds may be styled as an amendment and restructuring of the Refunded Bonds, and the Authorized Officers are authorized to sign and deliver any amendments to the Trust Agreement or Supplemental Trust Agreements necessary or appropriate to implement such restructuring and provide for the issuance of any replacement bond. The Fiscal Officer, alone or with the President, is authorized in a Certificate of Award to specify the terms of any such amendment and restructuring, provided such terms are within the parameters specified in this resolution with respect to maximum interest rates, tax status, tender, maturities and prior redemption. The terms of any amendment and restructuring, including terms providing for prior tender for purchase, shall be those determined by the Fiscal Officer, in consultation with the University's Financial Advisor, to be in the best financial interests of the University. Subject to the limitations, above, the Fiscal Officer, President and Board Secretary are authorized to sign and deliver such other documents, agreements and instruments as any of them may determine necessary or advisable to implement the amendment and restructuring of the Refunded Bonds. The provisions of this paragraph are intended to provide the University with greater flexibility in the refinance of the Refunded Bonds and provide additional alternate authority for such refinance.

The University is authorized but not required, as to be specified in a Certificate of Award, to pay all issuance costs associated with the transactions authorized hereby with its own funds and not from proceeds of the Series 2023 Bonds.

Section 11. Credit Support Instruments for Bonds. The Fiscal Officer is authorized to negotiate with one or more financial institutions to obtain a Credit Support Instrument for the Bonds if the Fiscal Officer

determines that such Credit Support Instrument will enhance the marketability of those Bonds, or will otherwise result in a savings in the cost of the financing to the University. In addition, the Fiscal Officer is authorized to negotiate with one or more financial institutions, from time to time so long as the Bonds are outstanding, to obtain Credit Support Instruments to replace any expiring Credit Support Instruments. The cost of any Credit Support Instrument for the Bonds may be paid from the proceeds of such Bonds and other lawful sources.

Section 12. Hedge Arrangements. The Fiscal Officer may enter into amendments or terminations of existing hedge agreements (swaps, swaptions, rate caps and collars and other hedging arrangements) that relate to the Refunded Bonds upon the Fiscal Officer's determination that such amendment or termination will result in an improved University debt structure.

Section 13. Conversion and Remarketing or Refunding of Variable Rate Bonds. In the event that the Fiscal Officer determines that it is advantageous to the University to convert the interest on any Variable Rate Bonds from variable rates to fixed interest rates for a period of time or to maturity, or to convert the interest on any Variable Rate Bonds to a different variable rate period or mode, or to terminate or take other actions with respect to any existing Credit Support Instrument that will require a tender and remarketing of any Series 2023 Bonds (such conversion or other actions and the tender and remarketing being collectively referred to in this Section as "remarketing"), the University shall undertake the remarketing in accordance with the Trust Agreement. In the event that the interest rate on all of the Variable Rate Bonds is to be converted from variable rates to fixed rates of interest to the final maturity of the Variable Rate Bonds, the remarketing may be undertaken as a refunding transaction with the refunding bonds having the terms provided in this Resolution for the Series 2023 Bonds.

In connection with any remarketing of Variable Rate Bonds, the Fiscal Officer is authorized to obtain one or more Credit Support Instruments if the Fiscal Officer determines that the Credit Support Instrument will facilitate the remarketing of the Variable Rate Bonds, and to enter into agreements with tender agents, administrative agents, remarketing agents, dealers and others, and to terminate such agreements, under the same terms and conditions set forth in Section 3, including the option of the University serving as the provider of the Credit Support Instrument. In the event the Fiscal Officer determines that it is necessary to supplement or amend the Trust Agreement or a Supplemental Trust Agreement in order to address current market conditions or to permit the use of a Credit Support Instrument or to otherwise obtain financing arrangements advantageous to the University, the President, the Fiscal Officer, the Chair and Vice-Chair of the Board, or any two of them, are authorized to sign and deliver an amendment of the Trust Agreement or Supplemental Trust Agreement, or an amended and restated Trust Agreement or Supplemental Trust Agreement. The costs of any remarketing of the Variable Rate Bonds may be paid, as determined by the Fiscal Officer, from remarketing proceeds, or from other money lawfully available for that

purpose. The Fiscal Officer is authorized to prepare or authorize to be prepared one or more disclosure documents in connection with any remarketing of Variable Rate Bonds under the same terms and conditions as set forth in Section 5 of this Resolution. The President and the Fiscal Officer of the University and other University officials, as appropriate, are authorized to sign and deliver such instruments, certificates and documents as are necessary or appropriate to consummate the transactions authorized by this Section. The President and the Fiscal Officer and other University officials, as appropriate, are each authorized to make the necessary arrangements on behalf of the University to establish the date, location, procedure and conditions for the remarketing of any Variable Rate Bonds and to take all actions necessary to effect the remarketing of any Variable Rate Bonds under the terms of this Resolution and the Supplemental Trust Agreement. The Secretary to the Board or other appropriate official of the University shall furnish the Original Purchaser a true transcript of proceedings certified by such officers of the University as may be appropriate of all proceedings had with reference to the conversion and remarketing of any Variable Rate Bonds.

Section 14. Other Documents. The Authorized Officers are authorized to furnish, sign and deliver such other documents, certificates and instruments, and to take such actions as may be necessary or appropriate to consummate the transactions contemplated in this Resolution, the Supplemental Trust Agreement, the Certificate of Award, any Bond Purchase Agreement, and any Escrow Agreement, each as applicable to the related series of Bonds, Refunded Bonds or Outstanding Bonds. The Authorized Officers are further authorized to sign any continuing covenants, bondholder or other agreement with the original purchase to further memorialize their understanding and agreements with respect to the terms of the Series 2023 Bonds and the security therefor, subject to those agreements being consistent with the terms of this Resolution and the Trust Agreement. Such other documents and actions may include any of those as may be necessary for the Original Purchaser in a direct placement transaction to classify its advance of Bond proceeds as a loan. The Secretary to the Board or other appropriate officials of the University shall furnish the Trustee a true transcript of proceedings certified by such officers of the University as may be appropriate of all proceedings had with reference to the issuance of the Bonds.

Section 15. Interpretations and References. Any reference in the Bond Proceedings to the University, or to its Board, or its or their officers, or to other public bodies, boards, commissions, departments, institutions, agencies, bodies, entities or officers, shall include those that succeed to their functions, duties or responsibilities pursuant to or by operation of law or otherwise are lawfully performing their functions.

Any reference in the Bond Proceedings to a section or provision of the Ohio Revised Code or to the Act or to the laws of the State or Board resolutions shall include that section or provision and the Act and those laws and resolutions as from time to time amended, modified, revised, supplemented or superseded. No amendment, modification, revision, supplement or superseding section or provision shall be applicable solely

by reason of this provision, if it constitutes in any way an impairment of the rights or obligations of the University, the holders, the Trustee, any provider of a Credit Support Instrument, or the Bond Registrar, under the Bond Proceedings or any other instrument or document entered into in connection with any of the foregoing, including without limitation, any alteration of the obligation to pay Bond Service Charges in the amount and manner, at the times and from the sources provided in the Bond Proceedings and the Bonds, except as permitted in the Trust Agreement.

Section 16. Open Meeting. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code and House Bill 51 signed into law by the Governor on February 17, 2022.

*AMENDMENT TO THE APPROVAL OF THE ICE ARENA/BAND
EDUCATIONAL FACILITY RENOVATIONS PROJECT*

Trustee Perry further presented a proposed amendment to the approval of the Ice Arena/Band Educational Facility Renovations Project. Approved in June 2018, this \$6.5-million project included re-roofing the building, rehabilitating the restrooms, and transforming the smaller recreational ice arena into a state-of-the-art band practice and educational facility. Since that time the marching band had exceeded 200 members and was expected to reach 300 members within a few years. He stated that to accommodate this growth and serve broader needs of the School of Music, the program scope was expanded. It was proposed the approved budget be increased to \$13.25 million, funded by \$5 million set aside from future debt service, \$900,000 from fundraising, and \$850,000 from university local funds. Construction would be completed by Fall 2024, he said.

Resolution 2023-28

**AMENDMENT TO THE APPROVAL OF THE ICE ARENA/BAND
EDUCATIONAL FACILITY RENOVATIONS PROJECT**

WHEREAS, on June 23, 2021, the Kent State University Board of Trustees approved the Ice Arena/Band Educational Facility Renovations project and established the project budget as \$6.5 million; and

WHEREAS, the growth of the Marching Band has progressed rapidly and the strategic vision has been refined to support 300 student musicians exceeding the initial plan and project scope; and

WHEREAS, a building expansion will allow for this growth while maintaining the original project goals; and

WHEREAS, to fund the increased project scope, the existing project budget will be amended by \$6.75 million to a new total of \$13.25 million; and
WHEREAS, the \$6.75-million amendment will be funded by \$5 million from funds set aside for future debt service, \$900,000 from fundraising, and \$850,000 from university local funds; and

WHEREAS, the design, bidding, and construction of this project will follow all state laws and regulations; 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 the design and construction of this project at an amended cost of \$13.25 million in accordance with University Policy 3342-7-04.

*APPROVAL OF KENT STATE UNIVERSITY AIRPORT HANGAR
DEFERRED MAINTENANCE PROJECT*

Trustee Perry recommended Board approval of the Kent State University Airport hangar renovation project. The airport hangar was constructed in 1945 and stores the university's full fleet of 34 aircraft. Significant repairs were required to address structural and envelope, door, and electrical upgrades; flooring; paint; and other repairs. He remarked that the facility is critical to the ongoing success of Kent State's flight program; therefore, to minimize disruptions, the project was staged over the next three years. The estimated \$5-million cost would be funded first by federal and state grant dollars and the remaining balance would be covered through annual facilities budget resources, he further noted.

Resolution 2023-29

**APPROVAL OF KENT STATE UNIVERSITY AIRPORT HANGAR
DEFERRED MAINTENANCE PROJECT**

WHEREAS, Kent State University proposes to address deferred maintenance at the Kent State University airport hangar; and

WHEREAS, the proposed renovations and repairs are deemed necessary to maintain effective and efficient operations of the university's flight program and will extend the life of the building by 20 years; and

WHEREAS, the project cost is estimated at \$5 million with funding from federal, state, and university sources; and

WHEREAS, the design, bidding and construction of this project will follow all state laws and regulations; 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 this project in accordance with University Policy 3342-7-04.

*APPROVAL OF KENT STUDENT CENTER LOW ROOF
REPLACEMENT*

Next, Trustee Perry presented the request for approval of the Kent Student Center low roof replacement project. The facility's lower roof area had been permanently damaged by severe weather and high winds. This \$1.34-million project would be covered under property insurance. Deductible and insurance pool payments were estimated at \$400,000 and would be funded by auxiliary renewal and replacement funds and the university's insurance liability pools, he said.

Resolution 2023-30

**APPROVAL OF KENT STUDENT CENTER LOW ROOF
REPLACEMENT**

WHEREAS, the lower roof section of the Kent Student Center is out of warranty and has sustained significant damage; and

WHEREAS, the proposed replacement roofing assembly will provide a 20-year warranty on this section of the building's roof; and

WHEREAS, the cost of the project is estimated at \$1.34 million, which will be covered under the university's property insurance coverages with any deductible funded by auxiliary renewal and replacement funds; and

WHEREAS, the design, bidding and construction of this project will follow all state laws and regulations; 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 this project in accordance with University Policy 3342-7-04.

APPROVAL OF TRI-TOWERS STEAM LINE REPLACEMENT

Trustee Perry reported that the final management decision item was a request for approval of Tri-Towers steam line replacement project. This \$1.8-million project would replace existing infrastructure that is nearing the end of its useful life. The project would be funded by university local funds, noted Trustee Perry.

Resolution 2023-31

APPROVAL OF TRI-TOWERS STEAM LINE REPLACEMENT

WHEREAS, the steam lines of the Tri-Towers complex are 21 years old and in need of replacement to ensure reliable service and to maintain the critical heating utility to a complex of four student housing buildings serving more than 1,500 students; and

WHEREAS, the completion of the construction documents and bidding will take place following Board approval, with on-site construction to begin the summer of 2023 and to be completed the fall of 2024; and

WHEREAS, the university has budgeted \$1.8 million in university local funds to support this project; and

WHEREAS, the design, bidding, and construction of this project will follow all state laws and regulations; 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 the design and construction of this project in the amount of \$1.8 million in accordance with University Policy 3342-7-04.

Trustee Perry stated that the committee recommended these management decision items be placed on the consent agenda for Board approval.

He then went on to report that the committee also heard from Trustee Donald Mason, who shared the report of the Investment Committee meeting held on February 14, 2023. There also were informational items routinely provided to the Board for its review and consideration, he said.

APPROVAL TO ENTER INTO SPONSORSHIP SALES AND MULTIMEDIA RIGHTS AGREEMENT FOR INTERCOLLEGIATE ATHLETICS

Finally, Trustee Perry said that as noted by Chair Riley at the beginning of the business meeting, the approval to enter into a sponsorship sales and multimedia rights agreement for Intercollegiate Athletics was recommended for approval as part of the consent agenda. He reported that this item resulted from Request for Proposal prepared by a development committee comprised of representatives from Intercollegiate Athletics, the Division of Finance and Administration, and the Office of General Counsel. With support of the LEONA consulting firm, the group undertook a rigorous competitive process to identify the firm that offered the highest and best value. The proposal from Van Wagner College was identified as having the highest and best overall value. The proposed

agreement is for a 10-year initial term with a five-year extension if performance targets are met, stated Trustee Perry.

Resolution 2023-32

APPROVAL TO ENTER INTO SPONSORSHIP SALES AND MULTIMEDIA RIGHTS AGREEMENT FOR INTERCOLLEGIATE ATHLETICS

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 sponsorship and multi-media rights services for Intercollegiate Athletics; and

WHEREAS, in response to a request for proposal issued by Kent State University, Van Wagner 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 into a contract with Van Wagner College for the provision of Intercollegiate Athletics sponsorship and multimedia rights services for 10 years, including a performance-based renewal for an additional five years, in accordance with University Policy 3342-7-12.

Trustee Perry concluded his report of the Finance and Administration Committee.

Chair Riley thanked Trustee Perry for his report and then 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.

NEW BUSINESS

Chair Riley turned to items of new business. He first presented a recommendation from the President to honor an extraordinary individual who had made an indelible mark on Kent State University. He called on President Diacon to present the recommendation to confer the honorary degree upon Roe Green.

CONFERRAL OF THE HONORARY DEGREE UPON ROE GREEN

President Diacon said it was a pleasure to know and work with Roe Green. After earning her master's degree in theatre in 1980 from Kent State University, Roe Green went on to become a nationally impactful philanthropist and supporter of theatre. She has had a major impact upon Kent State University, he observed. She gave what at the time was the largest gift in the university's history to establish the Roe Green Center for the School of Theatre and Dance, which is the home of that program. This year, Kent State marked the 20th year of the prestigious Roe Green Visiting Guest Director Series. Kent State graduates go on to perform in various venues including on Broadway and have won Tony awards. None of that would be possible without Roe Green's support, according to President Diacon, not just her financial support, but her personal support and advocacy as the chief cheerleader for theatre in general and theatre at Kent State in particular. He expressed appreciation for Roe Green's far-reaching contributions to Kent State and said it would be an enormous pleasure for him to present the honorary degree to her at the May 2023 commencement of the College of the Arts.

Resolution 2023-33

**CONFERRAL OF THE HONORARY DEGREE UPON
ROE GREEN**

WHEREAS, Kent State University awards the honorary degree to persons “who have clearly and unmistakably demonstrated achievement in a field of endeavor, and have contributed to the advancement of the university, or whose contributions are so significant that the benefits are recognized and acknowledged on a state, national, or international level;” and

WHEREAS, a Kent State alumna who earned her Master of Arts in Theatre degree in 1980, Roe Green is an internationally known philanthropist, entrepreneur, and theatre advocate; and

WHEREAS, she is widely lauded as having a monumental impact on the American theater, exercising a mastery of the world of new play development, making gifts, and shaping programs that have had a direct impact on generations of theatre-makers and elevated the Arts landscape in Northeast Ohio, New York, Florida, Colorado, and Canada; and

WHEREAS, she has enhanced the educational experience at Kent State through her transformational gift—at that time the largest capital gift in Kent State history—in support of construction of the Roe Green Center for the School of Theatre and Dance; her sponsorship of the Roe Green Visiting Guest Director Series, now in its 20th year; and her advocacy, engagement, and guidance of young artists extending long after graduation; and

WHEREAS, for these reasons and more she is affectionately known as “Our Fairy Godmother” by thousands of students, faculty, staff, and patrons of the School of Theatre and Dance who have benefited from her generosity of spirit, time, and treasure; and

WHEREAS, through her vision, expertise, and dedication to the advancement of the arts, Roe Green has built a career and a legacy that Kent State University is proud to support and honor; now, therefore,

BE IT RESOLVED, that the Board of Trustees of Kent State University, upon the recommendation of the Citation and Recognition Committee, with the full concurrence of the President, hereby approves that the degree of Doctor of Humane Letters, *honoris causa*, be conferred upon Roe Green for her extraordinary contributions to American theatre arts and Kent State University, and wishes her continued success and happiness.

Chair Riley asked if there were any objections to approving the resolution as part of the consent agenda. Hearing none, the resolution was added to the consent agenda by general consent.

Next, Chair Riley presented two resolutions of appreciation for retiring members of the Board of Trustees. He stated that the resolutions honored Board colleagues Haley Crews and Stephen Perry, whose terms officially would expire May 16, 2023. The resolutions were added to the consent agenda by general consent.

Chair Riley asked for a motion to approve the consent agenda, which included minutes of the December 7, 2022, Board business meeting; the proposed academic and non-academic personnel actions; recommendations from the standing committees; the approval to enter into a sponsorship sales and multimedia rights agreement for Intercollegiate Athletics; conferral of the honorary degree upon Roe Green; and resolutions of appreciation for retiring trustees Haley Crews and Stephen Perry.

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

Chair Riley then stated that the Board was pleased to turn attention to the two outstanding colleagues being honored with resolutions of appreciation.

He first asked Trustee Haley Dees to present the resolution honoring Graduate Student Trustee Haley Crews.

RESOLUTION OF APPRECIATION TO HALEY M. CREWS

Trustee Dees said she was delighted to present the resolution honoring Trustee Haley Crews, who has been a mentor and friend to her during her adjustment to the trustee role.

Resolution 2023-34

RESOLUTION OF APPRECIATION TO HALEY M. CREWS

WHEREAS, Haley M. Crews was appointed to the Kent State University Board of Trustees by Governor Mike DeWine on August 27, 2021; and

WHEREAS, Trustee Crews brought to the position a wealth of knowledge and extraordinary dedication to higher education governance, having served both as a student member of the Board of Trustees of her undergraduate alma mater – the University of Mount Union – and as a student representative to that institution’s Faculty Senate; and

WHEREAS, as Kent State University’s Graduate Student Trustee, she has been an active member of the Board’s Academic Excellence and Student Success Committee, Finance and Administration Committee, Audit and Compliance Committee, and External Relations and Philanthropy Committee; and

WHEREAS, along with fulfilling her trustee responsibilities, she is excelling in her graduate studies and research, leading to her graduation with a Master of Arts in Sociology degree later this year; and

WHEREAS, as a graduate research assistant in the Electrophysical Neuroscience Laboratory of Kent (ENLoK), she is engaged in impactful research such as a study seeking to improve police performance and increase safety through the electrophysical monitoring of officers’ brain waves and heart rates during training exercises, which was featured recently in Kent State’s *Focus on Research* video series; and

WHEREAS, Trustee Crews is respected by her Board colleagues as a highly motivated, insightful leader who participates effectively in all aspects of the trustee role; and

WHEREAS, her Board term will expire on May 16, 2023; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees expresses deep gratitude to Haley Crews for her outstanding service and wishes her the very best in her future pursuits.

President Diacon presented Trustee Crews with two gifts and expressed appreciation for her service. He noted that the conclusion of his presentation later in the day features Trustee Crews and her research, which speaks volumes for what she does as a graduate student and as a generator of knowledge. He thanked her for choosing Kent State and for being a member of the Board of Trustees. He observed that when a student trustee

speaks, the trustees listen. That's the way it should be because we are here for our students, our students make us who we are, he commented.

Trustee Crews thanked President Diacon, Cabinet members, and fellow trustees for this incredibly enlightening and empowering experience. She said she is thankful to have had the opportunity to represent graduate students at this level and to serve Kent State University in a meaningful way. As someone who is passionate about the experience of gaining access to higher education, it has been such an honor to help ensure that the next generation of students can have the same transformational experience she has had as a student at Kent State University. She observed that her trustee experience will continue to influence her life as she enters her career in academia and she wished Board members continued success in all of their endeavors and the mission of transforming lives and communities.

Chair Riley then moved to express their appreciation to Trustee Perry and asked Trustee Kilbride to present the resolution honoring him.

RESOLUTION OF APPRECIATION TO STEPHEN A. PERRY

Trustee Kilbride read the resolution of appreciation to Trustee Stephen Perry.

Resolution 2023-35

RESOLUTION OF APPRECIATION TO STEPHEN A. PERRY

WHEREAS, Stephen A. Perry was appointed to the Kent State University Board of Trustees by Governor John Kasich on August 4, 2014; and

WHEREAS, Trustee Perry has given superb service as a Board officer, longstanding chair of the Finance and Administration Committee, and member of the Academic Excellence and Student Success Committee, the Audit and Compliance Committee, the Compensation Committee, and the Nominating and Governance Committee; and

WHEREAS, he has been a leading voice on the Board for the alignment of the university's strategic priorities and its resources, modernization and construction of campus buildings and grounds throughout the Kent State system to advance the quality of the educational experience, and the steady, effective navigation of the university through an unprecedented global COVID-19 pandemic; and

WHEREAS, Trustee Perry long will be remembered for his relentless focus on student success, his keen attention to detail and insights on business practices, analytical mind, and his thoughtful questions and collaborative spirit that help raise and inspire all of us to be the best we can be; and

WHEREAS, Kent State University applauds and honors Trustee Perry for his extraordinary leadership of complex organizations, becoming the 17th administrator of the U.S. General Services Administration by appointment of President George W. Bush, serving on Governor George Voinovich's Cabinet as director of the Ohio Department of Administrative Services, putting the Pro Football Hall of Fame on the path to transformation as its president and executive director; and culminating a 37-year career with The Timken Company as senior vice president; and

WHEREAS, he also has been a tireless community leader, serving on the Ohio Board of Regents and boards of organizations such as the Pro Football Hall of Fame, Canton Urban League, Mercy Medical Center, Stark County District Library, and the United Way of Central Stark County Board; now, therefore,

BE IT RESOLVED, that the Kent State University Board of Trustees expresses its deep appreciation to Stephen A. Perry for his distinguished stewardship; and

BE IT FURTHER RESOLVED, that because of his deep commitment and contributions to the advancement of Kent State, Trustee Perry is hereby designated Trustee Emeritus of Kent State University with all the rights and privileges pertaining thereto.

President Diacon presented gifts to Trustee Perry but set them aside as he gave remarks. He observed that it has been such a pleasure to work with Trustee Perry, who has an unparalleled ability to offer helpful advice in the most positive way. President Diacon said he could not count the number of times, particularly in committee meetings, when the administration would be discussing some endeavor, idea, or strategic opportunity and Trustee Perry would say, "This is really great and have you thought about..." President Diacon exclaimed that every single time, it was like, wow, that was a really great idea and we didn't think of that. He said this strength is both a testimony to Trustee Perry's experience and acumen, but also to his nature as a thoroughly decent human being. President Diacon paid homage to Trustee Perry's ancestral home of Cabo Verde and its language of Portuguese by saying Obrigado, thank you for all that you've done for Kent State University.

Trustee Perry said he was sure all trustees would agree that serving on Kent State University's Board of Trustees is both an awesome responsibility and an honor and a privilege. He said serving with this group has really been one of the most enjoyable things that he has had an opportunity to do. He expressed confidence that the future is bright for Kent State, partly because of the leadership and the Board and the way this whole group works collaboratively together. He said such partnership is not something that just happens; it is because the Board, the leadership, and the university community have a clear vision of what we want to achieve. Everybody is committed to that – Board

members, administrators, faculty, and staff – so people are aligned and working together, striving to achieve student success. That is the hallmark that guarantees the future success of Kent State University. Trustee Perry said he was so proud to have been a part of the university and he wished all good fortune ahead.

Chair Riley stated that it was always great to end the meeting on such a positive note and again thanked trustees Perry and Crews for their service.

In conclusion, Chair Riley asked for the minutes to reflect the Board's appreciation for university staff who contributed to the success of the events in Columbus: Jennifer Arnold, who was so helpful in coordinating joint events with the Foundation Board; Charlene Nichol, who is always a steady influence at these Board meetings; Lashonda Taylor, who was supporting her first Board meeting in her new role; and Jason Forbes, the master of all things technical.

ADJOURNMENT

Chair Riley announced that the next regular meeting of the Board of Trustees was scheduled for Wednesday, June 28, 2023, at the Kent campus.

On motion duly noted, the meeting adjourned at 10:35 a.m.