

UNIVERSITY OF MISSOURI  
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BOARD OF CURATORS  
Minutes of the Board of Curators Meeting  
April 9, 2020

A Board of Curator committee meeting was held April 2, 2020 in conjunction with this Board meeting.

**BOARD OF CURATORS MEETING – PUBLIC SESSION**

A meeting of the University of Missouri Board of Curators was convened in public session at 8:07 A.M., on Thursday, April 9, 2020, via Zoom video and at remote locations via conference telephone and at the Havener Center on the Missouri University of Science and Technology campus, pursuant to public notice given of said meeting. Curator Julia G. Brncic, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic  
The Honorable Darryl M. Chatman  
The Honorable Maurice B. Graham  
The Honorable Gregory E. Hoberock  
The Honorable Jeffrey L. Layman  
The Honorable Phillip H. Snowden  
The Honorable David L. Steelman  
The Honorable Robin R. Wenneker  
The Honorable Michael A. Williams

Also Present

Dr. Mun Y. Choi, President, UM System and Interim Chancellor, MU  
Mr. Stephen J. Owens, General Counsel  
Ms. Cindy Harmon, Secretary of the Board of Curators  
Mr. Avery Welker, Student Representative to the Board of Curators  
Dr. C. Mauli Agrawal, Chancellor, University of Missouri – Kansas City  
Dr. Beth Chancellor, Interim Vice President for Information Technology and MU Chief Information Officer

Mr. Jonathan Curtright, Chief Executive Officer, MU Health Care  
Dr. Mohammad Dehghani, Chancellor, Missouri University of Science and Technology  
Ms. Kamrhan Farwell, Chief Marketing and Communications Officer  
Ms. Marsha Fischer, Associate Vice President for Human Resources and Chief Human Resources Officer  
Dr. Steven W. Graham, Senior Associate Vice President for Academic Affairs  
Ms. Christine Holt, Chief of Staff, UM System  
Ms. Michelle M. Piranio, Chief Audit and Compliance Officer  
Mr. Ryan D. Rapp, Vice President for Finance and Chief Financial Officer  
Dr. Kristin Sobolik, Interim Chancellor for University of Missouri-St. Louis  
Dr. Marshall Stewart, Vice Chancellor, Extension and Engagement  
Mr. Christian Basi, Director of Media Relations  
Media representatives

### **General Business**

#### University of Missouri Board Chair's Remarks – presented by Chair Brncic

Chair Brncic thanked all faculty, staff and students for their flexibility and hard work in continuing our educational mission during the COVID-19 crisis. It is vital to maintain a sense of solidarity at this time and focus on student success and helping Missourians overcome the difficulties during this challenging time.

#### University of Missouri System President's Report – presented by President Choi (slides on file)

President Choi presented how the UM System is coming together during this unprecedented time.

President Choi asked Matt Gunkel to present a report of the eLearning rapid transition during the COVID-19 crisis, summer session plans and preparations for the fall 2020 semester.

President Choi also asked Dr. Mary Beck and Dr. Steve Whitt from MU Health Care to present a report of COVID-19 response efforts locally and outreach across the state.

#### Student Representative to the Board of Curators Report – presented by Avery Welker

Student Representative Welker discussed a resolution passed by the Intercampus Student Council (ISC) in support of leadership for taking care of students during this pandemic.

Approval of Board of Curators Executive Committee, Standing Committees, and Appointments, 2020

It was recommended by Chair Brncic, moved by Curator Graham and seconded by Curator Hoberock, that the following Board of Curators Executive Committee, Standing Committees, and appointments be approved for 2020:

**Executive Committee**

Julia G. Brncic, Chair  
Maurice B. Graham  
David L. Steelman

**Academic, Student Affairs, Research and Economic Development Committee**

Darryl M. Chatman, Chair  
Greg E. Hoberock  
Jeff L. Layman  
Phil H. Snowden

**Audit, Compliance and Ethics Committee**

Jeff L. Layman, Chair  
Maurice B. Graham  
David L. Steelman  
Robin R. Wenneker

**Governance, Compensation and Human Resources Committee**

Michael A. Williams, Chair  
Darryl M. Chatman  
Jeff L. Layman  
Phil H. Snowden

**Finance Committee**

David L. Steelman, Chair  
Darryl M. Chatman  
Greg E. Hoberock  
Michael A. Williams

**Health Affairs Committee**

Maurice B. Graham, Chair  
Ronald G. Ashworth (non-curator)  
John R. Phillips (non-curator)  
David L. Steelman

Robin R. Wenneker  
Michael A. Williams

The motion carried unanimously (9-0) by voice vote with no abstentions.

2021 Board of Curators Meeting Calendar

It was recommended by Chair Brncic, endorsed by President Choi, moved by Curator Graham and seconded by Curator Hoberock, that the proposed 2021 Board of Curators meeting calendar be approved as follows:

PROPOSED 2021 BOARD OF CURATORS MEETING CALENDAR

<u>DAY(S)</u>	<u>DATE(S)</u>	<u>LOCATION</u>
Thursday	February 4	UM – Columbia
Thursday	April 22	Missouri S&T
Thursday-Friday	June 24-25	Columbia, Missouri
Wednesday (Finance Cte)	September 1	UM – Kansas City
Thursday	September 2	UM – Kansas City
Thursday	November 18	UM – St. Louis

The motion carried unanimously (9-0) by voice vote with no abstentions.

Review of Consent Agenda – No discussion.

**Consent Agenda**

It was endorsed by President Choi, moved by Curator Brncic and seconded by Curator Graham, that the following items be approved by consent agenda:

**CONSENT AGENDA**

Action

1. Minutes, February 6, 2020 Board of Curators Meeting
2. Minutes, January 29 and 30, 2020 Board of Curators Committee Meetings held in conjunction with the February 6, 2020 Board Meeting
3. Minutes, February 28, 2020 Board of Curators Special Meeting
4. Minutes, March 16, 2020 Board of Curators Executive Committee Meeting
5. Degrees, Spring Semester 2020 for all Campuses
6. Amendment, Collected Rules and Regulation 10.050, Standing Committees
7. Amendment, Collected Rules and Regulation 330.015, Policy on Conflict of Interest
8. Amendment to the Employee Retirement Investment Plan (ERIP) and the 457(b) Eligible Deferred Compensation Plan

1. Minutes, February 6, 2020 Board of Curators Meeting – as provided to the curators for review and approval.
2. Minutes, January 29 and 30, 2020 Board of Curators Committee Meetings held in conjunction with the February 6, 2020 Board Meeting – as provided to the curators for review and approval.
3. Minutes, February 28, 2020 Board of Curators Special Meeting – as provided to the curators for review and approval.
4. Minutes, March 16, 2020 Board of Curators Executive Committee Meeting – as provided to the curators for review and approval.
5. Degrees, Spring Semester 2020 for all Campuses –

That the action of the President of the University of Missouri System in awarding degrees and certificates to candidates recommended by the various faculties and committees of the four University of Missouri System campuses who fulfill the requirements for such degrees and certificates at the end of the Spring Semester 2020, shall be approved, and that the lists of said students who have been awarded degrees and certificates be included in the records of the meeting.

6. Amendment, Collected Rules and Regulations 10.050, Standing Committees –

That the Collected Rules and Regulations 10.050, Standing Committees be amended as indicated in the attached documents (please see below).

## **Chapter 10: Board of Curators**

### **10.050 Standing Committees**

Bd. Min. 11-10-67, p. 33,579; Amended 8-6-71, p. 35,988; Amended 5-23-03; Amended 9-9-04; Amended 3-23-06, Amended 7-21-06, Amended 10-6-06, Amended 4-6-07, Amended 6-1-07, Amended 2-6-09, Amended 9-24-10, Amended 5-19-11, Amended 4-15-16, Amended 9-15-16, Amended Bd. Min. 2-1-18; Amended Bd. Min. 2-6-20; Amended Bd. Min. 4-9-20.

The Chair of the Board of Curators, subject to the approval of the Board, shall appoint the following standing committees: ACADEMIC, STUDENT AFFAIRS, RESEARCH AND ECONOMIC DEVELOPMENT COMMITTEE; AUDIT, COMPLIANCE AND ETHICS COMMITTEE; GOVERNANCE AND COMPENSATION AND HUMAN RESOURCES COMMITTEE; FINANCE COMMITTEE; and HEALTH AFFAIRS COMMITTEE. In the event a new Curator(s) takes office prior to the next regular Board meeting, the Board Chair has the authority to temporarily appoint the new Curator(s) to standing committees. Their permanent appointment shall be subject to the approval of the Board at the next regular Board meeting. The Board Chair shall designate one member of each committee as committee chair. The Chair of the Board shall consider in making such appointment that no committee should be left without continuity. If a committee chair is unavailable for a meeting, they shall have the ability to designate a temporary appointment as committee chair or the Board Chair may designate the temporary appointment if the committee chair is unable to.

**A. Academic, Student Affairs, Research and Economic Development Committee -**

The Academic, Student Affairs, Research and Economic Development Committee may have referred to it matters relating to curricula, faculty, students, research and economic development and intercollegiate athletics.

**B. Audit, Compliance and Ethics Committee -**

The Audit Committee will assist the Board of Curators in fulfilling its oversight responsibilities relating to: the integrity of the University's financial statements, the systems of internal control, the performance of the University's independent auditors and internal audit function, the independent auditor's qualifications and independence, and the University's compliance with legal and regulatory requirements.

**C. Governance, Compensation and Human Resources Committee –**

The Governance, Compensation and Human Resources Committee will help the Board function effectively, efficiently and with integrity and may have referred to it matters relating to the compensation, benefits and other human

resource functions of the University and associated programs and policies.

**D. Finance Committee –**

The Finance Committee may have referred to it matters relating to the fiscal, accounting and fundraising functions of the University and associated programs and policies.

**E. Health Affairs Committee -**

The Health Affairs Committee will assist the Board of Curators in overseeing the clinical health care operations of the University and in coordinating those operations in furtherance of the University's teaching, research, and clinical missions. The Health Affairs Committee shall receive and review regular reports from University of Missouri Health Care ("MU Health Care") and the MU School of Medicine's faculty practice plan ("University Physicians").

**F. Duties**

1. Each Committee shall receive such other matters as may be referred to it by the Chair of the Board of Curators.
2. Said Committees shall investigate the matters referred to them and make recommendations to the Board.
3. Each of said Committees shall meet as business requires and upon the call of the Chair of the Committee.
4. Each Committee shall review and, if necessary, revise its charter on an annual basis.
5. Committee charters shall be presented to the full Board for approval each year and published on the Board's website.

**7. Amendment, Collected Rules and Regulations 330.015, Policy on Conflict of Interest**

That Collected Rules and Regulations, Section 330.015, Policy on Conflict of Interest, be revised as attached (please see below).

**330.015 Policy on Conflict of Interest**

Bd. Min. 1-25-90, Amended 10-05-07, Amended 11-29-07, Amended 3-22-11, Amended 7-27-12, Amended 6-17-16; Amended 4-9-20.

**A. Conflict of Interest -- General Provisions**

1. **Applicability.** This policy is applicable to all Employees of the University as defined herein. Additionally, for research involving human subjects, researchers and certain University officials must also comply with

Collected Rules and Regulations (“CRR”) 410.020 pertaining to Institutional Conflicts of Interest in Human Subjects Research. Likewise, investigators on funded or proposed NSF or PHS research or educational activities must also comply with CRR 420.030.

2. **Policy.** Employees shall faithfully discharge their duties and shall refrain from knowingly engaging in any outside matters of financial interest or commitment incompatible with the impartial, objective, and effective performance of their University Responsibilities and in the conduct of University affairs. They shall not realize personal gain in any form which would influence improperly the conduct of their University Responsibilities. They shall not improperly use University property, funds, confidential or proprietary information, students, position or power for personal or political gain. They shall inform their chairpersons/supervisors in writing of their Outside Interests. Compliance with this policy promotes objectivity in research by establishing standards that provide a reasonable expectation that the proposal, design, conduct, and reporting of research will be free from bias resulting from Employee conflicts of interest.
3. **Sanctions.** Conduct by an Employee that violates the University's policies, regulations or rules pertaining to conflict of interest shall constitute a breach of the employment contract and may lead to disciplinary action. The Conflict of Interest Committee may make a determination of a violation of this policy and will report such violation to the Chancellor. After the finding of a violation, the Chancellor of each campus, in consultation with the respective Conflict of Interest Committee, may apply sanctions, including but not limited to, one or more of the following:
  - a. Letter of warning or admonishment.
  - b. Suspension or termination of research compliance committee approvals.
  - c. Suspension or termination of the privilege to submit sponsored activity proposals.
  - d. Suspension or termination of sponsored research activity spending authority.
  - e. Demotion or removal from assigned administrative roles.
  - f. Referral to campus Committee on Tenure or other appropriate committee for discipline or dismissal for cause of faculty.



- g. Suspension or termination of employment (pursuant and subject to CRR 310.060, Procedures in Case of Dismissal for Cause, for those faculty covered by that rule).

## **B. Definitions**

### 1. “Employee” means:

- a. Any person receiving compensation from the University for services rendered, regardless of whether the person is benefit eligible or non-benefit eligible (e.g., full-time or part-time), or classified under other sections of the CRR as Academic Staff or Administrative, Service and Support Staff;
- b. Any person receiving compensation paid through the University from any funds placed in its hands for distribution; or
- c. Any person that has voluntarily elected to enter into an agreement or an agreement entered into on their behalf with the University to be treated as an “Employee” for purposes of this policy. For purposes of this policy, the receipt of compensation shall not be interpreted to include:
  - i. Receipt of student financial aid, including but not limited to, scholarships, grants, loans, tuition waivers and educational fee reductions, generally available to University students and unrelated to any provision of services by the student to the University; or
  - ii. Payments to independent contractors.

### 2. “Outside Interest” means:

- a. An employment, consulting, or other professional activity or service, paid or unpaid, for a third party that is not part of the Employee's University Responsibilities, and such activity or service for the third party nonetheless relates to work within the scope of the Employee's University Responsibilities. This includes, without limitation, any activity or service that involves the use of the Employee's expertise, the practice of the Employee's profession, or any activity or service that contributes to the Employee's professional competence or development; or

- b. A direct or indirect financial interest in an entity that proposes to do business or is doing business with the University; or
  - c. A direct or indirect financial interest in an entity that proposes to acquire or has acquired rights to University owned intellectual property; or
  - d. Whenever an Employee's duties include research or investigation, a direct or indirect financial interest in an entity conducting research or business that is relevant to the scope of the Employee's University Responsibilities; or
  - e. Any other activity that could be construed as relating to or overlapping or competing with the core missions of the University.
3. "University Responsibilities" means an Employee's responsibilities for which such Employee was hired and conducted at or undertaken on behalf of the University, which may include, but is not limited to, activities such as research, research consultation, teaching, outreach/extension, professional practice, institutional committee memberships and service on University-based panels.
4. "Manage" (or "Managed") means taking action to address an actual or potential conflict of interest, which can include reducing or eliminating the conflict to ensure to the extent possible that the Employee's University Responsibilities will be free from bias. "Manage" may include, without limitation, a formal written Conflict of Interest Management Plan.
5. "Gift" means any tangible or intangible item or items having a monetary value in excess of \$75. This maximum value applies to each gift transaction.
6. "Prohibited Source" means any person or entity, public or private, outside the University, with interests, financial or otherwise, that may be substantially affected by the recommendations, decisions, performance or non-performance of the duties of the Employee.
- C. Use of Confidential Information** -- Employees shall not use University confidential or proprietary information obtained by reason of their University employment with intent to cause financial gain to themselves or unfair advantage for another person.

**D. Prohibition Against Acceptance of Gifts**

Employees of the University shall avoid accepting Gifts for personal use, directly or indirectly, from Prohibited Sources, except as permitted in Section 330.015.D.1. below.

1. **Exceptions** -- The following shall not be considered a violation of this policy:

- a. Gifts that are available to the Employee on the same conditions as for the general public;
- b. Educational materials utilized in the performance of the Employee's University job;
- c. Awards or honoraria administered by or through the University;
- d. Gifts from the Employee's relatives, by blood or marriage;
- e. Any item of food, refreshment, entertainment or other benefit provided to the Employee while attending a meeting, conference or convention provided on the same conditions as for other attendees; provided that if the item could be considered as lavish, then approval must be obtained under subparagraph f. below;
- f. Any Gift if approved in writing in advance by an administrative superior who is a University General Officer, or in the event of the President, then approval of the Chair of the Board of Curators.

2. Each General Officer approving acceptance of Gifts under Section 330.015.D.1.f. shall report all such approvals annually to the President.

**E. Responsibilities of University Employees** -- An Employee's Outside Interests must not interfere with the Employee's University Responsibilities nor represent a conflict of interest that is not or cannot be Managed. Exempt staff and faculty Employees shall disclose all Outside Interests annually, and shall disclose any changes or acquisition of a new Outside Interest, as such interests arise. Provided that each campus may adopt procedures by which adjunct faculty are not subject to annual reporting requirements (except as required by federal law) and instead disclose all Outside Interests prior to initial employment and disclose any changes or acquisition of a new Outside Interest as such interests arise. All other Employees shall disclose Outside Interests as such interests arise (e.g., transactional reporting). The following situations are illustrative of such activities and interests. This list should not be considered exhaustive.

1. **Grants and Contracts Involving an Employee Financial Interest.** When it is proposed that the University enter into (1) contracts for the sale of goods or services, or (2) research contracts or grants, or (3) other contracts with individuals, private firms or business entities in which an Employee knows the Employee has a direct or indirect financial interest, the following procedure shall be followed:
  - a. Before the proposed contract is negotiated by the University, the Employee shall make a disclosure of such financial interest, in writing, which disclosure shall be forwarded to the official having contract approval authority.
  - b. If there is a change in the financial interest of the Employee during the term of the contract, the change shall be disclosed immediately by the Employee, in writing, and forwarded to the official having contract approval authority.
  - c. Except as provided in Paragraph E.1.d., if the financial interest of the Employee in the private firm or business entity is such that it could influence the decision-making process of the private firm or business entity and the Employee could also influence the decision-making process of the University in entering into or performing the contract:
    - i. The University shall not enter into the contract or shall cancel the contract, if the terms of the contract so permit; or
    - ii. The University and Employee shall enter into a Conflict of Interest Management Plan which shall, among other things require that:
      - a) The Employee shall take such action as is necessary to remove the Employee from a relationship with the private firm or business entity which could influence the decision-making process of the private firm or business entity; and/or
      - b) The University shall establish a procedure to remove any opportunity for the Employee to influence the entering into the contract by the University or the manner in which the contract is performed by the University.
  - d. If the financial interest of the Employee is as an owner or employee in a private firm or business entity that is proposing to license or otherwise acquire University-owned intellectual property, then the

University may enter into such transaction upon the approval of the applicable campus technology transfer office and Chief Research Officer, and upon the adoption of a Conflict of Interest Management Plan.

2. **Overlapping Business Activities.** Before an Employee enters into or has a business activity which relates to, overlaps with, or competes with the University's teaching, research, service, or economic development missions, the Employee shall make a full disclosure, in writing. The chairperson/supervisor and dean/director/supervisor must approve or disapprove in writing the proposed activity and such activity must be Managed.
3. **Full-time Employment - Faculty and Exempt Personnel.** Full-time faculty and full-time exempt personnel may not be concurrently employed full-time with another employer.
4. **Teaching.** An Employee of the University who teaches either credit or non-credit courses not connected with the University may have a conflict of interest. To avoid conflicts of interest an Employee must disclose the proposed teaching activity and secure written approval in advance. The chairperson/supervisor and dean/director/supervisor must approve or disapprove in writing the proposed activity. Approval for such teaching shall be granted unless the proposed teaching is not in the best interests of the University. In reaching the decision, the chairperson/supervisor and dean/director or Provost on campuses having no schools or colleges should consider all relevant matters including such concerns as duplication of University courses or programs and accreditation standards.
5. **Faculty-Authored Textbooks and Other Educational Materials.** Textbooks, tapes, software and other materials authored by the course instructor may be assigned to be purchased by students for a course taught by the author if the royalties arising from the purchase of the assigned materials are returned to the University, another educational institution, a charitable organization, or a not-for-profit foundation. Any proceeds from other University uses of such materials, such as purchase by the library, shall be the property of the author. Course instructors or any other Employee responsible for selecting, ordering, assigning course materials cannot accept Gifts, development grants, or other compensation from any company or organization for the adoption of course textbooks, software or other educational material.

6. **Consultation.** Consultation is a significant means of professional improvement as well as a form of community service. However, consultation may in some instances also constitute a business interest requiring disclosure and approval. The chairperson/supervisor and dean/director/supervisor must approve or disapprove in writing the proposed activity. It is the policy of the University generally to permit consulting activities of Employees which:
  - a. are related to the professional interest and development of the Employee,
  - b. do not interfere with regular duties,
  - c. do not utilize University materials, facilities, confidential or proprietary information, intellectual property, or resources except as provided in the University Business Policy Manual, or any campus-specific policies,
  - d. are in agreement with the American Association of University Professors/American Council on Education (AAUP/ACE) Statement on Conflict of Interest and with the requirements of accreditation for the particular school or unit in question,
  - e. do not compete with the work of the University,
  - f. are not otherwise contrary to the best interests of the University,
  - g. do not violate federal or state law, and
  - h. any conflicts of interest are Managed.

**F. Responsibilities of Each Campus:**

Each campus shall:

1. Establish a committee to coordinate the solicitation and review of disclosures of Outside Interests from each Employee, including development of campus specific standards and procedures, determine whether a conflict of interest exists, and determine what conditions or restrictions, if any, should be imposed by the campus to Manage such conflict of interest, resolve problems revealed, and enforce sanctions as appropriate, including adoption of a Conflict of Interest Management Plan.
2. Comply with all laws and regulations regarding conflict of interest, including the provision of initial and ongoing financial conflict of interest reports to the Public Health Service (PHS) as required pursuant to 42 C.F.R. Part 50 Subpart F and 45 C.F.R. Part 95.
3. Develop and publish corresponding procedures to support implementation of this policy and any other related laws or regulations regarding conflict of

interest. Such procedures shall include, at a minimum, requirements for exempt staff and faculty Employees to submit annual reports disclosing all Outside Interests or verifying the absence of any Outside Interests (except to the extent that a campus may adopt alternative procedures for adjunct faculty as provided in Section 330.015.E).

- G. **Use of University Stationery** -- Official University stationery may not be used in outside business, personal, and other private or political activities of Employees. However, for use in such activities, faculty may have printed at their own expense personal business stationery carrying their academic title, University address and telephone number.
- H. **Use of University Logos, Trademarks, and Service Marks** -- It is a violation of University policy to use the name of the University or any of the University's logos, trademarks or service marks in materials intended to endorse or promote Employee Outside Interests or to otherwise enhance private gain without the written permission of the University President or the President's designee.
- I. **Appeals** -- Appeals of decisions made under these procedures, except for decisions made by the Chancellor in applying a sanction (CRR 330.015, Section A.3.), should be brought to resolution informally and at the lowest possible administrative level. Should attempts to resolve appeals informally fail, procedures set forth in CRR 370.010 and CRR 380.010, shall be followed. Appeals of sanctions issued by the Chancellor shall be governed by the procedures set forth in Section 370.010.C.3.b. through 370.010.D.

8. Amendment to the Employee Retirement Investment Plan (ERIP) and the 457(b) Eligible Deferred Compensation Plan –

That the Employee Retirement Investment Plan (ERIP) be amended as indicated in the attached document (please see below) containing proposed language changes, effective May 1, 2020, to clarify that participants will receive true-up matching contributions from the University on a payroll period basis and that participants who make the maximum allowable contribution to the 457(b) Eligible Deferred Compensation Plan will receive a nonelective contribution under the Employee Retirement Investment Plan; and

that the 457(b) Eligible Deferred Compensation Plan be amended as indicated in the attached document (please see below) containing proposed language changes, effective May 1, 2020, to provide that only individuals eligible to receive matching contributions

under the ERIP shall be subject to the automatic contribution arrangement under the 457(b) Eligible Deferred Compensation Plan.

<b>G. Amendment to the Employee Retirement Investment Plan</b>	
<b>Section 530.030.A.20</b>	
<b>Current with Changes</b>	<b>Proposed</b>
<p><b>20. Nonelective Contribution</b> means a contribution to the Plan made by the University in accordance with Section 530.030.C.1.a. <b>or 530.030.C.1.c.2).</b></p>	<p><b>20. Nonelective Contribution</b> means a contribution to the Plan made by the University in accordance with Section 530.030.C.1.a. or 530.030.C.1.c.2).</p>

<b>Amendment to the Employee Retirement Investment Plan</b>	
<b>Section 530.030.C.1</b>	
<b>Current with Changes</b>	<b>Proposed</b>
<p><b>C. CONTRIBUTIONS AND ALLOCATIONS</b></p> <p><b>1. University Contributions</b></p> <p>a. <u>University Nonelective Contributions for Participants Hired On or After October 1, 2012 but prior to October 1, 2019.</u> The University shall contribute to the Plan for each payroll period, a Nonelective Contribution in an amount equal to two percent (2%) of each Participant's Compensation for each payroll period.</p> <p>b. <u>University Matching Contributions for Participants Hired On or After October 1, 2012 but prior to October 1, 2019.</u></p> <p>1) The University shall contribute to the Plan, a Matching Contribution in an amount equal to one hundred percent (100%) of the amount contributed by such Participant to the University's 457(b) Eligible Deferred Compensation Plan for each</p>	<p><b>C. CONTRIBUTIONS AND ALLOCATIONS</b></p> <p><b>1. University Contributions</b></p> <p>a. <u>University Nonelective Contributions for Participants Hired On or After October 1, 2012 but prior to October 1, 2019.</u> The University shall contribute to the Plan for each payroll period, a Nonelective Contribution in an amount equal to two percent (2%) of each Participant's Compensation for each payroll period.</p> <p>b. <u>University Matching Contributions for Participants Hired On or After October 1, 2012 but prior to October 1, 2019.</u></p> <p>1) The University shall contribute to the Plan, a Matching Contribution in an amount equal to one hundred percent (100%) of the amount contributed by such Participant to the University's 457(b) Eligible Deferred Compensation Plan for each</p>



<p>payroll period; provided, however, the Matching Contribution will not exceed three percent (3%) of the Participant's Compensation for each payroll period.</p> <p>c. <u>University Matching Contributions for Participants Hired or Rehired On or After October 1, 2019.</u></p> <p>1) The University shall contribute to the Plan a Matching Contribution in an amount equal to one hundred percent (100%) of the amount contributed by such Participant to the University's 457(b) Eligible Deferred Compensation Plan for each payroll period; provided, however the Matching Contribution will not exceed eight percent (8%) of the Participant's Compensation for each payroll period. <b>The University also shall contribute to the Plan true-up Matching Contributions in an amount not to exceed eight percent (8%) of a Participant's Compensation for each payroll period (taking into account any Matching Contributions for such payroll period) until the earlier of: (i) a Participant's Compensation for the Plan Year reaches the limit described in Section 530.030.A.9.h, or (ii) the aggregate amount of Matching Contributions and true-up Matching Contributions made to the Plan during the Plan Year equal one hundred percent (100%) of the amount a Participant contributed to the University's 457(b) Eligible Deferred Compensation Plan for such Plan Year.</b></p>	<p>payroll period; provided, however, the Matching Contribution will not exceed three percent (3%) of the Participant's Compensation for each payroll period.</p> <p>c. <u>University Matching Contributions for Participants Hired or Rehired On or After October 1, 2019.</u></p> <p>1) The University shall contribute to the Plan a Matching Contribution in an amount equal to one hundred percent (100%) of the amount contributed by such Participant to the University's 457(b) Eligible Deferred Compensation Plan for each payroll period; provided, however the Matching Contribution will not exceed eight percent (8%) of the Participant's Compensation for each payroll period. The University also shall contribute to the Plan true-up Matching Contributions in an amount not to exceed eight percent (8%) of a Participant's Compensation for each payroll period (taking into account any Matching Contributions for such payroll period) until the earlier of: (i) a Participant's Compensation for the Plan Year reaches the limit described in Section 530.030.A.9.h, or (ii) the aggregate amount of Matching Contributions and true-up Matching Contributions made to the Plan during the Plan Year equal one hundred percent (100%) of the amount a Participant contributed to the University's 457(b) Eligible Deferred Compensation Plan for such Plan Year.</p> <p>2) The University shall make a Nonelective Contribution for</p>
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<p>2) The University shall make a Nonelective Contribution for each payroll period to those Participants who have: (i) contributed the maximum amount for the applicable year permitted under Section 580.010.C.2 of the University's 457(b) Eligible Deferred Compensation Plan and, (ii) received the maximum amount of Matching Contributions and true-up Matching Contributions that could be received with respect to the Participant's contribution to the University's 457(b) Eligible Deferred Compensation Plan available under Section 530.030.C.1.c.1) for the applicable Plan Year. The Nonelective Contribution for such a Participant shall be an amount equal to up to eight percent (8%) of the Participant's Compensation for the applicable Plan Year (depending on the percentage of Compensation contributed by such Participant to the University's 457(b) Eligible Deferred Compensation Plan) less the Matching Contributions and true-up Matching Contributions contributed to the Plan for such Plan Year on behalf of such Participant under Section 530.030.C.1.c.1) above, and further subject to applicable contribution limits.</p> <p>23) Without limiting its reservation of rights to amend or modify the Plan as a whole under Section 530.030.K, the University may modify the amount or design of, or elect to discontinue, such Matching</p>	<p>each payroll period to those Participants who have: (i) contributed the maximum amount for the applicable year permitted under Section 580.010.C.2 of the University's 457(b) Eligible Deferred Compensation Plan and, (ii) received the maximum amount of Matching Contributions and true-up Matching Contributions that could be received with respect to the Participant's contribution to the University's 457(b) Eligible Deferred Compensation Plan available under Section 530.030.C.1.c.1) for the applicable Plan Year. The Nonelective Contribution for such a Participant shall be an amount equal to up to eight percent (8%) of the Participant's Compensation for the applicable Plan Year (depending on the percentage of Compensation contributed by such Participant to the University's 457(b) Eligible Deferred Compensation Plan) less the Matching Contributions and true-up Matching Contributions contributed to the Plan for such Plan Year on behalf of such Participant under Section 530.030.C.1.c.1) above, and further subject to applicable contribution limits.</p> <p>3) Without limiting its reservation of rights to amend or modify the Plan as a whole under Section 530.030.K, the University may modify the amount or design of, or elect to discontinue, such Matching Contribution, true-up Matching Contribution, and Nonelective Contribution at any time.</p>
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<p>Contribution, true-up Matching Contribution, and Nonelective Contribution at any time.</p> <p>34) Notwithstanding any provision in this Plan to the contrary, in no event shall a Participant who is otherwise eligible to receive Matching Contributions under this Section 530.030.C.1.c also be entitled to accrue additional benefits upon rehire as a Member under the RDD Plan, even if a court or administrative agency determines that such a Participant be reinstated as a Member under the RDD Plan. In the event an individual is reinstated as a Member under the RDD Plan, such individual shall not be entitled to receive Matching Contributions under this Section 530.030.C.1.c.</p>	<p>4) Notwithstanding any provision in this Plan to the contrary, in no event shall a Participant who is otherwise eligible to receive Matching Contributions under this Section 530.030.C.1.c also be entitled to accrue additional benefits upon rehire as a Member under the RDD Plan, even if a court or administrative agency determines that such a Participant be reinstated as a Member under the RDD Plan. In the event an individual is reinstated as a Member under the RDD Plan, such individual shall not be entitled to receive Matching Contributions under this Section 530.030.C.1.c.</p>
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<p align="center"><b>Amendment to the 457(b) Eligible Deferred Compensation Plan</b></p>	
<p align="center"><b>Section 580.010.A.11</b></p>	
<p align="center"><b>Current with Changes</b></p>	<p align="center"><b>Proposed</b></p>
<p><b>11. Covered Employee</b> means all Eligible Employees hired on or after October 1, 2012, who do not have an affirmative election in effect regarding Deferred Compensation, and are eligible to receive a "matching contribution" under Section 530.030.C.1 of the University of Missouri Employee Retirement Investment Plan.</p>	<p><b>11. Covered Employee</b> means all Eligible Employees hired on or after October 1, 2012, who do not have an affirmative election in effect regarding Deferred Compensation, and are eligible to receive a "matching contribution" under Section 530.030.C.1 of the University of Missouri Employee Retirement Investment Plan.</p>

The motion carried unanimously (9-0) by voice vote with no abstentions.

**Governance, Compensation and Human Resources Committee**

Curator Williams provided time for discussion of committee business.

Annual Benefits Report and Annual Retirement Plan Actuarial Report and Required Contribution, UM (written report only for this information item) – the complete report is on file with the minutes of this meeting.

Approval, Board Committee Charters – presented by Curator Williams (information on file)

It was recommended by Chair Brncic, moved by Curator Williams and seconded by Curator Steelman, that the following action be taken:

that the Board Committee Charters, as developed by the Committee Chairs and executive liaisons and that will be reviewed by the full Board annually, be approved as attached (and as on file with the minutes of this meeting).

### **Charter for Academic, Student Affairs, Research & Economic Development Committee**

The Academic, Student Affairs, Research and Economic Development Committee (“Committee”) will review and recommend policies to enhance quality and effectiveness of academic, student affairs, research and economic development and align the available resources with the University’s academic mission.

#### **I. Scope**

In carrying out its responsibilities, the Committee reviews and makes recommendations to the Board of Curators on strategies and policies relating to student and faculty welfare, academic standards, educational and instructional quality, intercollegiate athletics, degree programs, economic development, research initiatives, and associated programs.

#### **II. Executive Liaison**

The Senior Associate Vice President for Academic Affairs of the University, or some other person(s) designated by the President of the University, with the concurrence of the Board Chair and the Committee Chair, shall be the executive liaison to the committee and responsible for transmitting committee recommendations.

#### **III. Ex Officio Member**

The Student Representative to the Board of Curators shall be an ex officio member of the Committee.

#### **IV. Responsibilities**

In addition to the overall responsibilities of the Committee described above and in carrying out its responsibilities, the charge of the Committee shall include reviewing and making recommendations to the Board on the following matters:

- A. Selection of Curators' Distinguished Professors;
- B. Approval and review of new degree programs;
- C. Intercollegiate athletics, as specifically outlined in Section 270.060 of the Collected Rules and Regulations with a commitment to the academic success, and physical and social development of student-athletes;
- D. Changes to university-level admissions requirements, academic standards, student services, and graduation requirements;
- E. Quarterly and annual reports providing information on academic programs that have been added, deactivated, or deleted; and
- F. Highlight successful research and economic development efforts and partnerships; linking research and commercialization from the University with business and industry across the state and around the world.
- G. Additional matters customarily addressed by the academic, student affairs, research & economic development committee of a governing board for an institution of higher education.

### **Charter for Audit, Compliance and Ethics Committee**

The Audit, Compliance and Ethics Committee ("Committee") will review and recommend policies to enhance the quality and effectiveness of the University's financial reporting, internal control structure and compliance and ethics programs.

#### **I. Scope**

In carrying out its responsibilities, the Committee monitors and assesses the University's financial reporting systems and controls, internal and external audit functions, and compliance and ethics programs.

#### **II. Executive Liaison**

The Chief Audit and Compliance Officer of the University or some other person(s) designated by the President of the University, with the concurrence of the Board Chair and the Committee Chair, shall be the executive liaison to the committee and responsible for transmitting committee recommendations.

#### **III. Responsibilities**

In addition to the overall responsibilities of the Committee described above and in carrying out its responsibilities, the charge of the Committee shall include:

- A. Reviewing and making recommendations to the Board in the following matters:
1. the University risk assessment, audit plan and compliance plan;
  2. in conjunction with the Governance, Compensation and Human Resources Committee, the appointment, compensation, annual performance evaluation and termination of the University's Chief Audit and Compliance Officer;
  3. the appointment, compensation, and termination of the university's external auditors.

B. Providing governance oversight regarding:

1. development and monitoring a University code of conduct;
2. effectiveness of the internal control framework;
3. ensuring that the significant findings and recommendations are received, discussed and appropriately resolved;
4. procedures for reporting misconduct without the fear of retaliation;
5. university compliance with applicable laws, regulations, and policies that govern all aspects of University operations including but not limited to the following:
  - a. Administrative compliance risks
  - b. Healthcare compliance risks
  - c. Research compliance risks
  - d. Information security compliance risks
  - e. Privacy compliance risks
6. those additional matters customarily addressed by the audit, compliance and ethics committee of a governing board for an institution of higher education.

C. Reviewing periodic reports regarding:

1. the independence, performance, resources and structure of the internal audit, compliance and ethics functions;
2. audit reports and open audit issue status updates;
3. management's written responses to significant findings and recommendations by the auditors;
4. the adequacy of the University's information technology methodology with regards to security, internal controls and data integrity assurance;

5. annual external audit reports, including audited financial statements, single audit and required procedures;
6. the effectiveness of the compliance and ethics program ensuring it has appropriate standing and visibility across the system;

### **Charter for Finance Committee**

The Finance Committee (“Committee”) oversees the fiscal stability and long-term economic health of the University. The Committee will review and recommend policies to enhance quality and effectiveness of the finance functions of the University.

#### **I. Scope**

In carrying out its responsibilities, the Committee monitors the University’s financial operations, fundraising performance, debt level, capital priorities and investment performance; requires the maintenance of accurate and complete financial records; and maintains open lines of communication with the Board about the University’s financial condition.

#### **II. Executive Liaison**

The Vice President for Finance of the University or some other person(s) designated by the President of the University, with the concurrence of the Board Chair and the Committee Chair, shall be the executive liaison to the Committee and responsible for transmitting committee recommendations.

#### **III. Responsibilities**

In addition to the overall responsibilities of the Committee described above and in carrying out its responsibilities, the charge of the Committee shall include

- A. Reviewing and making recommendations to the Board on the following matters:
  1. University operating budget and financial plan;
  2. University capital budget and master facility plans;
  3. capital projects;
  4. tuition, fees and housing rates;
  5. state appropriation requests;
  6. pursuant to applicable Collected Rules and Regulations, contracts and reports;
  7. insurance brokers and self-insurance programs;
  8. pursuant to applicable Collected Rules and Regulations, real estate sales, purchases, leases, easements and right-of-way agreements;
  9. the issuance of debt;
  10. asset allocation guidelines and other policies related to the University’s investment management function; and

11. additional matters customarily addressed by the finance committee of a governing board for an institution of higher education.
- B. Providing governance oversight to:
1. long-range financial planning strategies;
  2. fundraising and development strategies;
  3. total indebtedness and debt capacity of the University;
  4. the investment portfolio performance; and
  5. the financial condition of the pension fund.
- C. Reviewing periodic reports including:
1. quarterly and year-end financial reports that measure the University's fiscal condition;
  2. annual purchasing reports on bids and equipment leases;
  3. quarterly debt-management reports;
  4. quarterly and year-end investment performance reports;
  5. semi-annual reports on development and fundraising activities; and
  6. other financial reports as requested by the Committee.

### **Charter for Governance, Compensation and Human Resources Committee**

#### **I. Governance, Compensation and Human Resources Committee**

The Governance, Compensation and Human Resources Committee ("Committee") will review and recommend policies to enhance quality and effectiveness of the Board as well as compensation, benefits and human resources functions of the University.

#### **II. Governance**

##### **A. Scope**

In carrying out its responsibilities regarding governance, the Committee has the central authority of ensuring that board members are prepared to exercise their fiduciary duties and assisting the Board to function effectively, efficiently and with integrity.

##### **B. Executive Liaison**



The General Counsel of the University, or some other person(s) designated by the President of the University with the concurrence of the Board Chair and the Committee Chair, shall serve as executive liaison to the Committee on governance matters and be responsible for transmitting Committee recommendations related to governance.

### **C. Responsibilities**

In addition to the overall responsibilities of the Committee described above, and in carrying out its responsibilities regarding governance, the Committee shall review and make recommendations on the following matters:

- a. ensuring that Board members are prepared to carry out their fiduciary duties to the University;
- b. providing and monitoring a substantive orientation process for all new Board members and a continuous board education program for existing Board members;
- c. overseeing, or determining with the Board Chair and President, the timing and process of periodic Board self-assessment;
- d. establishing expectations and monitoring compliance of individual Board members;
- e. ensuring that the Board adheres to its rules of conduct, including conflict-of-interest and disclosure policies, and that it otherwise maintains the highest levels of integrity in everything it does;
- f. periodically reviewing the adequacy of the Board's bylaws and other Collected Rules and Regulations adopted by the Board that pertain to its internal operations (all recommendations for bylaws amendment shall first be considered by this Committee);
- g. identifying best practices in institutional and Board governance;
- h. monitoring and assessing external influences and relationships with affiliated entities;
- i. assessing areas of expertise needed in future Board members; and
- j. those additional matters customarily addressed by the governance committee of a governing board for an institution of higher education.

## **III. Compensation and Human Resources**

### **A. Scope**

In carrying out its responsibilities regarding compensation and human resources, the Committee reviews and makes recommendations to the Board of Curators on strategies and policies relating to compensation, benefits and other human resources functions and associated programs.

## **B. Executive Liaison**

The Associate Vice President and Chief Human Resources Officer of the University, or some other person(s) designated by the President of the University, with the concurrence of the Board Chair and the Committee Chair, shall serve as executive liaison to the Committee on human resources and compensation matters and be responsible for transmitting committee recommendations related to human resources and compensation.

## **C. Responsibilities**

In addition to the overall responsibilities of the Committee described above and in carrying out its responsibilities regarding human resources and compensation, the charge of the Committee shall include reviewing and making recommendations to the Board on the following matters:

1. Performance and compensation of individuals reporting directly to the Board:
  - a. President
  - b. General Counsel
  - c. Secretary of the Board of Curators
  - d. Chief Audit and Compliance Officer, in conjunction with the Audit, Compliance and Ethics Committee
2. Pursuant to Section 320.020 of the Collected Rules and Regulations, appointment or change of appointment of the following shall be reported to and approved by the Board before the effective date:
  - a. Vice Presidents
  - b. Chancellors
  - c. Curators Professors
3. Intercollegiate Athletics

Pursuant to Section 270.060 of the Collected Rules and Regulations, contracts for Directors of Intercollegiate Athletics and Head Coaches may not exceed five (5) years and shall not include buyout clauses calling for the individual to receive more than the balance of the annual base salary the individual would have earned under the remaining terms of the contract, unless approved by the UM Board of Curators upon the recommendation of the President.

4. Benefit, retirement and post retirement plans, including an annual benefits report, as further defined in Section 520.010, Benefit Programs, of the Collected Rules and Regulations.
5. Additional employee benefits including the Education Assistance Program for University Employees, CRR 230.070, and Layoff and Transition Assistance, CRR 350.051.
6. Labor Union Recognition and matters as further defined in Section 350.020, Labor Union Recognition, of the Collected Rules and Regulations.
7. Employment related policies including those related to employee absences, conduct and grievances.
8. Additional matters customarily addressed by the compensation and human resources committee of a governing board for an institution of higher education.

### **Charter for Health Affairs Committee**

The Health Affairs Committee (“Committee”) assists the Board of Curators in overseeing the clinical health care operations of the University and in coordinating those operations in furtherance of the University’s teaching, research, and clinical missions.

#### **I. Scope**

The Committee provides oversight for the University’s clinical health care operations in the areas of:

- Mission, vision, and strategy;
- Governance and operational oversight;
- Quality of care and patient safety;
- Regulatory compliance;
- Financial planning and performance; and
- Coordination of the clinical, teaching, and research missions.

#### **II. Executive Liaison**

The Executive Vice Chancellor for Health Affairs of the University of Missouri-Columbia or some other person(s) designated by the President of the University, with the concurrence of the Board Chair and the Committee Chair, shall be the

executive liaison to the Committee and responsible for transmitting Committee recommendations.

### **III. Responsibilities**

In addition to the overall responsibilities of the Committee described above and in carrying out its responsibilities regarding clinical health care operations, the charge of the Committee shall include:

- A. Reviewing and making recommendations to the Board regarding:
  - 1. actions that are appropriate or necessary to assist the Board in overseeing clinical health care operations or coordinating the teaching, research, and clinical missions;
  - 2. significant actions related to health care which should require advance notice or approval by the Committee or Board; and
  - 3. other matters referred to it by the Board and University officers.
- B. Requesting, receiving, and reviewing reports and other information from University officers and advisors regarding health care operations, coordination of the teaching, research, and clinical missions, and related matters, including meeting at least quarterly and receiving regular reports from appropriate officers of University of Missouri Health Care, the MU School of Medicine, and the MU Health Chief Compliance Officer.
- C. Additional matters customarily addressed by the health affairs committee of a governing board for an institution of higher education.

### **IV. Committee Membership and Quorum Requirements**

The Committee's membership may include non-Curator members in addition to Curator members. Subject to approval of the Board, the Board Chair shall determine the number of Curator and non-Curator members to appoint to the Committee and shall select individuals to serve as members of the Committee; provided that, the number of non-Curator members on the Committee shall not exceed the number of Curator members on the Committee, unless the Committee temporarily has more non-Curator members than Curator members because a Curator member of the Committee has resigned from the Board or the Committee. Non-Curator members may resign their Committee membership by providing written notice to the Board Chair. Non-Curator members of the Committee serve at the pleasure of the Board and may be removed by the Board Chair at any time, subject to approval of the Board.

A quorum for the transaction of any and all business of the Committee shall exist when:

- A. Both a majority of all Curator members of the Committee and a majority of all members of the Committee are participating for Committee meetings which are held in conjunction with meetings of the Board; or
- B. Both all Curator members of the Committee and a majority of all members of the Committee are participating for Committee meetings which are not held in conjunction with meetings of the Board; or
- C. Both a majority of all Curator members of the Committee and a majority of all members of the Committee are participating for Committee meetings which are held solely for the purpose of reviewing and overseeing compliance matters.

The motion carried unanimously (9-0) by voice vote with no abstentions.

### **Finance Committee**

Curator Steelman provided time for discussion of committee business.

Financial Status Report, UM – presented by Vice President Rapp (information on file for this information item)

Consideration and Vote on an Amendment to the Funding Plan for the NextGen Precision Health Institute Project, and Approval of a Bond Resolution Authorizing the Issuance by the University of Missouri System Facilities Revenue Bonds (A) To Refund Certain Existing Bonds and Other Obligations, (B) To Finance Said Project and (C) To Take Related Actions – presented by Mr. Kevin Hogg (information on file)

It was recommended by Vice President for Finance, Chief Financial Officer and Treasurer Ryan Rapp, endorsed by President Choi, moved by Curator Steelman, and seconded by Curator Hoberock, that:

The Board hereby amends the funding plan for the project budget for the NextGen Precision Health Institute (formerly known as the Translational Precision Medicine Complex), first approved by Board Action on May 15, 2019, to eliminate the minimum requirement for use of University Unrestricted Funds,

and increase the maximum allowable debt financing for such project from \$121,000,000 to \$180,000,000; and further, that

The Curators of the University of Missouri be authorized to issue certain revenue bonds pursuant to the terms and conditions in the attached Bond Resolution, including authorization for the Vice President for Finance, Chief Financial Officer, and Treasurer or the Assistant Vice President for Treasury and Real Estate to approve final terms and to report such final terms to the Board.

The motion carried unanimously (9-0) by voice vote with no abstentions.

### **Audit, Compliance and Ethics Committee**

Curator Layman provided time for discussion of committee business.

Internal Audit and Consulting Quarterly Report, UM – (information and slides on file for this information only item)

Compliance Program Implementation Status, UM (information and slides on file for this information only item)

### **Health Affairs Committee**

Curator Graham provided time for discussion of committee business.

MU Health Care Chief Executive Officer Update – written report only (on file with the minutes of this meeting)

School of Medicine Interim Dean Report – written report only (on file with the minutes of this meeting)

Quarterly Financial Report – written report only (on file with the minutes of this meeting)

Quarterly Compliance Report – written report only (on file with the minutes of this meeting)

### **Academic, Student Affairs, Research and Economic Development Chair Report**

Curator Chatman provided an overview of committee business.

Academic Programs Enrollment Report – (information on file for this information only item)

UMKC Test Optional Admissions – presented by Chancellor Agrawal and Senior Associate Vice President Graham. The Committee noted that the contingency it placed on this action item has been satisfied.

It was recommended by Senior Associate Vice President Steve Graham, endorsed by President Choi, recommended by the Academic, Student Affairs, Research & Economic Development Committee, moved by Curator Chatman, seconded by Curator Steelman, that the following action be taken:

that Test Optional Admissions Policy at the University of Missouri – Kansas City be approved as attached (and as on file with the minutes of this meeting).

The motion carried unanimously (9-0) by voice vote with no abstentions.

### **General Business**

Good and Welfare of the Board -

Draft June 18-19, 2020 Board of Curators meeting agenda – no discussion (on file)

Evaluation of Organizational Structure – Chair Brncic presented the Board has a fiduciary duty to evaluate the organizational structure and governance of the University of Missouri System, including the possibility of combining the positions of UM President and MU Chancellor permanently. Given the current Chancellor vacancy, University financial challenges and emphasis on distance learning, this is an optimal time for such a review.

Curator Williams, Chair of the Governance, Compensation and Human Resources Committee, will facilitate the review in conjunction with the full Board.

### Resolution for Executive Session of the Board of Curators Meeting, April 9, 2020

It was moved by Curator Brncic and seconded by Curator Graham, that there shall be an executive session with a closed record and closed vote of the Board of Curators meeting April 9, 2020 for consideration of:

- **Section 610.021(1), RSMo**, relating to matters identified in that provision, which include legal actions, causes of action or litigation, and confidential or privileged communications with counsel; and
- **Section 610.021(2), RSMo**, relating to matters identified in that provision, which include leasing, purchase, or sale of real estate; and
- **Section 610.021(3), RSMo**, relating to matters identified in that provision, which include hiring, firing, disciplining, or promoting of particular employees; and
- **Section 610.021(12), RSMo**, relating to matters identified in that provision, which include sealed bids and related documents and sealed proposals and related documents or documents related to a negotiated contract; and
- **Section 610.021 (13), RSMo**, relating to matters identified in that provision, which include individually identifiable personnel records, performance ratings, or records pertaining to employees or applicants for employment; and
- **Section 610.021 (14), RSMo**, relating to matters identified in that provision, which include records which are protected from disclosure by law.

Roll call vote of the Board:

Curator Brncic voted yes.

Curator Chatman voted yes.

Curator Graham voted yes.

Curator Hoberock voted yes.

Curator Layman voted yes.

Curator Snowden voted yes.

Curator Steelman voted yes.

Curator Wenneker voted yes.

Curator Williams voted yes.

The motion carried.

The public session of the Board of Curators meeting recessed at 11:00 A.M. on April 9, 2020.

### **Board of Curators Meeting – Executive Session**

A meeting of the University of Missouri Board of Curators was convened in executive session at 11:38 A.M., on Thursday, April 9, 2020, via Zoom video and at remote locations



via conference telephone, pursuant to public notice given of said meeting. Curator Julia G. Brncic, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic  
The Honorable Darryl M. Chatman  
The Honorable Maurice B. Graham  
The Honorable Greg E. Hoberock  
The Honorable Jeffrey L. Layman  
The Honorable Phillip H. Snowden  
The Honorable David L. Steelman  
The Honorable Robin R. Wenneker  
The Honorable Michael A. Williams

Also Present

Dr. Mun Y. Choi, President  
Mr. Stephen J. Owens, General Counsel  
Ms. Cindy Harmon, Secretary of the Board of Curators  
Mr. Avery Welker, Student Representative to the Board of Curators  
Ms. Kamrhan Farwell, Chief Marketing and Communications Officer  
Ms. Marsha Fischer, Associate Vice President for Human Resources and Chief Human Resources Officer  
Ms. Christine Holt, Chief of Staff, UM System  
Mr. Ryan D. Rapp, Vice President for Finance and Chief Financial Officer

**General Business**

Review Closed Consent Agenda – No discussion.

**Consent Agenda**

It was endorsed by President Choi, moved by Curator Graham and seconded by Curator Snowden, that the following items, with the removal of item number five, be approved by consent agenda:

Action

1. James Drewniak, Curators' Distinguished Professor Emeritus, Missouri S&T
2. Don Madison, Curators' Distinguished Professor Emeritus, Missouri S&T
3. Property Easement, UMKC
4. Property Lease or Sale, UMSL
- ~~5. Property Sale, UMSL~~

1. Curators' Distinguished Professor Emeritus James Drewniak, Missouri S&T

that upon the recommendation of Chancellor Dehghani, the Provost, and the Senior Associate Vice President for Academic Affairs, it is recommended that Professor James Drewniak be named to the position University of Missouri Curators' Distinguished Professor Emeritus, effective September 1, 2019.

2. Curators' Distinguished Professor Emeritus Don Madison, Missouri S&T

that upon the recommendation of Chancellor Dehghani, the Provost, and the Senior Associate Vice President for Academic Affairs, it is recommended that Professor Don Madison be named to the position University of Missouri Curators' Distinguished Professor Emeritus, effective September 1, 2019.

3. <sup>310</sup>Property Easement, UMKC - this item may be given public notice upon its completion.

4. <sup>311</sup>Property Lease, UMSL - this item may be given public notice upon its completion.

Roll call vote of the Board:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Graham voted yes.  
Curator Hoberock voted yes.  
Curator Layman voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Wenneker voted yes.  
Curator Williams voted yes.

The motion carried.

**General Business**

Mr. Kevin Hogg joined the meeting.

<sup>312</sup>Property Sale, UMSL – presented by Mr. Kevin Hogg. This item may be given public notice upon its completion.

Mr. Hogg excused himself from the meeting.

Approval, Appointment Letter, Interim Chancellor MU, Dr. Mun Y. Choi -

It was moved by Curator Graham and seconded by Curator Williams, that:

the appointment letter confirming the appointment of Dr. Mun Choi to the position of Interim Chancellor of MU is approved on the same or substantially similar terms as set forth in the attached document, subject to approval by the General Counsel as to legal form.

Roll call vote of Board of Curators:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Graham voted yes.  
Curator Hoberock voted yes.  
Curator Layman voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Wenneker voted yes.  
Curator Williams voted yes.

The motion carried.

Second Amendment to Contract for Employment, Mun Y. Choi, President of the University of Missouri System

It was moved by Curator Graham and seconded by Curator Wenneker, that the following recommendation be approved:

that the Curators of the University of Missouri enter into a Second Amendment to the Contract for Employment with Mun Y. Choi, President of the University of Missouri System, under the same or substantially similar terms as provided to the members of the Board of Curators by General Counsel Owens at the April 9, 2020 Board of Curators meeting.

Roll call vote of the Board:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Graham voted yes.  
Curator Hoberock voted yes.  
Curator Layman voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Wenneker voted yes.  
Curator Williams voted yes.

The motion carried.

Conveyance of Guernsey Cows – presented by General Counsel Owens

Upon the recommendation of MU CAFNR Dean Daubert, with the endorsement of President and Interim Chancellor Choi, it was moved by Curator Chatman and seconded by Curator Wenneker, that:

President and Interim Chancellor Choi and Dean Daubert are delegated the authority to convey the remaining herd of approximately 30 Guernsey cows, heifers and calves from MU to Northwest Missouri State University, with the transfer subject to the approval of General Counsel as to legal form.

Roll call vote of the Board:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Graham voted yes.  
Curator Hoberock voted yes.  
Curator Layman voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Wenneker voted yes.  
Curator Williams voted yes.

The motion carried.

Appointment, Chancellor of University of Missouri – St. Louis, Dr. Kristin Sobolik

Pursuant to Collected Rule and Regulation 320.020.A.4., it was recommended by President Choi, moved by Curator Brncic and seconded by Curator Chatman, that:

President Choi's appointment of Dr. Kristin Sobolik as Chancellor of University of Missouri – St. Louis be approved under the same or substantially similar terms as those contained in the attached appointment letter, with the final agreement subject to approval by General Counsel as to legal form.

Roll call vote of the Board:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Graham voted yes.  
Curator Hoberock voted yes.  
Curator Layman voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Wenneker voted yes.  
Curator Williams voted yes.

The motion carried.

President's Report on contracts and personnel – presented by President Choi

No action taken by the Board.

Litigation and General Counsel's Report – presented by General Counsel Owens

No action taken by the Board.

It was moved by Curator Williams and seconded by Curator Steelman that the Board of Curators meeting and committee meetings, April 9, 2020, be adjourned.

Roll call vote:

Curator Brncic voted yes.  
Curator Chatman was absent for vote.  
Curator Graham voted yes.  
Curator Hoberock voted yes.

Curator Layman was absent for vote.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Wenneker voted yes.  
Curator Williams voted yes.

The motion carried.

There being no other business to come before the Board of Curators, the meeting was adjourned at 1:25 P.M. on Thursday, April 9, 2020.

Respectfully submitted,

A handwritten signature in cursive script that reads "Cindy S. Harmon".

Cindy S. Harmon  
Secretary of the Board of Curators  
University of Missouri System

Approved by the Board of Curators on June 18, 2020.