

MINUTES OF THE MEETING
OF THE
MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES

June 22, 2018

President Engler called the meeting of the Board of Trustees to order at 8:00 a.m. in the Board Room.

Trustees present: Brian Breslin, Dianne Byrum, Joel Ferguson, Melanie Foster, Dan Kelly, Mitch Lyons, Brian Mosallam, and George Perles.

University officers present: President Engler, Provost and Executive Vice President Youatt, Executive Vice President Udpa, Vice President and Secretary Beekman, Vice President and General Counsel Young, Vice Presidents Gore, Groves, Guarrant, Haas, Maybank, Viventi, and Wilbur, Senior Advisor and Director Granberry Russell, and Associate Vice President Hunt. Faculty liaisons present: Bob LaDuca and Laura McCabe. Student liaisons present: Ben Burke, Ten-Niah Kinney, and Dylan Westrin.

All actions taken were by unanimous vote of the Trustees present, unless otherwise noted.

1. On a motion by Trustee Mosallam, supported by Trustee Byrum, the **BOARD VOTED to amend the agenda** to add to the personnel action items the termination of the Interim President's contract. The amendment did not pass, 6-2. Trustees Breslin, Ferguson, Foster, Kelly, Lyons, and Perles voted no. Trustees Byrum and Mosallam voted yes.
2. On a motion by Trustee Kelly, supported by Trustee Foster, the **BOARD VOTED to approve** the agenda.
3. On a motion by Trustee Foster, supported by Trustee Ferguson, the **BOARD VOTED to approve** the minutes of the April 13, 2018 Board of Trustees meeting.
4. Public Participation on Issues German and Non-Germane

The following individuals spoke during the public participation section of the Board meeting:

John Stewart
Beth Stewart

Katie Paulot
Morgan McCaul
Hannah Morrow
Grace French
Gregory Frens
Bryan C. Tarrant
Valerie Von Frank
Anna Pegler-Gordon
Andaluna Borcila
Houria Suzy Hassouna
Christie Lemke
Dee Church
Jennifer Rood-Bedford

5. President's Report

President Engler provided the following report to the Board.

A. Student and Alumni Achievements

The National Science Foundation Graduate Research Fellowship Program, or the GRFP, has selected 17 undergraduate and graduate students and alumni from MSU for its fellowship program, along with 17 honorable mentions. The program is the country's oldest graduate fellowship program that directly supports graduate students in science, technology, engineering and mathematics, or STEM, fields.

Maria Agustina Dominguez Martin, a postdoctoral researcher for the College of Natural Science in the laboratory of Cheryl Kerfeld, is the recipient of a prestigious Marie Curie Global Fellowship. The award will provide up to \$300,000 over three years to support Dominguez Martin's research on marine cyanobacterial photoprotection. Marie Curie Fellowships, awarded by the European Commission, support researchers at all stages of their careers.

B. Faculty and Staff Achievements

Matthew Hirn, MSU assistant professor in the mathematics and computational mathematics, science and engineering departments, was awarded the Director's Fellowship from the Defense Advanced Research Projects Agency. In 2016, Hirn won the DARPA Young Faculty Award, which aims to consistently establish and sustain groups of young scientists motivated to pursue high-risk, high-reward research by pairing selected researchers with DARPA program

managers and providing them with up to \$500,000 in funding for two years.

Karim Chatti, MSU civil and environmental engineering professor, is the new editor-in-chief of the American Society of Civil Engineers, or ASCE, Journal of Transportation Engineering, or JTE, Part B: Pavements. Chatti is also the director of the University Transportation Center for Highway Pavement Preservation. In 2015, MSU became the first university in the country to have a University Transportation Center for Highway Pavement Preservation.

C. University Achievements

The third week of June is National Pollinator Week, and MSU's Department of Entomology will be involved in multiple fun and educational events planned to focus on pollinators. The sixth annual Bee Palooza will be held June 24 at the Horticultural Demonstration Gardens. This is a free, fun and educational event to provide an afternoon of interactive activities centered on understanding the wonderful world of pollinators.

D. Athletics

Three former Michigan State All-Americans, offensive tackle Flozell Adams, offensive tackle Tony Mandarich and running back Lorenzo White -- along with former Spartan head coach Darryl Rogers are featured on the National Football Foundation's 2019 ballot for induction into the College Football Hall of Fame.

E. Mobility Report

Dr. Wolfgang Bauer presented the Mobility Report.

6. Gift, Grant and Contract Report

On behalf of Vice President Hsu, Associate Vice President Hunt presented the Gift, Grant, and Contract Report for the period of March 14, 2018 through May 21, 2018. The report is a compilation of 598 Gifts, Grants and Contracts plus 82 Consignment/Non-Cash Gifts, with a total value of \$103,868,660.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Kelly.

THE BOARD VOTED to approve the resolution.

Dr. Hunt introduced Dr. Eran Andrechek, Associate Professor of Physiology in the College of Human Medicine, who gave the Board a presentation on modeling cancer in mice to the Board of Trustees. (Appendix A)

7. Personnel Actions

Provost Youatt presented the following personnel actions:

Freymueller, Jeffrey, AY – TA Vogel Professor, Department of Earth and Environmental Sciences, \$200,000, with Tenure, effective August 16, 2018.

Jackson, Michele, AN – Dean and Professor, Lyman Briggs College, \$250,000, with Tenure, effective June 15, 2018.

Puschner, Birgit, AN – Dean and Professor, College of Veterinary Medicine, \$340,000, with Tenure, effective October 1, 2018.

Salem Jr., Joseph, AN –Director of Libraries/University Librarian, \$250,000, effective August 1, 2018.

Cole, Danton, AN - Head Coach – Hockey, Intercollegiate Athletics, Subject to Contract, effective July 1, 2022 to June 30, 2023.

Izzo, Thomas, AN - Head Coach – Men's Basketball, Intercollegiate Athletics, Subject to Contract, effective July 1, 2024 to June 30, 2025.

Rakan, Susan M (Suzy Merchant), AN - Head Coach – Women's Basketball, Intercollegiate Athletics, Subject to Contract, effective July 1, 2022 to June 30, 2023.

Burton, Shannon, AN – Associate Ombudsperson, for a change in title to University Ombudsperson, Executive Management, \$110,000, effective July 1, 2018.

Duxbury, Phillip, AN – Chairperson, Physics-Astronomy, for a change in title to Dean, College of Natural Science, \$300,000, effective August 16, 2018.

Trustee Ferguson moved to approve the recommendation of all candidates above, with support from Trustee Foster.

THE BOARD VOTED to approve the resolution.

President Engler presented the following personnel actions:

Young, Robert, AN – Vice President of Legal Affairs and General Counsel, Department of General Counsel, \$425,000, effective June 1, 2018 to May 31, 2021.

Trustee Ferguson moved to approve the recommendation of Robert Young, with support from Trustee Foster.

THE BOARD VOTED to approve the resolution 5-3. Trustees Breslin, Ferguson, Foster, and Lyons voted yes. Trustees Byrum, Kelly, and Mosallam voted no.

8. Consent Agenda

To expedite the business of the Board and to focus energies on items of greatest importance, the Board has adopted a consent agenda.

Finance Committee items 2, 3, 4, 7, 9, 11, 12, 14, and 15 are included within the consent agenda. Policy Committee items 5, 6, and 7 are included within the consent agenda.

A. Fund Functioning as an Endowment – Jane D. and John W. Coffman Endowed Scholarship

It was recommended that the Board of Trustees establish a fund functioning as an endowment to provide scholarships in the College of Veterinary Medicine.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby establish a fund functioning as an endowment entitled "Jane D. and John W. Coffman Endowed Scholarship."

B. Fund Functioning as an Endowment – Sandra Vaughn Scholarship Fund

It was recommended that the Board of Trustees establish a fund functioning as an endowment to provide scholarships to undergraduate students in the College of Education.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby establish a fund functioning as an endowment entitled "Sandra Vaughn Scholarship Fund."

C. Fund Functioning as an Endowment – Mary D. Zehner Horticulture Gardens Fund

It was recommended that the Board of Trustees establish a fund functioning as an endowment to provide support for the Horticulture Gardens.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby establish a fund functioning as an endowment entitled "Mary D. Zehner Horticulture Gardens Fund."

D. Authorization to Plan Biochemistry – Replace Power Service – Capital Renewal

It was recommended that the Board of Trustees authorize the Administration to plan for replacement of electrical infrastructure in the Biochemistry building.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorize the Administration to plan for the project entitled "Biochemistry – Replace Power Service - Capital Renewal."

E. Authorization to Plan – Veterinary Medical Center – Alterations to Second Floor Locker Rooms

It was recommended that the Board of Trustees authorize the Administration to plan for upgrades to the Veterinary Medical Center locker rooms that will better serve the students and address accreditation requirements.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to plan for the project entitled "Veterinary Medical Center – Alterations to Second Floor Locker Rooms."

F. Authorization to Plan – Swine Teaching and Research Center Addition (*footprint change*)

It was recommended that the Board of Trustees authorize the Administration to plan for expansion at the Swine Teaching and Research Center that will allow for new animal housing and handling space to provide research opportunities associated with upcoming regulatory changes.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to plan for the project entitled "Swine Teaching and Research Center Addition."

G. Authorization to Plan – Incinerator Storage Building (*landscape change*)

It was recommended that the Board of Trustees authorize the Administration to plan for construction of a storage building to house university generated containerized materials readied for incineration.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to plan for the project entitled "Incinerator Storage Building."

H. Project Approval – Authorization to Proceed – T.B. Simon Power Plant – Coal Hopper Removal (*T.B. Simon Power Plant – Site Modifications*) (*footprint change*)

It was recommended that the Board of Trustees authorize the Administration to proceed with removing the coal hopper at the T. B. Simon Power Plant.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to proceed with the project entitled "T.B. Simon Power Plant - Coal Hopper Removal."

I. Project Approval – Authorization to Proceed – T.B. Simon Power Plant – Reconfigure House Service and Install Spare Breakers – Capital Renewal

It was recommended that the Board of Trustees authorize the Administration to proceed with enhanced distribution of electricity from the T. B. Simon Power Plant.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to proceed with the project entitled "T.B. Simon Power Plant - Reconfigure House Service and Install Spare Breakers - Capital Renewal", with a project budget of \$1,800,000.

Trustee Ferguson **moved to approve** the recommendations, with support from Trustee Lyons.

THE BOARD VOTED to approve the resolutions.

J. Approval of Revisions Academic Governance Bylaw Changes

It was recommended that the Board of Trustees approve revisions to the Academic Governance Bylaws.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approve revisions to the Bylaws for Academic Governance. (Appendix B)

K. Approval of Contract Terms

It was recommended that the Board of Trustees approve a contract between Michigan State University and *AccurDx America, Inc.*, a company in which MSU faculty member Dr. Kefei Yu holds a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a research and service agreement with *AccurDx America, Inc.*, consistent with earlier public notice given at a Board meeting and with a "Research and Service Agreement Term Sheet" presented to the Board. (Appendix C)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *Black Pine Engineering, LLC*, a company in which MSU faculty member Dr. Norbert Müller, and employees Dr. Blake Glower and Thomas Qualman hold a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with *Black Pine Engineering, LLC*, consistent with earlier public notice given at a Board meeting and with a "License Agreement Term Sheet" presented to the Board. (Appendix D)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *HydroSimulatics, Inc.*, a company in which MSU faculty member Dr. Shu-Guang Li and employee Dr. Huasheng hold a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with *HydroSimulatics, Inc.*, consistent with earlier public notice given at a Board meeting and with a "License Agreement Term Sheet" presented to the Board. (Appendix E)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *PhotosynQ, LLC*, a company in which MSU faculty members Dr. David Kramer and Dr. Sebastian Kuhlert hold a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with *PhotosynQ, LLC*, consistent with earlier public notice given at a Board meeting and with a "License Agreement Term Sheet" presented to the Board. (Appendix F)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *Jolt Energy Storage Technologies, LLC*, a company in which MSU employee Dr. Thomas Guarr holds a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a space lease with *Jolt Energy Storage Technologies, LLC*, consistent with earlier public notice given at a Board meeting and with a "Space Lease Term Sheet" presented to the Board. (Appendix G)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *SWRT Solutions, Inc.*, a company in which MSU faculty member Dr. Alvin J. M. Smucker holds a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with *SWRT Solutions, Inc.*, consistent with earlier public notice given at a Board meeting and with a "License Agreement Term Sheet" presented to the Board. (Appendix H)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *Thermetrics, Inc.*, a company in which MSU faculty member Dr. Kirk David Dolan holds a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with *Thermetrics, Inc.*, consistent with earlier public notice given at a Board meeting and with an "Option Agreement Term Sheet" presented to the Board. (Appendix I)

It was recommended that the Board of Trustees approve a contract between Michigan State University and *Turbo Ventures 2, LLC*, a company in which MSU faculty member Dr. Norbert Müller holds a financial interest.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with *Turbo Ventures 2, LLC*, consistent with earlier public notice given at a Board meeting and with a "License Agreement Term Sheet" presented to the Board. (Appendix J)

L. Notice of Intent to Negotiate Contracts

Pursuant to State law, Trustee Byrum gave public notice of the University's intent to negotiate contracts with *Scion Plasma, LLC* a Michigan company. Dr. Qi Hua Fan, Associate Professor in the Department of Electrical and Computer Engineering and members of his family, have, or have options to buy, an interest in the company.

Pursuant to State law, Trustee Byrum gave public notice of the University's intent to negotiate contracts with *Shape Scientific* a Michigan corporation. Dr. Erik Shapiro, Associate Professor in the Department of Radiology and Dr. Shatadru Chakravarty, Research Associate in the Department of Radiology and members of their families, have, or have options to buy, an interest in the company.

Pursuant to State law, Trustee Byrum gave public notice of the University's intent to negotiate contracts with *Tarn Biosciences*, a Michigan corporation. Dr. Robert Abramovitch, Assistant Professor in the Department of Microbiology and Molecular Genetics and members of his family, have, or have options to buy, an interest in the company.

Trustee Byrum **moved to approve** the recommendations, with support from Trustee Mosallam.

THE BOARD VOTED to approve the resolutions.

9. Finance Committee

Trustee Foster presented the Trustee Finance Committee Report and recommendations.

A. 2018-19 Budget Development Guidelines and 2019-20 Budget Development Guidelines.

The Trustee Finance Committee recommends that Board of Trustees adopt the 2018-19 Budget Development Guidelines and 2019-20 General Fund Budget Development Guidelines, which include revenue and expenditure totals and tuition and fee rates for 2018-19 and 2019-20.

BE IT RESOLVED, that the Board of Trustees adopts the attached 2018-19 Budget Development Guidelines (FY19 Budget Guidelines) and 2019-20 General Fund Budget Development Guidelines (FY20 Budget Guidelines); and

BE IT FURTHER RESOLVED, that the Administration is directed to develop and implement the 2018-19 General Fund, MSU AgBioResearch, Michigan State University Extension, and Intercollegiate Athletics budgets in accordance with the FY19 Budget Guidelines and to develop the 2019-20 General Fund budget in accordance with the FY20 Budget Guidelines.

Trustee Foster **moved to approve** the recommendations, with support from Trustee Byrum.

THE BOARD VOTED to approve the resolution.

B. Purchase of Lansing Property for Library Storage

It was recommended that the Board of Trustees authorize the purchase of four storage buildings on approximately five acres of land in the City of Lansing, Ingham County, Michigan.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to purchase four storage buildings on approximately five acres of land located at 2238, 2244, and 2250 N. Grand River and 2301 Raymond Drive, in the City of Lansing, Michigan, from William Beuerle/Capitol Bedding, for \$2,850,000 and upon such other terms and conditions as may be acceptable to the Executive Vice President for Administrative Services.

Trustee Foster **moved to approve** the recommendation, with support from Trustee Ferguson.

THE BOARD VOTED to approve the resolution.

C. Bond Authorization

It was recommended that the Board of Trustees authorize the issuance of general revenue bonds and adopt the attached resolution regarding authorizing the issuance and delivery of general revenue bonds and providing for other matters relating thereto in its entirety.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the issuance and delivery of general revenue bonds and thus provides for other matters relating thereto and adopts the attached resolution in its entirety. (Appendix K)

Trustee Foster **moved to approve** the recommendation, with support from Trustee Byrum.

THE BOARD VOTED to approve the resolution.

It was recommended that the Board of approve a settlement of the pending litigation related to Lawrence Nassar and approve a settlement payment in the amount of \$500,000,000.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves the settlement of claims related to Lawrence Nassar as presented by the Vice President and General Counsel to the Board of Trustees; and be it further

RESOLVED, that the Board of Trustees authorizes the Vice President and General Counsel to negotiate and execute a written settlement payment in the amount of \$500,000,000, and such other terms, conditions and contingencies as deemed acceptable to the Vice President and General Counsel.

Trustee Foster **moved to approve** the recommendation, with support from Trustee Mosallam.

THE BOARD VOTED to approve the resolution.

It was recommended that the Board of Trustees authorize the issuance of general revenue bonds for the legal settlement and adopt the attached resolution regarding authorizing the issuance and delivery of general revenue bonds for the payment of legal settlements and providing for other matters relating thereto in its entirety.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the issuance and delivery of general revenue bonds for the payment of legal settlements and provides for other matters relating thereto and adopts the attached resolution in its entirety. (Appendix L)

Trustee Foster **moved to approve** the recommendation, with support from Trustee Breslin.

THE BOARD VOTED to approve the resolution.

- D. Authorization to Plan – Duffy Daugherty – SAAC – Alterations to Skandalaris Football Offices and the Demmer Family Hall of History

It was recommended that that the Board of Trustees authorize the Administration to plan for upgrades to the Skandalaris Football Center.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to plan for the project entitled "Duffy Daugherty - SAAC - Alterations to Skandalaris Football Offices and the Demmer Family Hall of History."

Trustee Foster **moved to approve** the recommendation, with support from Trustee Breslin.

THE BOARD VOTED to approve the resolution.

- E. Authorization to Plan – Kellogg Biological Station – Bird Sanctuary Renovation

It was recommended that the Board of Trustees authorize the Administration to plan for renovations and updates to the Kellogg Biological Station Bird Sanctuary.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to plan for the project entitled "Kellogg Biological Station - Bird Sanctuary Renovation."

Trustee Foster **moved to approve** the recommendation, with support from Trustee Breslin.

THE BOARD VOTED to approve the resolution.

F. Project Approval – Authorization to Proceed – STEM Teaching and Learning Facility and Shaw Lane Power Plant Adaptive Re-use

It was recommended that the Board of Trustees authorize the Administration to proceed with construction of a new building and renovation of an existing building to accommodate significant growth in Science, Technology, Engineering, and Mathematics (STEM) enrollments and to improve and enhance the undergraduate learning experience across the sciences, arts, and humanities.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby authorizes the Administration to proceed with the projects entitled "STEM Teaching and Learning Facility" with a budget of \$72,500,000 and "Shaw Lane Power Plant Adaptive Re-use" with a budget of \$25,000,000 for a combined total project budget of \$97,500,000. This action is contingent on approval of a Capital Outlay appropriation by the State of Michigan for planning and construction of the STEM Teaching and Learning Facility.

Trustee Foster **moved to approve** the recommendation, with support from Trustee Byrum.

THE BOARD VOTED to approve the resolution.

G. Bid and Contract Award—Water Distribution—Campus Water System Improvements

It was recommended that the Board of Trustees authorize the Administration to award a contract to Granger Construction Company for construction of improvements to the campus water system.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby awards a contract in the amount of \$14,460,000 to Granger Construction Company, and establishes a project budget of \$21,000,000 for the project entitled "Water Distribution - Campus Water System Improvements."

Trustee Foster **moved to approve** the recommendation, with support from Trustee Kelly.

THE BOARD VOTED to approve the resolution.

10. Policy Committee

Trustee Byrum presented the Trustee Policy Committee Report and recommendations.

A. Approval of Discipline and Dismissal of Tenured Faculty for Cause Policy

It was recommended that the Board of Trustees approve revisions to Section VII.B and Appendix I of the Discipline and Dismissal of Tenured Faculty for Cause Policy.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves revisions to Sections VII.B and Appendix I of the Discipline and Dismissal of Tenured Faculty for Cause Policy; and be it further

RESOLVED, that the Board of Trustees authorizes the Provost to make any conforming changes to other University policies that are necessary as a result of this Board action. (Appendix M)

Trustee Byrum **moved to approve** the recommendations, with support from Trustee Breslin.

THE BOARD VOTED to approve the resolution.

B. Board of Trustees Committee Structure

It was recommended that the Board of Trustees approve revisions to the Board of Trustees committee structure.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves revisions to the Board of Trustees Committee Structure, Policy 01-01-09. (Appendix N)

Trustee Byrum **moved to approve** the recommendation, with support from Trustee Kelly.

THE BOARD VOTED to approve the resolution.

C. Audit, Risk and Compliance Committee

It was recommended that the Board of Trustees change the name of the Audit Committee to the Audit, Risk and Compliance Committee and give that committee jurisdiction to oversee the University's risk management function.

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby changes the name of the Audit Committee to the Audit, Risk and Compliance Committee, and

BE IT FURTHER RESOLVED, that the Audit, Risk and Compliance Committee shall have, in addition to the existing jurisdiction of the Audit Committee, the jurisdiction to oversee the University's adherence to applicable laws, policies, and regulations on all matters that may pose risk to the well-being of the University and the students, faculty, employees, and other members of the University community, and

BE IT FURTHER RESOLVED, that the Board of Trustees directs the administration to create the Office of the Chief Risk, Compliance and Ethics Officer (CRCEO) and to hire, in collaboration with a subcommittee of the Board, a qualified person to fill this role. The CRCEO shall report to the Audit, Risk and Compliance Committee at least twice annually, and

BE IT FURTHER RESOLVED, that the Board of Trustees directs the administration to create an escalation policy that articulates how complaints received by the Office of Civil Rights and Title IX Education and Compliance relating to relationship violence and sexual misconduct, among others, will be brought to the attention of senior administrators, including the president, and the Board of Trustees, and

BE IT FURTHER RESOLVED, that the Board of Trustees directs the administration to establish, within the Office of the University Ombudsperson, a Relationship Violence and Sexual Misconduct Associate Ombudsperson and establishes the independence of the University Ombudsperson by shifting reporting responsibility to the Board of Trustees with a secondary reporting line to the Office of the President, and

BE IT FURTHER RESOLVED, that Article 7 of the Bylaws is hereby amended by adding the following language at the end of the section entitled Communications, "Notwithstanding the preceding language, the Audit, Risk and Compliance Committee is authorized to communicate directly with such officers and employees of the University as the Committee deems necessary to fulfill its responsibilities. The Audit, Risk and Compliance Committee shall receive direct reports from the appropriate University officers and employees on a regular basis as requested by the Committee, but such direct reports shall occur not less frequently than twice each

calendar year. These direct reports shall take place in work sessions attended by members of the Committee, any other elected members of the Board who may desire to attend, employees of the reporting University office or entity as requested by the committee, and appropriate executive officers of the University. For purposes of a quorum or making any recommendation, only the members of the Board who have been appointed to serve on the Audit, Risk and Compliance Committee shall constitute the Committee."

Trustee Byrum **moved to approve** the recommendations, with support from Trustee Lyons.

THE BOARD VOTED to approve the resolution.

11. Trustee Comments

Trustee Mosallam stated that the days prior to the Board meeting were full of spirited discussions and some instances where the Trustees and President Engler agreed to disagree. Trustee Mosallam stated the University needs to move forward and those positive messages get lost when MSU appears to fight survivors.

Trustee Foster thanked the Deans for their leadership and collaborative effort, and welcomed the three new deans. She stated that education is the core of why all are at the university. Trustee Foster stated that the Board is fortunate to have the assistance of Dr. Teresa Sullivan, an alumna of MSU, to help facilitate the Presidential search process.

Trustee Byrum acknowledged the passing of Trustee Emeritus Diann Woodard. Trustee Byrum stated the days prior to the board meeting were full of important discussions. Trustee Byrum stated she believes that MSU is taking positive steps forward and reiterated her commitment to never letting anything like this happen again at MSU. She stated the Presidential search timeline would be announced shortly.

Trustee Kelly stated that everyone could agree to disagree on approaches to handle recent actions. He stated that with the lawsuit settled everyone could begin to move forward. Trustee Kelly said that he does not want to be in an adversarial relationship with the survivors.

Trustee Lyons stated that he was advised not to speak with any plaintiffs until the lawsuit was settled, in order to not jeopardize the settlement. Trustee Lyons stated now that the lawsuit is settled, he is open to having discussions with survivors. He stated his unhappiness with President Engler's comments and struggled with how to proceed forward. He stated

that President Engler's comments cannot happen again and that as a Trustee he will ensure they do not occur again.

Trustee Ferguson stated that he and his colleagues are very sensitive to what has happened, but are committed to creating a plan to go forward and build a better university. He stated that all Trustees were upset over President Engler's comments. Trustee Ferguson said that the procedures the Board implemented in today's meeting are meant to improve MSU. Trustee Ferguson stated President Engler is a strong leader for the University.

12. Request to Adjourn

On a motion by Trustee Mosallam, supported by Trustee Ferguson, **THE BOARD VOTED to adjourn** at 10:45 a.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "W Beekman".

William R. Beekman

Vice President and Secretary of the Board of Trustees

APPENDIX A

**RESEARCH
PRESENTATION
TO THE MSU BOARD OF TRUSTEES**

JUNE 22, 2018

**ERAN ANDRECHEK
DEPARTMENT OF PHYSIOLOGY**

Facilitated by the Office of the Vice President for
Research and Graduate Studies

Eran Andrechek Introduction June 22, 2018

Our research presenter today is MSU Associate Professor, Eran Andrechek from the Department of Physiology.

Dr. Andrechek's primary research focus is on breast cancer, although today he will be presenting his latest work on lung cancer. His laboratory uses a cross-disciplinary approach, making predictions using big data and computer modeling, and then testing these hypotheses using genetically engineered mouse models of cancer.

Through this research, we now better understand some of the genetic events that are driving cancer to spread from the breast to other organs in the body. Since the spread of breast cancer to other organs such as the brain and lungs is what causes patient death, his team's research is now examining what can be done to stop these cancers from moving.

Eran is Canadian, born in Sault Ste. Marie on the other side of the border. He came to MSU in 2009 after undergraduate and graduate studies at McMaster University in Canada and postdoctoral training at Duke University.

He has published a total of 42 papers, won the MSU College of Human Medicine Teacher/Scholar Award, and has received grants from the National Cancer Institute, Department of Defense, Worldwide Cancer Research, and The Susan G. Komen Foundation, and he has just received a second grant from Michigan's own Elsa Pardee Foundation.

Please welcome, Dr. Eran Andrechek.

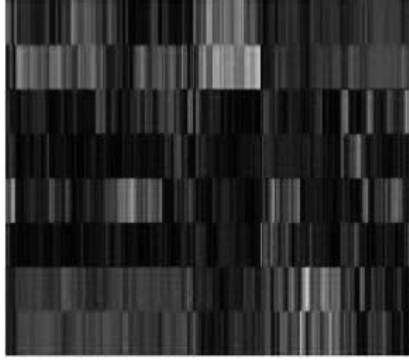
Modeling cancer in mice: Integration of bioinformatics and therapy.

Eran Andrechek

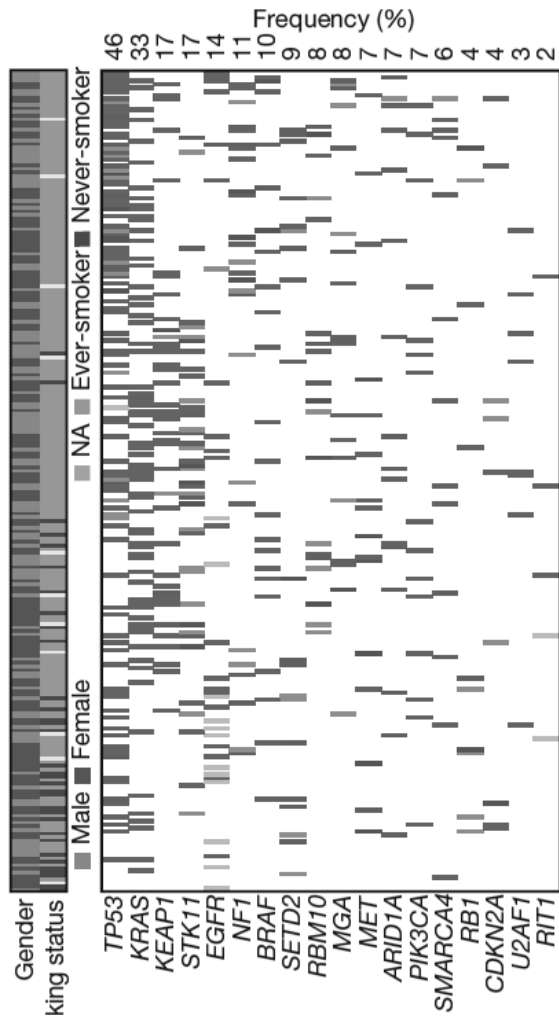
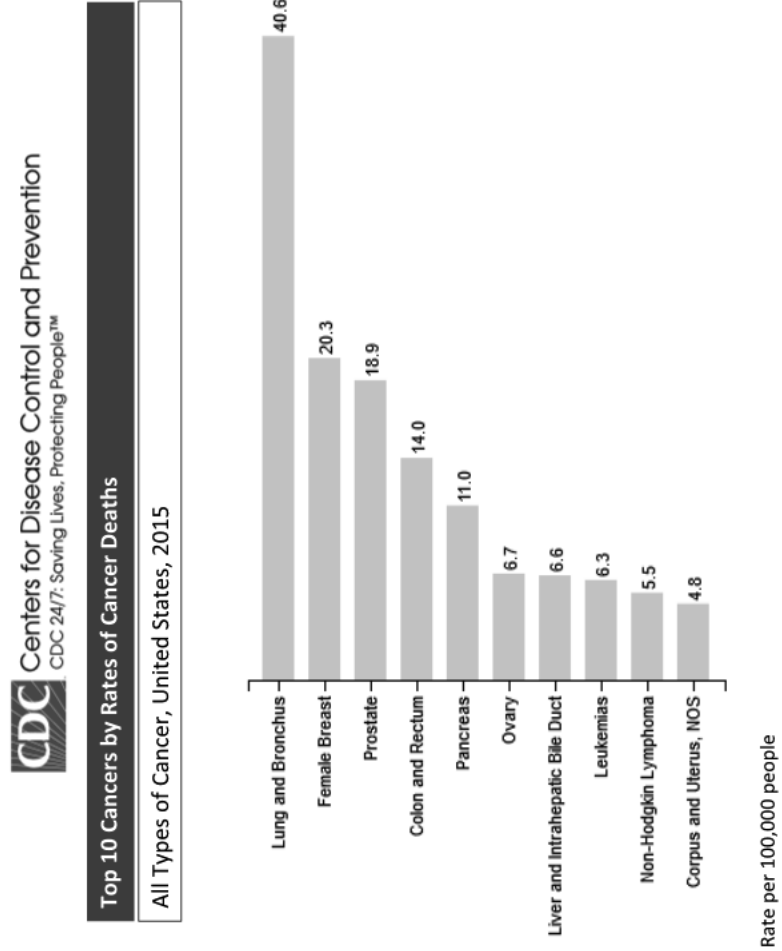
Michigan State University

Department of Physiology

Board of Trustees Meeting, June 2018



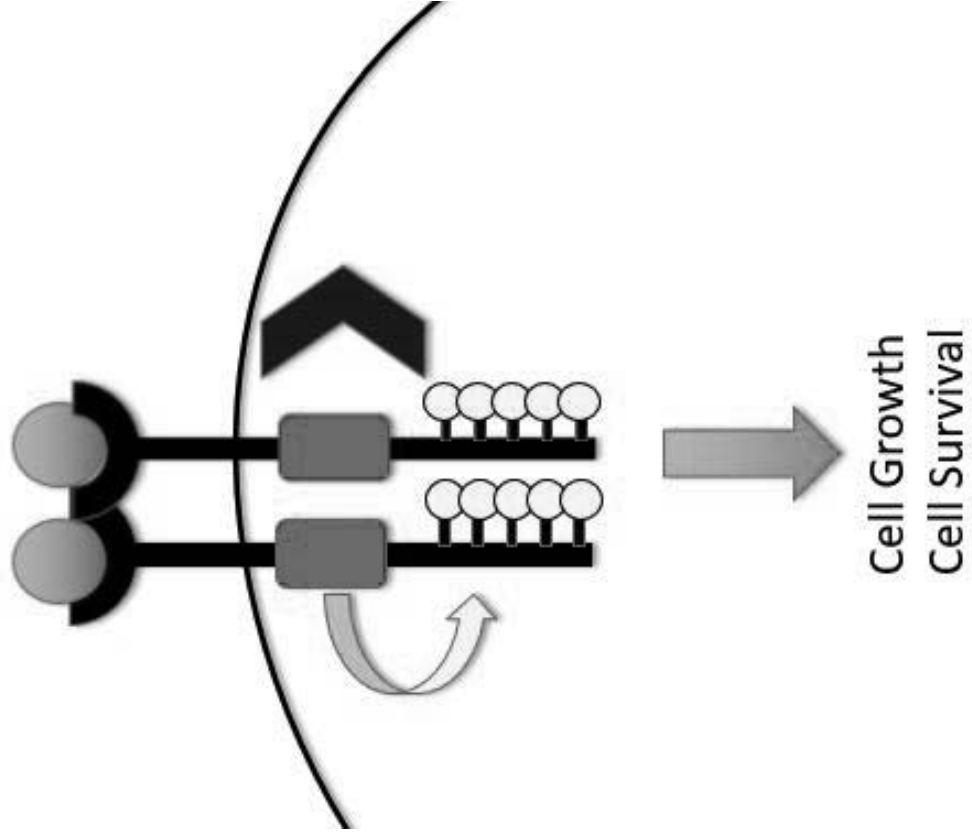
Lung Cancer Deaths and Genetic Causes



EGFR mutated in 14% of lung cancers
TCGA Nature 2014,

Lung cancer caused 27% of cancer deaths in 2016
Siegel et al, 2016

EGFR and Personalized Medicine



EGFR Tyrosine Kinase Inhibitors (TKI)

1st generation – erlotinib

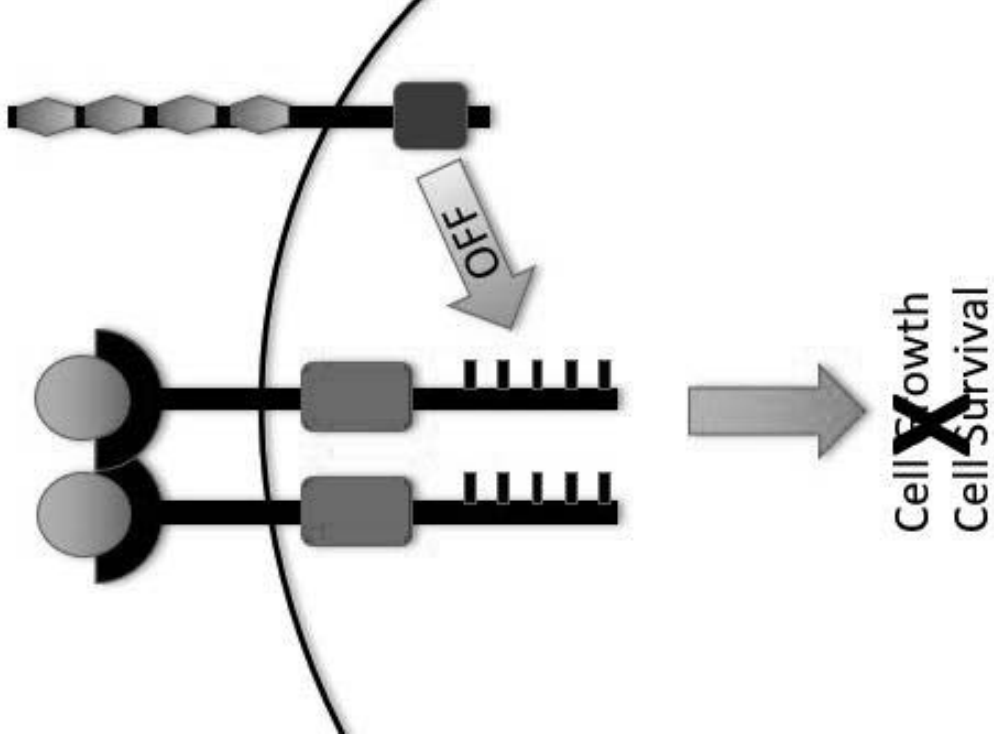
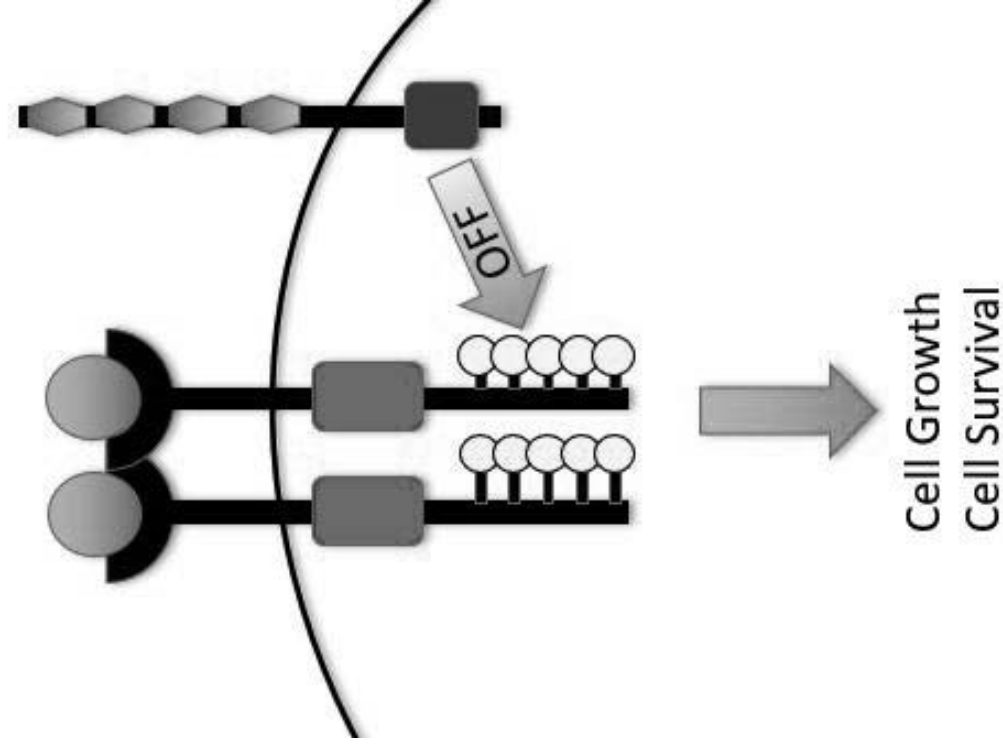
2nd generation – afatinib

3rd generation - osimertinib

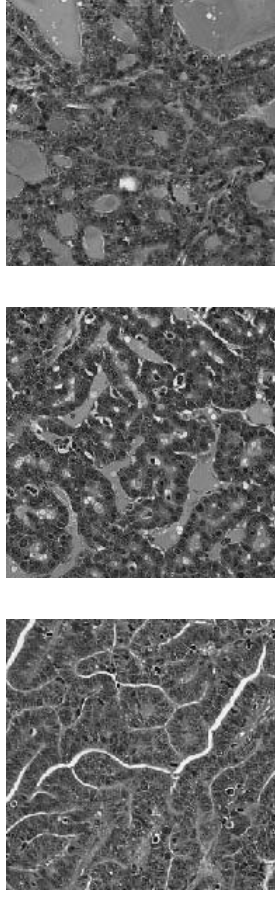
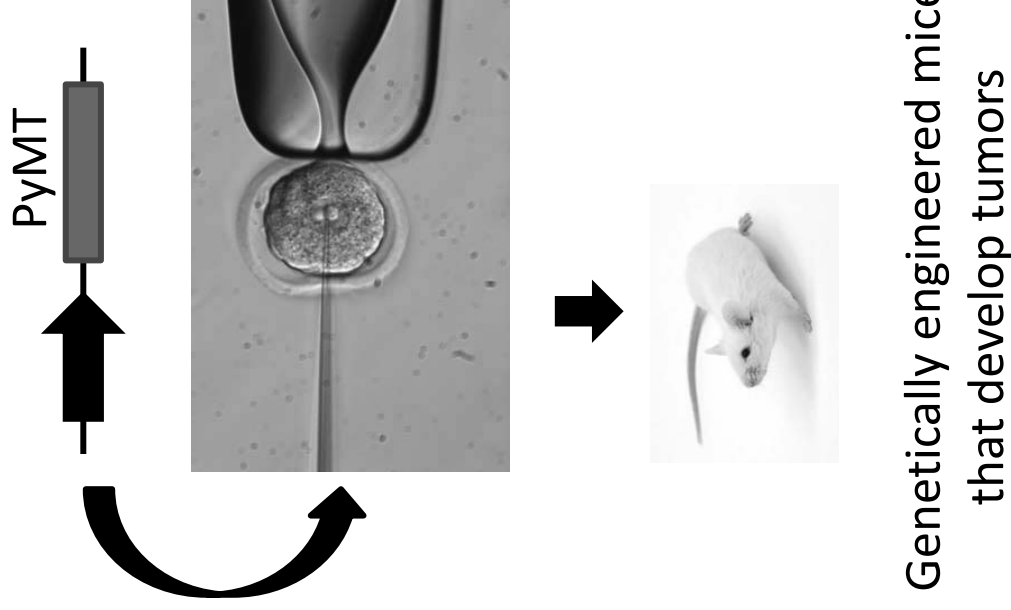
Table 4. Base Case Analysis Results

Characteristic	Afatinib	Erlotinib
Costs		
Total cost	\$246,801	\$212,466
Total progression-free disease-state costs	\$176,048	\$142,001
Drug acquisition	\$141,293	\$115,377
Adverse reaction	\$3532	\$2024
Other progression-free related	\$31,222	\$24,601
Progressive disease related	\$70,753	\$70,465
Outcomes		
Life-years	3.09	2.46
Quality-adjusted life-years	2.16	1.72
Progression-free life-years	1.66	1.31

PTPs Turn Off EGFR



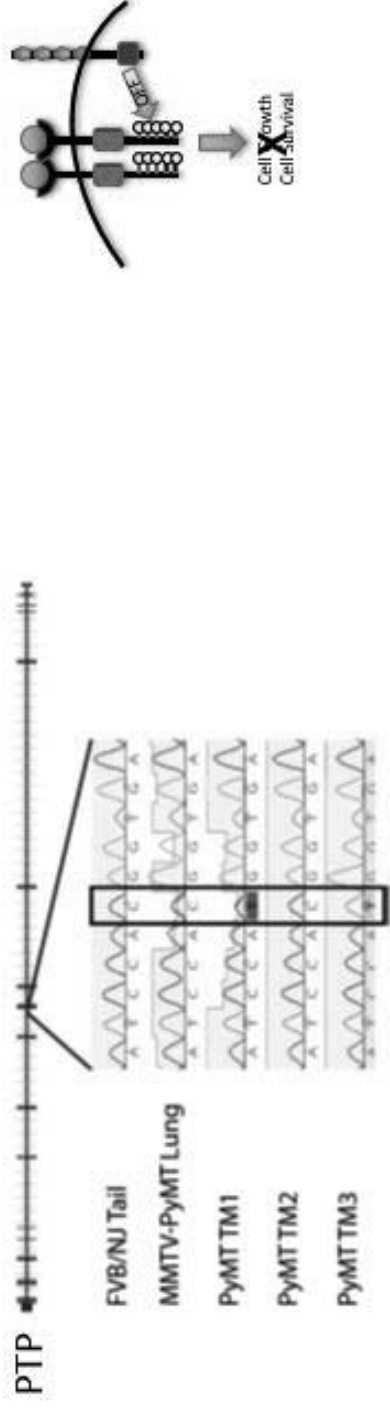
Sequencing Mouse Tumor Models



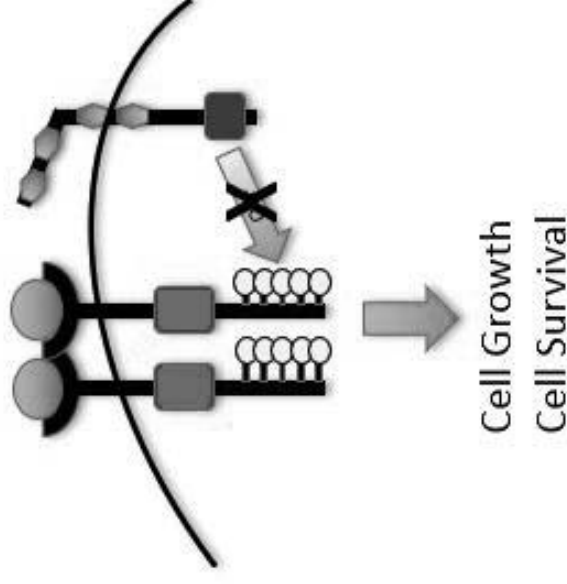
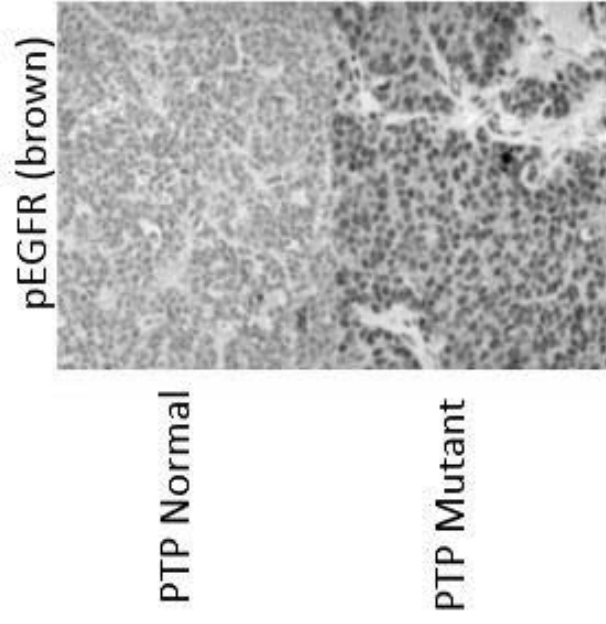
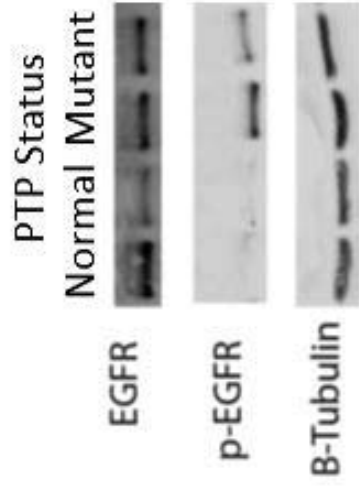
Sequence the entire tumor genome

Filter through human data
and other databases to
uncover relevant genes

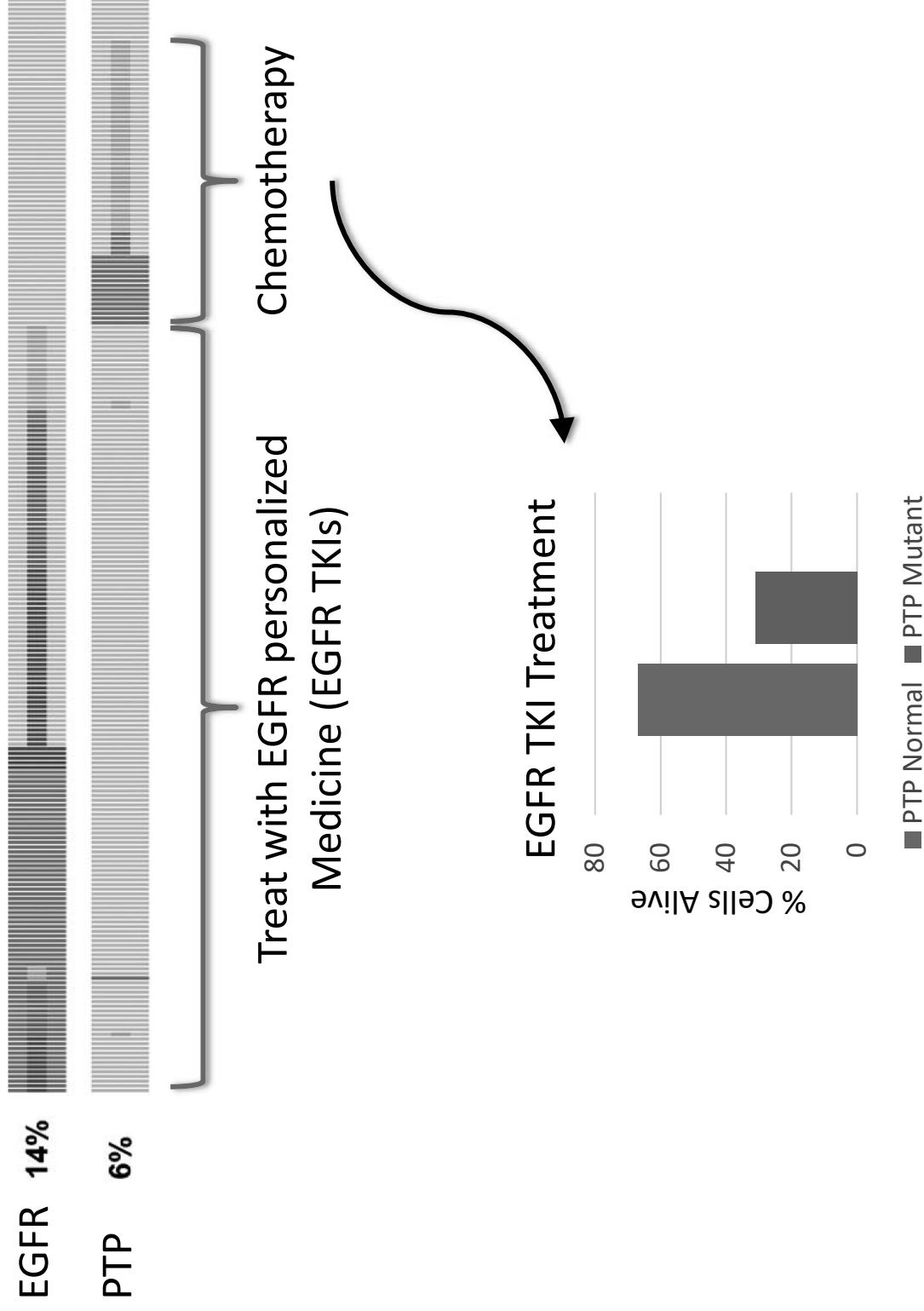
One gene is mutated in 80% of tumors



Mutant PTP results in active EGFR



EGFR and PTP in Lung Cancer



Next Steps

- 1) Publish – manuscript has been submitted
- 2) Funding
 - a) R01 submitted for lung cancer work
 - b) Working with MSU Technologies (can't patent sequence)
- 3) Once basic science work is completed, move to clinical trials

Acknowledgements

Lab Members:

Jing-Ru Jhan

Jon Rennhack

Briana To

Matt Swiatnicki

Shams Reaz

Inez Yuwanita

Jordan Honeysett

Dan Hollern

Kelian Sun

~20 undergrad volunteers

Collaborators:

Robert Cardiff – UC Davis

Jeffrey Chang – UT Southwest Medical School

William Muller – McGill University

Peter Siegel – McGill University

Kent Hunter – NCI

Katerina Politi – Yale

Michel Trembley – McGill

Gary Johnson – UNC Chapel Hill



@Eran_MSU



METAVIVOR

MICHIGAN STATE
UNIVERSITY

Proposed insertions into the Bylaws for Academic Governance.

SECTION 1. DEFINITIONS

1.1. THE FACULTY

1.1.1. Composition of the Faculty

1.1.1.1. The regular faculty shall consist of all persons appointed under the rules of tenure and holding the rank of professor, associate professor, or assistant professor, and all persons appointed as librarians.

1.1.1.2. The fixed-term faculty shall consist of all persons holding the rank of professor, associate professor, assistant professor, or instructor, but not appointed under the rules of tenure.

1.1.1.3. The health professions faculty shall consist of all faculty appointed in the Health Programs Faculty Appointment System who hold the rank of professor, associate professor, or assistant professor in the College of Human Medicine, Nursing, Osteopathic Medicine, or Veterinary Medicine.

1.1.1.4. The Facility for Rare Isotope Beams/National Superconducting Cyclotron Laboratory (FRIB/NSCL) faculty shall consist of all faculty appointed in the FRIB/NSCL Faculty Appointment System holding the rank of professor, associate professor, or assistant professor.

1.1.1.5. The Academic Specialist shall consist of a person holding the rank of senior specialist, specialist with continuing appointment, specialist with probationary appointment, or fixed-term specialist.

1.1.1.6. The honorary faculty shall consist of visiting professors and professors emeriti.

1.1.1.7. The foregoing provisions do not preclude Presidential action to bestow certain "faculty privileges" upon employees of the University who are not members of the faculty.

1.1.2. Faculty Voting Rights

1.1.2.1. The voting faculty in the election of University-level councils and committees shall be all regular faculty, health professions faculty, and FRIB/NSCL faculty. Voting faculty also includes full-time fixed-term faculty who have served at least three consecutive years and full

RESEARCH AND SERVICE AGREEMENT TERM SHEET

Party:	AccurDx America, Inc.
Service Agreement:	Develop an expression system for two synthetic antibody genes (research). Produce ~1 gram of each of these antibodies (service), and produce ~200-500 mg of each of twenty antibodies (service)
Term:	July 1, 2018 – June 30, 2019
Potential Commercial Application:	Antibodies for use as biological agents
Payment Terms:	\$30,400 to MSU for research, \$46,600 to MSU for services
Services Provided:	<p>By MSU to AccurDx America, Inc.: Develop an expression system for two synthetic antibody genes (research). Produce ~1 gram of each of these antibodies (service). Produce ~200-500 mg of each of twenty antibodies (service)</p> <p>By AccurDx America, Inc. to MSU: None contemplated under this agreement</p>
Use of University Facilities/Personnel:	MSU Biomedical and Physical Sciences Building
Organization Type:	Michigan corporation
Personnel Interest:	Dr. Kefei Yu, Associate Professor in the Department of Microbiology and Molecular Genetics, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

LICENSE AGREEMENT TERM SHEET

Party:	Black Pine Engineering, LLC
Agreement:	Exclusive license in the field of power plant and industrial air-moving fan devices
Technology:	U.S. Patent Application Nos. 14/205,635; 14/001,820 and U.S. Patents 7,938,627 8,449,258; 8,506,254; and foreign equivalents The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.
Term:	From the effective date of the agreement extending to the expiration of the last to expire of the patents.
Potential Commercial Application:	Turbomachinery
Payment Terms:	Annual payment of \$1,000; royalty of 3% on net sales; 25% on all sublicensing revenues; patent cost reimbursements.
Services Provided:	By MSU to Black Pine Engineering, LLC: None contemplated under the agreement By Black Pine Engineering, LLC to MSU: None contemplated under the agreement
Organization Type:	Michigan limited liability company
Personnel Interest:	Dr. Norbert Müller, an Associate Professor, Department of Mechanical Engineering Dr. Blake Gower, a post-doctoral fellow in the College of Engineering, and Thomas Qualman, an employee in the College of Engineering and members of their families own or have options to buy an ownership interest of more than 1% of the company.

LICENSE AGREEMENT TERM SHEET

Party:	HydroSimulatics, Inc.
Agreement:	Exclusive license in the field of Environmental Management
Technology:	Data Intensive Groundwater Modeling Software (MSU ID TEC2013-0008 and TEC2016-0177) The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.
Term:	From the effective date of the agreement extending for 15 years
Potential Commercial Application:	Surface and ground water analysis
Payment Terms:	Annual payment of \$1,000, the first payment due within 30 days of effective date; royalty of 5% on net sales; and 25% on all sublicensing revenues.
Services Provided:	By MSU to HydroSimulatics, Inc.: None contemplated under the agreement By HydroSimulatics, Inc. to MSU: None contemplated under the agreement
Organization Type:	Michigan corporation
Personnel Interest:	Dr. Shu-Guang Li, Professor, Department of Civil and Environmental Engineering and Dr. Huasheng Liao, a Senior Research Associate in the Department of Civil & Environmental Engineering, and members of their families own or have options to buy an ownership interest of more than 1% of the company.

LICENSE AGREEMENT TERM SHEET

Party:	PhotosynQ, LLC
Agreement:	Exclusive License in all fields
Technology:	<p>U.S. Patent No. 9,429,521 and foreign equivalents; MSU TEC2012-0117 and TEC2018-017</p> <p>The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.</p>
Term:	From the effective date of the agreement extending to the later of expiration of the last to expire of the patents or twenty (20) years
Potential Commercial Application:	Plant field data sensors and models for measurement and prediction of crop performance and health
Payment Terms:	Initial payment of \$1,000 and minimum royalty of \$1,000 through 2020 increasing in 2021; royalties of 2% on net revenue for hardware products; 4% for service products, pass through on sublicensed revenues; 35% of non-royalty sublicense revenue
Services Provided:	<p>By MSU to PhotosynQ, LLC: None contemplated under the agreement</p> <p>By PhotosynQ, LLC to MSU: None contemplated under the agreement</p>
Organization Type:	Michigan limited liability company
Personnel Interest:	Dr. David Kramer, a Professor in the Department of Biochemistry and Molecular Biology and Dr. Sebastian Kuhlert, an employee in the Department of Plant Biology, and members of their families own or have options to buy an ownership interest of more than 1% of the company.

SPACE LEASE TERM SHEET

Party:	Jolt Energy Storage Technologies, LLC
Agreement:	Lease of 488 square feet of laboratory space, plus 218 square feet of office space, both in the 100 wing of the MSU Bioeconomy Institute facility in Holland, Michigan
Payment Terms:	\$13,788 annual rent for the space includes parking for the Jolt Energy Storage Technologies, LLC employees
Lease Term:	Two years
Payment Terms:	Annual payment of \$1,000; royalty of 3% on net sales; 25% on all sublicensing revenues; patent cost reimbursements.
Services Provided:	<p>By MSU to Jolt Energy Storage Technologies, LLC: chemical production or analytical services under the current rate sheet(s) (attached) and use of incidental office services (e.g., photocopying) at the current standard rates</p> <p>By Jolt Energy Storage Technologies, LLC to MSU: None contemplated under the agreement</p>
Use of MSU Facilities/ Personnel:	Incidental use of MSU services/personnel by Jolt Energy Storage Technologies, LLC at rates as forth in the Services Provided
Organization Type:	Michigan company with offices in Holland, Michigan
Personnel Interest:	Dr. Thomas Guarr, the Director of R&D at the MSU Bioeconomy Institute, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

LICENSE AGREEMENT TERM SHEET

Party:	SWRT Solutions, Inc.
Agreement:	Exclusive License in the field of advanced agricultural equipment
Technology:	U.S. Patent Application Nos. 15/460,196 and foreign equivalents and patent applications deriving from MSU TEC2010-0016 The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.
Term:	From the effective date of the agreement extending to the expiration of the last to expire of the patents
Potential Commercial Application:	Water retention systems
Payment Terms:	Annual payment of \$1,000; royalty of 3.5% on net sales; 25% on all sublicensing revenues; patent cost reimbursements
Services Provided:	By MSU to SWRT Solutions, Inc.: None contemplated under the agreement By SWRT Solutions, Inc. to MSU: None contemplated under the agreement
Organization Type:	Michigan corporation
Personnel Interest:	Dr. Alvin J. M. Smucker, a Professor, Department of Plant Soil and Microbial Sciences, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

OPTION AGREEMENT TERM SHEET

Party:	Thermetrics, Inc.
Agreement:	Option in the field of instrumentation
Technology:	<p>U.S. Patent Application Nos. 14/054,388; TEC2010-0023 "Rapid Nonisothermal Testing Instrument to Measure Thermal Properties of Conduction-Heated Solids" and TEC2013-0119 "Inverse Problem Software for Food Safety and Food Quality Modeling."</p> <p>The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.</p>
Term:	One year from the effective date of the Agreement
Potential Commercial Application:	Tools for measuring thermal properties of food products
Payment Terms:	\$1,000 to MSU within 30 days of the effective date
Services Provided:	<p>By MSU to Thermetrics, Inc.: None contemplated under the agreement</p> <p>By Thermetrics, Inc. to MSU: None contemplated under the agreement</p>
Organization Type:	Delaware corporation
Personnel Interest:	Dr. Kirk David Dolan, a Professor in the Department of Food Science and Human Nutrition, and his family cumulatively own or have options to buy an ownership interest of more than 1% of the company.

LICENSE AGREEMENT TERM SHEET

Party:	Turbo Ventures 2, LLC
Agreement:	Exclusive License in the field of vapor/gas compression, hydro power, and discrete wire electrical devices
Technology:	<p>U.S. Patent Application Nos. 14/205,635; 14/001,820 and U.S. Patents 7,938,627 8,449,258; 8,506,254; and foreign equivalents</p> <p>The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.</p>
Term:	From the effective date of the agreement extending to the expiration of the last to expire of the patents
Potential Commercial Application:	Turbomachinery
Payment Terms:	Annual payment of \$1,000; royalty of 3% on net sales; 25% on all sublicensing revenues; patent cost reimbursements.
Services Provided:	<p>By MSU to Turbo Ventures 2, LLC: None contemplated under the agreement</p> <p>By Turbo Ventures 2, LLC to MSU: None contemplated under the agreement</p>
Organization Type:	Michigan limited liability company
Personnel Interest:	Dr. Norbert Müller, an Associate Professor, Department of Mechanical Engineering, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

**RESOLUTION OF THE BOARD OF TRUSTEES OF MICHIGAN STATE UNIVERSITY
AUTHORIZING THE ISSUANCE AND DELIVERY OF GENERAL REVENUE BONDS
AND PROVIDING FOR OTHER MATTERS RELATING THERETO**

WHEREAS, the Board of Trustees of Michigan State University (the “Board”) is a body corporate created by and existing under the Constitution of the State of Michigan of 1963, as amended, with full constitutional authority over and general supervision of Michigan State University (the “University”) and control and direction of all expenditures from the University’s funds; and

WHEREAS, the Board has previously issued in several outstanding series its General Revenue Bonds (the “Prior Bonds”), its Commercial Paper Notes, Series B (Taxable) and Commercial Paper Notes, Series F (Tax-Exempt) (the “Notes”), and certain other obligations, in each case payable from and secured by a lien on General Revenues (hereinafter defined) (collectively, the “Outstanding Obligations”); and

WHEREAS, the Board has previously entered into certain interest rate swap agreements related to the debt service on certain of the Outstanding Obligations, payable from and secured by a lien on General Revenues (collectively, the “Existing Swap Agreements”); and

WHEREAS, the Board has determined it may be appropriate and in the best interests of the University to refund all or a portion of the Prior Bonds and all or a portion of the Notes as shall be determined by an Authorized Officer (hereinafter defined) (the portion of the Prior Bonds to be refunded, if any, being herein called the “Bonds to be Refunded,” and the portion of the Notes to be refunded, if any, being herein called the “Notes to be Refunded”); and

WHEREAS, the Board has determined that financing capital projects of the University with the proceeds of tax-exempt or taxable debt, or both, will enhance the flexibility of the University with respect to its budget and financial resources, and will permit the allocation of the costs of the capital projects to the periods of the useful lives of the projects being acquired; and

WHEREAS, the University’s current high credit ratings not only reflect the financial strength of the University and its ability to repay its debt obligations, but will also permit the University to access the public debt markets in the most efficient and economic manner; and

WHEREAS, the Board has therefore determined it is appropriate and in the best interests of the University to finance all or a portion of certain capital expenditures of or for the benefit of the University, as described on Exhibit A attached hereto (collectively, the “Projects”), with the proceeds of the General Revenue debt authorized hereby; and

WHEREAS, in the exercise of its constitutional duties, and in order to prudently control and direct expenditures from the University’s funds, the Board has determined it is necessary and desirable to authorize the issuance and delivery of additional General Revenue Bonds (the “Bonds”), payable from and secured by a pledge of General Revenues, in order to provide funds which, together with other available funds of the University, will be used to fund all or part of the costs of the Projects, to pay all or part of the costs of refunding the Bonds to be Refunded and the Notes to be Refunded, if any, and to pay costs related to the issuance of the Bonds and the refunding; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF MICHIGAN STATE UNIVERSITY, AS FOLLOWS:

1. The Board hereby approves the definition of the term "Projects" as set forth on Exhibit A attached hereto, and, subject to final approval of the Board in the case of any of the Projects listed in Category I-B or Category II on Exhibit A, for which final approval has not yet been received, authorizes the Authorized Officers, or any one of them individually, to select the portion of the Projects to be financed, in whole or in part, from the proceeds of the Bonds, and to fund, as appropriate, the remaining portion of the costs of the Projects from available funds of the University, consistent with the Board's resolutions authorizing construction of the Projects. The Board further approves the refunding of all or any portion of the outstanding Prior Bonds and all or any portion of the outstanding Notes and authorizes the Authorized Officers, or any one of them individually, to select the portion, if any, of the Prior Bonds to constitute the Bonds to be Refunded and the portion, if any, of the Notes to constitute the Notes to be Refunded, in order to produce interest or other cost savings or a more favorable debt service structure, to reduce or eliminate risks associated with variable rate bonds and related interest rate swaps, to provide for more favorable terms or covenants, or to provide for permanent financing of projects previously financed from short-term debt, and to fund, if deemed appropriate, a portion of the costs of the refunding from available funds of the University and the balance of such costs from the proceeds of the Bonds, and to proceed with the refunding.

In connection with the refunding of all or any portions of any Outstanding Obligations, any Authorized Officer may, in the name and on behalf of the Board, and as its corporate act and deed, modify any Existing Swap Agreements, in whole or in part, and relate any of such Existing Swap Agreements to any portion of the debt service on the Bonds or any Outstanding Obligations, or terminate any Existing Swap Agreements, in whole or in part, and any fees or termination payments required in connection with any such modifications or terminations may be paid from the proceeds of the Bonds, or from available funds of the University, as determined by an Authorized Officer.

2. The Board hereby authorizes the issuance, execution and delivery of the Bonds, in one or more series, to be designated GENERAL REVENUE BONDS, with appropriate series designations, in the aggregate original principal amount established by an Authorized Officer, but not to exceed the aggregate principal amount necessary to produce proceeds of THREE HUNDRED TWENTY-SIX MILLION THREE HUNDRED THOUSAND DOLLARS (\$326,300,000) for the payment of the costs of the Projects and the costs of issuance of the Bonds, plus the amount necessary to accomplish the refunding of the Bonds to be Refunded and the Notes to be Refunded and to pay costs related thereto. The Bonds shall be dated as of the date or dates established by an Authorized Officer, and shall be issued for the purpose of providing funds which, together with other available funds, will be used to pay all or a portion of the costs of the Projects, including, if determined to be appropriate by an Authorized Officer, capitalized interest related to all or a portion of the Projects for a period specified by an Authorized Officer, to pay all or a portion of the costs of refunding the Bonds to be Refunded, if any, and the Notes to be Refunded, if any, to pay the costs of modifying or terminating any Existing Swap Agreements, if deemed appropriate by an Authorized Officer, and to pay costs related to the issuance of the Bonds and the

Any or all of the Bonds may be made subject to tender for purchase at the option of the holder thereof or to mandatory tender for purchase. The obligation of the Board to purchase any Bonds subject to tender for purchase may be limited to the remarketing proceeds of such Bonds, or may be made payable from General Revenues, from available cash reserves of the University, subject to such limitations as may be specified in the Trust Agreement or Loan Agreement, or from a letter of credit, line of credit, standby bond purchase agreement or other liquidity device (the "Liquidity Device"), or any combination thereof, all as shall be determined by an Authorized Officer and provided for in the Trust Agreement or Loan Agreement. Any reimbursement obligation for draws under the Liquidity Device shall be a limited and not a general obligation of the Board, payable from, and may be secured by a pledge of, General Revenues. Each Authorized Officer is individually authorized to execute and deliver at any time, for and on behalf of the Board, any amendments to the Trust Agreement or Loan Agreement and any agreements or instruments with a party or parties selected by an Authorized Officer necessary to obtain, maintain, renew or replace, and provide for repayments under, any Liquidity Device deemed by such officer to be required for the purposes of this Resolution.

Any Bonds authorized and issued hereunder may, at any time upon direction of an Authorized Officer, be subsequently converted to another mode or structure authorized hereby, either through procedures established in the Trust Agreement or Loan Agreement pertaining thereto, or through the issuance hereunder of refunding Bonds to refund and replace the outstanding Bonds to be converted. Any such refunding Bonds issued hereunder shall be subject to the terms, conditions and limitations contained in this Resolution. Each Authorized Officer is individually authorized to execute and deliver, for and on behalf of the Board, any documents or instruments, including but not limited to, any amendments to the Trust Agreement or Loan Agreement, necessary or convenient for the purpose of accomplishing the conversion as described in this paragraph.

3. The Bonds, and the obligations of the Board under the Swap Agreement and the Liquidity Device, if any, shall be limited and not general obligations of the Board payable from and, except as provided below in this Section 3, secured by a lien on, the General Revenues (as shall be defined in the Trust Agreement or Loan Agreement in a manner generally consistent with the definition thereof contained in the trust agreements pursuant to which the Prior Bonds were issued). Except as otherwise determined by an Authorized Officer, as provided below in this Section 3, the lien on General Revenues securing the Bonds, the Swap Agreement and the Liquidity Device, if any, shall be on a parity basis with the liens on General Revenues securing the Outstanding Obligations. The Bonds, and the obligations of the Board under the Swap Agreement and the Liquidity Device, if any, may also be payable from and secured by a lien on moneys, securities or other investments from time to time on deposit in certain funds created pursuant to the Trust Agreement or Loan Agreement or agreements entered into in connection with the Swap Agreement or Liquidity Device.

No recourse shall be had for the payment of the principal amount of or interest or premium on the Bonds, or for the payment of any amounts owing under the Swap Agreement or the Liquidity Device, if any, or any claim based thereon, against the State of Michigan, or any member or agent of the Board (including, without limitation, any officer or employee of the University), as individuals, either directly or indirectly, or, except as specifically provided in the Trust Agreement

and to negotiate, execute and deliver the Bond Purchase Agreement with the Underwriter or Purchaser setting forth the terms of the Bonds and the sale thereof, and containing such other covenants and agreements of the Board as may be required by the Underwriter or the Purchaser in connection therewith, in such form as an Authorized Officer may approve upon recommendation of the Office of the General Counsel, all within the limitations set forth herein. In the alternative, if determined appropriate by an Authorized Officer, selection of the Underwriter and setting of the terms for all or any portion of any series of the Bonds may be made through a competitive sale or other bidding process, and each Authorized Officer is individually authorized to accept the winning bid or offer of the Underwriter for the purchase of the Bonds. Each Authorized Officer is hereby further individually authorized and directed, in the name and on behalf of the Board and as its corporate act and deed, to negotiate, execute and deliver the Remarketing Agreement, if any, with the Underwriter or other party selected by the Authorized Officer.

7. The President and the Vice President for Finance and Treasurer are each individually authorized, empowered and directed, in the name and on behalf of the Board, and as its corporate act and deed, to execute the Bonds by manual or facsimile signature and, if deemed appropriate, to impress or imprint the University seal thereon, and to deliver the Bonds to the Underwriter or Purchaser in exchange for the purchase price therefor.

8. Each Authorized Officer is hereby individually authorized to solicit ratings on the Bonds from any national rating services that the Authorized Officer deems appropriate and, if necessary, to cause the preparation of a Preliminary Official Statement and an Official Statement with respect to each series of the Bonds, to deem such official statements "final" in accordance with applicable law, and to execute and deliver the Official Statements. In the event that all or a portion of any series of the Bonds is to be sold by means of a competitive sale or bidding process, as provided in this Resolution, each Authorized Officer is individually authorized to prepare and publish or cause to be published, or otherwise distribute, in such manner as an Authorized Officer shall determine, a Notice of Sale for such Bonds. Each Authorized Officer, or the Underwriter or the University's financial advisor, as appropriate, is authorized to circulate and use, in accordance with applicable law, the Notice of Sale, the Preliminary Official Statements and the Official Statements in connection with the offering, marketing and sale of the Bonds.

9. Each Authorized Officer, the Vice President and Secretary of the Board, the Vice President for Legal Affairs and General Counsel and any Associate or Assistant General Counsel, and all other appropriate officers or representatives of the Board or the University and each one of them, are authorized to perform all acts and deeds and to execute and deliver for and on behalf of the Board all instruments and documents required by this Resolution, the Trust Agreement or Loan Agreement, the Remarketing Agreement, the Swap Agreement, the Liquidity Device and the Bond Purchase Agreement, or necessary, expedient and proper in connection with the issuance, sale and delivery of the Bonds, as contemplated hereby, including, if deemed appropriate, one or more escrow deposit agreements with an escrow agent to be selected by an Authorized Officer as may be necessary to accomplish any refunding authorized hereby. Each Authorized Officer is individually authorized to designate and empower the escrow agent to subscribe for United States Treasury Securities, State and Local Government Series, on behalf of the Board, as may be necessary in connection with any refunding authorized hereby. Any action required under the Trust Agreement or Loan Agreement, the Remarketing Agreement, the Bond Purchase Agreement,

EXHIBIT A
PROJECTS

The Projects, as that term is used in the Resolution to which this Exhibit A is attached, are defined as follows:

Category I

Currently Estimated
Approximate Cost to
be Funded From Bond
Proceeds (exclusive of
bond issuance expense)
(in millions)

Project Description

A. (Board approved project construction/renovation)

Strategic Academic Development Initiative - Interdisciplinary Science and Technology Building	\$ 100.0
FRIB Projects	
FRIB High Rigidity Spectrometer and Isotope Harvesting Experimental Vault	\$ 22.5
FRIB Cryogenic Assembly Building	\$ 12.4
FRIB 25MW Power Supply - Duct Bank	\$ 1.6
Cyclotron Building - Office Addition - Phase III	\$ 0.5
Music Building Addition	\$ 25.0
Water Distribution - Campus Water System Improvements	\$ 21.0
State Police Post Redevelopment - 1855 Place	\$ 8.0
Healthy Campus Projects	
Intramural Sports West - Turf Arcna Renovations and Capital Renewal	\$ 4.3
Demonstration Hall - Multi-Use Court Renovations	\$ 2.2
Intramural Recreative Sports East - Gym and Track Renovations	\$ 2.2
Breslin Student Events Center - Facility Upgrades	\$ 0.4
EBSP Research Administration	\$ 0.4
Fairchild Theatre Auditorium Rm 102	\$ 0.4
Plant Sciences Expansion	\$ 0.1

B. (Board approved project planning and design)

Strategic Academic Development Initiative - STEM Teaching and Learning	\$ 42.7
Strategic Academic Development Initiative – STEM Teaching and Learning – Shaw Lane Adaptive Reuse	\$ 25.0
T.B. Simon Power Plant Modernization Projects	
T.B. Simon Power Plant - Modernization - RICE	\$ 33.9
T.B. Simon Power Plant - Modernization - Medium Pressure Steam Boiler	\$ 4.8
T.B. Simon Power Plant - Modernization - Reverse Osmosis	\$ 0.8
Wonders Hall - Teaching, Learning, and Student Support Renovation	\$ 12.0
Broad College Complex - Capital Renewal	\$ 4.1

I hereby certify that the attached is a true and complete copy of a resolution adopted by the Board of Trustees of Michigan State University at a meeting held on June 22, 2018, in accordance with applicable law, and that the minutes of the meeting at which the resolution was adopted were kept and will be or have been made available at the Office of the Vice President and Secretary of the Board of Trustees of Michigan State University.

I further certify as follows:

1. Present at the meeting were the following Board members:

Absent from the meeting were the following Board members:

2. The following members of the Board voted for the adoption of the Resolution:

The following members of the Board voted against adoption of the Resolution:

RESOLUTION DECLARED ADOPTED.

Vice President and Secretary
Board of Trustees of Michigan State University

APPENDIX L

RESOLUTION OF THE BOARD OF TRUSTEES OF MICHIGAN STATE UNIVERSITY AUTHORIZING THE ISSUANCE AND DELIVERY OF GENERAL REVENUE BONDS FOR THE PAYMENT OF LEGAL SETTLEMENTS AND PROVIDING FOR OTHER MATTERS RELATING THERETO

WHEREAS, the Board of Trustees of Michigan State University (the “Board”) is a body corporate created by and existing under the Constitution of the State of Michigan of 1963, as amended, with full constitutional authority over and general supervision of Michigan State University (the “University”) and control and direction of all expenditures from the University’s funds; and

WHEREAS, by resolution adopted on June 22, 2018, the Board approved a settlement of certain legal claims against the Board and against the University and certain agents or employees of the University related to Lawrence Nassar; and

WHEREAS, the Board has further authorized the negotiation and execution of a written settlement agreement to compromise and settle such claims (the “Settlement Agreement”), pursuant to which the Board has agreed to make a settlement payment in the total sum of Five Hundred Million Dollars (\$500,000,000) (the “Settlement Amount”), subject to such terms, conditions and contingencies as may be set forth in the Settlement Agreement; and

WHEREAS, the Board has previously issued in several outstanding series its General Revenue Bonds (the “Prior Bonds”), its Commercial Paper Notes, Series B (Taxable) and Commercial Paper Notes, Series F (Tax-Exempt), and certain other obligations, in each case payable from and secured by a lien on General Revenues (hereinafter defined) (collectively, the “Outstanding Obligations”); and

WHEREAS, in the exercise of its constitutional duties, and in order to prudently control and direct expenditures from the University’s funds, the Board has determined that it is necessary to authorize the issuance and delivery of additional General Revenue Bonds (the “Bonds”), payable from and secured by a pledge of General Revenues, in order to provide funds to be used to pay all or part of the Settlement Amount in accordance with the terms of the Settlement Agreement, and to pay costs related to the issuance of the Bonds; and

WHEREAS, one or more trust agreements (collectively, the “Trust Agreement”) or loan agreements (collectively, the “Loan Agreement”) must be entered into by and between the Board and a trustee (the “Trustee”) or a direct placement lender, in either case to be designated by an Authorized Officer, pursuant to which the Bonds will be issued and secured; and

WHEREAS, it is necessary to authorize the Authorized Officers, or any one of them individually, to negotiate the sale of the Bonds with an underwriter or group of underwriters to be selected by an Authorized Officer (collectively, the “Underwriter”) or with a direct placement lender to be selected by an Authorized Officer (the “Purchaser”), and to enter into one or more bond purchase agreements with the Underwriter or Purchaser (collectively, the “Bond Purchase Agreement”) setting forth the terms and conditions upon which the Underwriter or Purchaser will agree to purchase the Bonds and the interest rates thereof and the purchase price therefor; and

by an Authorized Officer, but the weighted average yield of the Bonds (computed using the stated coupon and the stated original offering price) shall not exceed 5.5% per annum for tax-exempt bonds and 8.0% per annum for taxable bonds, subject, in the case of Bonds sold to a Purchaser pursuant to a direct purchase arrangement, to adjustments for increased costs of the Purchaser, rating changes and defaults and other specified factors, but in no event in excess of the lesser of 25% per annum, the maximum rate permitted by law or the maximum rate, if any, specified in the Trust Agreement or Loan Agreement. Alternatively, all or part of the Bonds may bear interest at a variable rate of interest, determined on the basis of an index or a spread to an index or through market procedures, or both, for all or a portion of their term, and the variable rate of interest shall not exceed the lesser of 25% per annum, the maximum rate permitted by law or the maximum rate, if any, specified in the Trust Agreement or Loan Agreement. The Bonds may be subject to redemption or call for purchase prior to maturity at the times and prices and in the manner as shall be established by an Authorized Officer, but no redemption premium shall exceed 5% of the principal amount being redeemed, unless the redemption price is based on a "make whole" formula, in which case no redemption premium shall exceed 40% of the principal amount being redeemed. Interest on the Bonds shall be payable at such times as shall be specified by an Authorized Officer. The Bonds shall be issued in fully-registered form in denominations, shall be payable as to principal and interest in the manner, shall be subject to transfer and exchange, and shall be executed and authenticated, and may be issued in book-entry-only form, all as shall be provided in the Trust Agreement or Loan Agreement. The Bonds shall be sold to the Underwriter or Purchaser for a price to be established by an Authorized Officer (but the Underwriter's or Purchaser's discount, exclusive of original issue discount, shall not exceed 1.50% of the principal amount thereof) plus accrued interest, if any, from the dated date of the Bonds to the date of delivery thereof.

In relation to the debt service on all or any portion of the Bonds, any Authorized Officer may, at any time, on behalf of and as the act of the Board, enter into or modify an interest rate swap, cap, forward starting swap, option, swaption, rate lock or similar agreement or agreements (collectively, the "Swap Agreement") with a counterparty or counterparties to be selected by the Authorized Officer. Such Swap Agreement shall provide for payments between the Board and the counterparty related to interest on all or a portion of the Bonds at indexed or market established rates. If the Swap Agreement is entered into at approximately the same time as the issuance of the Bonds and is related to the Bonds, the expected effective interest rates on the Bonds to which the Swap Agreement relates, taking into account the effect of the Swap Agreement, shall be within the limitations set forth herein. Any Swap Agreement may, if determined necessary or appropriate by an Authorized Officer, be subsequently terminated, in whole or in part, which may result in termination payments due by the Board. Any such required payments and other costs of termination may be funded from available funds of the University or the proceeds of the Bonds or other indebtedness of the Board.

Any or all of the Bonds may be made subject to tender for purchase at the option of the holder thereof or to mandatory tender for purchase. The obligation of the Board to purchase any Bonds subject to tender for purchase may be limited to the remarketing proceeds of such Bonds, or may be made payable from General Revenues, from available cash reserves of the University, subject to such limitations as may be specified in the Trust Agreement or Loan Agreement, or from a letter of credit, line of credit, standby bond purchase agreement or other liquidity device

as pledged pursuant to the Trust Agreement or Loan Agreement or pursuant to agreements entered into in connection with the Swap Agreement or Liquidity Device, if any.

Any pledge of General Revenues, and funds specified in the Trust Agreement or Loan Agreement or in any agreements entered into in connection with the Swap Agreement or the Liquidity Device, if any, shall be valid and binding from the date of the issuance and delivery of the Bonds or such agreements, and all moneys or properties subject thereto which are thereafter received shall immediately be subject to the lien of the pledge without physical delivery or further act. The lien of said pledge shall be valid and binding against all parties (other than the holders of any other bonds, notes or other obligations secured by a parity first lien on General Revenues) having a claim in tort, contract or otherwise against the Board, irrespective of whether such parties have notice of the lien.

Notwithstanding anything herein to the contrary, any obligations of the Board under the Swap Agreement or any agreement with respect to the Liquidity Device may, if determined appropriate by an Authorized Officer, be payable and secured on a subordinated basis to the Bonds and other General Revenue obligations of the Board, or may be payable from General Revenues but be unsecured.

3. The right is reserved to issue additional bonds, notes or other obligations payable from General Revenues and secured on a parity or subordinated basis with the Bonds and the Outstanding Obligations by a lien on General Revenues, upon compliance with the terms and conditions therefor as shall be set forth in the Trust Agreement or Loan Agreement.

4. Each Authorized Officer is hereby individually authorized and directed, in the name and on behalf of the Board, and as its corporate act and deed, to select the Trustee, if any, and to negotiate the terms of and execute and deliver the Trust Agreement or Loan Agreement. The Trust Agreement or Loan Agreement may contain such covenants on behalf of the Board and terms as such Authorized Officer deems appropriate and as shall be approved by the Office of the General Counsel, including, but not limited to, covenants with respect to the establishment of General Revenues at levels expressed as a percentage of debt service on the Bonds or all General Revenue obligations of the Board, and with respect to the issuance of additional bonds, notes or other obligations payable from and secured by General Revenues. In addition, each Authorized Officer is hereby individually authorized, empowered and directed to negotiate, if deemed appropriate by an Authorized Officer in connection with the issuance of the Bonds, for the acquisition of bond insurance and to execute and deliver an insurance commitment or other documents or instruments required in connection with such insurance.

5. Each Authorized Officer is hereby individually authorized and directed, in the name and on behalf of the Board and as its corporate act and deed, to select the Underwriter or Purchaser and to negotiate, execute and deliver the Bond Purchase Agreement with the Underwriter or Purchaser setting forth the terms of the Bonds and the sale thereof, and containing such other covenants and agreements of the Board as may be required by the Underwriter or the Purchaser in connection therewith, in such form as an Authorized Officer may approve upon recommendation of the Office of the General Counsel, all within the limitations set forth herein. Each Authorized Officer is hereby further individually authorized and directed, in the name and on behalf of the Board and as its corporate act and deed, to

I hereby certify that the attached is a true and complete copy of a resolution adopted by the Board of Trustees of Michigan State University at a meeting held on June 22, 2018, in accordance with applicable law, and that the minutes of the meeting at which the resolution was adopted were kept and will be or have been made available at the Office of the Vice President and Secretary of the Board of Trustees of Michigan State University.

I further certify as follows:

1. Present at the meeting were the following Board members:

Absent from the meeting were the following Board members:

2. The following members of the Board voted for the adoption of the Resolution:

The following members of the Board voted against adoption of the Resolution:

RESOLUTION DECLARED ADOPTED.

Vice President and Secretary
Board of Trustees of Michigan State University

DISCIPLINE AND DISMISSAL OF TENURED FACULTY FOR CAUSE**Preamble**

The University's commitment "to promote the welfare of mankind through teaching, research, and public service" is furthered by the intellectual integrity and professional honesty of faculty members mindful of their rights and responsibilities. Essential to sustaining an environment of mutual trust and respect is the need for impartial investigation of alleged violations of policies related to faculty conduct; due process; and, when necessary, disciplinary action up to and including dismissal for cause. Discipline, dismissal, or the threat of either action, may not be used to restrain faculty members in their exercise of academic freedom.

I. CONFIDENTIALITY

All proceedings and records with regard to disciplinary action or dismissal for cause proceedings shall be kept confidential to the degree permitted by the law. The Board of Trustees will decide on a case by case basis whether action taken by the Board pursuant to the dismissal portion of this Policy will identify the affected faculty member by name.

II. MAILING OF NOTICES UNDER THIS POLICY

In matters involving minor discipline, notices required by this Policy will be sent to the faculty member by email to the faculty member's msu.edu account, with a courtesy copy sent to the faculty member by first class mail to the address of record. Faculty member are responsible to regularly review the msu.edu email account for departmental and other University communications.

In matters involving serious discipline or dismissal, the faculty member shall be sent the notices required by this Policy by certified mail to his/her address of record filed with the University. However, if delivery by certified mail is not possible or if the faculty member refuses or waives delivery of certified mail, mailing notices to the faculty member at his/her address of record by first class mail will be considered sufficient. An email will also be sent to the faculty member's University email address notifying him/her of the fact that a notice required by this Policy has been sent by one of the methods described above.

III. PARTICIPATION OF ADVISORS, OBSERVERS, OR COUNSEL

Faculty members are entitled to bring an advisor or observer to any meeting regarding disciplinary action referenced in this policy. The advisor or observer must be a member of the University community (faculty, staff, or administrator), including *emeriti*. The advisor or observer may be present during the meeting, but will have no voice or formal role in the meeting. Unless otherwise specified in this Policy, faculty members are entitled to bring an advisor of their choice, including legal counsel, to any meeting or hearing conducted during dismissal for cause proceedings. During those proceedings, the advisor has voice and is granted full participation.

In all faculty discipline, the University bears the burden of proof that adequate cause exists; it will be satisfied only by clear and convincing evidence unless a different standard is required by law.⁷ The faculty member's record should be considered as a whole when contemplating imposition of disciplinary action.

In cases of both minor and serious discipline (1) faculty members retain the right to grieve disciplinary actions that have been implemented under the regular terms of the Faculty Grievance Procedure; and (2) the faculty member may submit a letter of exception to the imposition of discipline, disputing the grounds for the unit administrator's decision, to be included in the faculty member's personnel file.

VI. PROCESS TO INITIATE MINOR OR SERIOUS DISCIPLINE

A. MINOR DISCIPLINE

Where the unit administrator seeks to impose minor disciplinary action, the unit administrator shall first meet with the faculty member to discuss the administrator's concern and the potential for discipline. The administrator will notify the faculty member during that meeting of the right and opportunity to request a consultation with the department/school faculty advisory committee, its chair, or the chair of the University Committee on Faculty Affairs (UCFA) personnel subcommittee⁸ before the administrator proceeds with any disciplinary action. The purpose of such informal consultation is to reconcile disputes early and informally, when that is appropriate, by clarifying the issues involved, resolving misunderstandings, considering alternatives, and noting applicable bylaws.

The unit administrator and faculty member, if requested by the faculty member, will consult with the department/school faculty advisory committee, its chair, or with the chair of the UCFA personnel subcommittee promptly to discuss the administrator's concern and the potential for discipline.

Should the unit administrator still wish to proceed with disciplinary action after that consultation, the administrator must consult with the Dean and the Office of the Associate Provost to discuss the proposed disciplinary action. If the proposed discipline is authorized by those offices, the unit administrator shall provide the faculty member with written notice of the cause for disciplinary action in sufficient detail for the faculty member to address the specifics of the charges, and an opportunity to respond in writing within seven (7) days⁹ of receipt of the unit administrator's written notice, prior to the imposition of any disciplinary action. The written response, if any, will be provided to the Dean and the Office of the Associate Provost for further comment.

⁷ "Clear and convincing" means the standard of proof that is beyond a mere preponderance (i.e., more probable than not) but below that of "beyond a reasonable doubt." The "clear and convincing" standard would be met when those making the determination have a firm belief that the facts in issue have been established.

⁸ If the chair is not tenured, the chair may request that a tenured member of the personnel subcommittee fill this role.

⁹ Unless otherwise noted, references to "days" in this Policy refer to calendar days.

administrator, faculty member, and disciplinary review panel. That meeting will take place no later than the second regularly scheduled meeting after the request is received, but not to exceed 21 days during those periods when the UCFA is not regularly meeting. Except in unusual circumstances, meetings of the disciplinary review panel will take place before, during, or after the regularly scheduled meeting time of the UCFA and both the unit administrator and the faculty member will be expected to adjust their schedules to attend the meeting. If either party cannot personally attend for good cause, as determined by the Chair of UCFA, that individual may participate through alternate communication methods (e.g., telephone, video conference) or send a representative to the meeting.

No member of the review panel shall participate in a meeting involving a faculty member from the same college in which the panel member is appointed. The faculty member may also request that any member of the panel recuse himself/herself if a conflict of interest exists. If the panel member refuses to recuse himself/herself, the Chair of the UCFA will determine whether, in light of the challenged person's knowledge of the case or personal or professional relationships with a party, the challenged person would be able to participate fairly and impartially in the meeting and make a fair and impartial recommendation.

3. Recommendation of the Review Panel

Following its meeting, the review panel will provide its recommendation to the unit administrator, with a copy to the faculty member, within seven (7) days about whether the proposed serious discipline should be imposed, lesser discipline should be substituted, or no discipline should be imposed. The recommendation is not binding on the unit administrator but shall be given all due consideration. If the unit administrator does not take the advice of the review panel, he/she will provide a detailed reply to its recommendation for consideration and possible amendment by the panel within seven (7) days, copying the faculty member. If the panel decides to amend its original recommendation, it must do so within seven (7) days, copying the faculty member. This documentation will form a part of the permanent record of the discipline process.

4. Imposition of Disciplinary Action

After receiving the response (and amendment, if any), the unit administrator shall make a decision regarding the disciplinary action and notify the faculty member in writing. If the review panel recommended against imposition of serious discipline, or recommended lesser discipline, the unit administrator must meet with the Dean and the Office of the Associate Provost before proceeding with disciplinary action.

VII. DISMISSAL FOR CAUSE PROCESS

A. INFORMAL RESOLUTION/PRELIMINARY CONFERENCE STAGE

1. Dismissal for Cause Review Officer's Recommendation

A Dean ("charging party") proposing to initiate dismissal for cause proceedings against a faculty

3. Conference with the Faculty Member

If the Provost determines that dismissal for cause proceedings are warranted, he/she shall notify the faculty member and the charging party (the “parties”) of that decision in writing, providing a copy of all documentation provided by the dean to the Review Officer, and offer the faculty member an opportunity for a personal meeting. No formal charges shall be filed until 30 days after this notification; a further extension of time may be approved by the Provost. The matter may be resolved informally during this time, including by the faculty member’s resignation. If the faculty member is not available for a personal meeting during the 30-day period, the Provost may communicate with the faculty member electronically or by correspondence that provides the faculty member with a reasonable opportunity to confer informally with the Provost.

B. INITIATION OF FORMAL PROCEEDINGS

If the Provost determines that the matter is serious enough to warrant initiation of dismissal for cause proceedings, the Provost shall provide written notice of that determination to the President, along with a recommendation as to whether the faculty member should be relieved from some or all of his/her duties during the dismissal for cause proceedings. The parties should receive a copy of this notice. If the President decides to relieve the faculty member from all of his/her duties, the faculty member shall be placed on a leave of absence (with or without pay at the discretion of the President) during the pendency of the dismissal for cause proceedings.¹⁵

Following written notification by the Provost to the President, the charging party may initiate dismissal for cause proceedings against a faculty member by filing written charges with the President and Chair of the University Committee on Faculty Tenure (UCFT). The charges must contain: (1) the allegations; (2) the names of the witnesses, insofar as then known, who will testify in support of the allegations; and (3) the nature of the testimony likely to be presented by each of these witnesses.

Once written charges have been filed with the President and Chair of UCFT, a faculty member may not obtain official retiree status from the University during the pendency of the dismissal for cause proceedings. A faculty member who is dismissed for cause at the conclusion of this process is not eligible for official retiree status or emeritus status.¹⁶ The Chair of the UCFT shall promptly send a copy of the written charges to the faculty member.

1. Meetings between the Presiding Officer and the Parties

As soon as practicable following the filing of formal charges, the Chair of the UCFT shall meet

¹⁵ If the Hearing Committee determines there is no cause for dismissal, the faculty member shall receive back pay for the period of time during which the faculty member was on an unpaid leave of absence.

¹⁶ The term “official retiree status” refers to the minimum retirement requirements as listed in the Retiring from the University Policy and the applicable university contribution to retiree health care and dental coverage as listed in the Retiree Benefits Policy, and does not include a faculty member’s 403(b) Base Retirement Program account balance.

portions of sessions that will involve student testimony or testimony that includes personally identifiable student information must be closed. Sessions that will involve non-student witness testimony may also be closed at the discretion of the Chair of the Hearing Committee.

- g. The Chair of the Hearing Committee shall conduct the hearing in accordance with the procedures stipulated in Appendix II.
- h. The charging party or his/her representative shall be present at all sessions of the Hearing Committee at which evidence is presented or arguments are heard, and may (1) present evidence, (2) call, examine, and cross-examine witnesses, and (3) examine all documentary evidence received by the Hearing Committee. The charging party's advisor or legal counsel (if any) may also be present at the request of the charging party.
- i. The faculty member and/or his/her representative may be present at all sessions of the Hearing Committee at which evidence is presented or arguments are heard, and may (1) present evidence, (2) call, examine, and cross-examine witnesses, and (3) examine all documentary evidence received by the Hearing Committee. The faculty member's advisor or legal counsel (if any) may also be present at the request of the faculty member. If the faculty member cannot be present at a hearing session due to circumstances beyond the faculty member's control, the Chair may grant permission for the faculty member to participate through alternate communication methods, reschedule the hearing session, or choose to conduct the hearing session in the absence of the faculty member.
- j. If the faculty member chooses not to be present, the Chair shall conduct the hearing sessions in the absence of the faculty member.
- k. The Provost (or his/her designee) shall be available to the Hearing Committee to provide guidance on policy or procedural questions. In the event that a policy or procedural question is at issue in the dismissal for cause proceedings, the Provost may choose to file a position statement with the Hearing Committee regarding the policy or procedural issue. In those cases, the Provost (or his/her designee) will not serve in an advisory capacity to the Hearing Committee regarding policy or procedural questions.
- l. Except as provided below, only those members of the Hearing Committee who have been present at all sessions in which evidence has been presented or arguments have been heard shall have the right to vote. An exception to this attendance requirement shall be made by the Chair of the Hearing Committee for a member who has missed, for good cause, no more than one session and who has informed the Chair in writing that he/she has read the official transcript of that session. This attendance requirement may also be waived by unanimous consent of both parties.
- m. Within a reasonable time following final arguments (usually not to exceed 14 days), the members of the Hearing Committee will vote to determine whether cause has been established. If they determine that cause has been established, they shall recommend either dismissal or other disciplinary action(s). If a majority of the Hearing Committee

5. The appellee may submit a written response to the appeal. The response must be sent to the Chair of the UCFT and the appellant no later than 15 days after the date the appeal was mailed to the appellee.
6. The Appeal Panel will convene to decide the appeal. The Appeal Panel will usually decide the appeal based on the written materials presented and in the absence of the parties. If necessary, the Appeal Panel may request that both parties present oral argument and/or respond to questions regarding the appeal. The Appeal Panel may impose reasonable limits on the time allotted for oral arguments.
7. The Appeal Panel shall render a decision on the appeal within ten days of receiving all arguments. A decision will be made by a simple majority vote. In rendering a decision, the Appeal Panel may not amend the findings or the recommendations of the Hearing Committee. The Appeal Panel may reach one of the following determinations:
 - i. No violation found. The Hearing Committee did not commit a prejudicial violation of the required procedures during the hearing process.
 - ii. Harmless Error. Although a violation of the procedures occurred, it did not materially harm the appellant's ability to present his/her case fully.
 - iii. Rehearing. The Hearing Committee committed a prejudicial violation of the procedures during the hearing process which can and should be corrected by the original Hearing Committee.
 - iv. Rehearing/New Hearing Committee. The Hearing Committee committed a prejudicial violation of the procedures during the hearing process which has tainted the hearing to an extent that correction by the original Hearing Committee is impossible. A new Hearing Committee must be established to rehear the case.

c. Final Hearing Committee Report.

1. After appeals and rehearings, if any, are concluded, the Hearing Committee's report shall be considered final and shall be sent to the President, the Provost, and the parties.
2. A copy of the complete transcript of the hearing shall be sent to the faculty member.
3. The Chair of the Hearing Committee shall file the complete record of the case with the Office of the Provost. The complete record shall contain: (i) the final Hearing Committee report, (ii) any Appeal Panel decision, (iii) meeting minutes, (iv) the record required by part 11 of Appendix I, and (v) the transcript of the hearing. The complete record shall be held for review in the Provost's Office and shall be available to the President, the Provost, the Board of Trustees, and the parties, for their review,

Where Dismissal is Not Sought²⁰ and the Dismissal of Tenured Faculty for Cause policy.²¹

²⁰ Approved by the Board of Trustees on June 11, 1993.

²¹ Approved by the Board of Trustees on March 16, 1967 and revised on May 5, 2006.

Appendix II

Procedure for the Hearing

The Chair of the Hearing Committee shall be in charge of the hearing.

1. Legal counsel for the Hearing Committee may be present at all hearings and deliberations.
2. Hearing sessions may be scheduled, at the discretion of the Chair, on any weekday; weekends during the hours 8:00 a.m.–10:00 p.m.; or, by unanimous consent of the parties and Hearing Committee members, on University holidays. Reasonable efforts shall be made to accommodate the scheduling requests of the parties and Hearing Committee members.
3. The hearing shall be conducted in an informal manner to the greatest extent possible. Formal rules of evidence do not apply.
4. The Chair of the Hearing Committee may, in his/her discretion, exclude evidence, including witness testimony, if the Chair determines that such evidence is not relevant to the charges at issue.
5. The Chair of the Hearing Committee shall read the charges against the faculty member.
6. The Chair of the Hearing Committee shall request an initial statement summarizing the faculty member's responses, which may be presented by the faculty member or his/her advisor or legal counsel.
7. The charging party (or his/her representative, advisor, or legal counsel) shall present documents/testimony to support the charges. The faculty member and his/her advisor or legal counsel have the right to cross-examine all witnesses. The Hearing Committee will normally withhold questions until the cross-examination of the witness has been completed.
8. The faculty member (or his/her representative, advisor, or legal counsel) shall present documents/testimony to refute the charges. The charging party and his/her legal counsel have the right to cross-examine witnesses. The Hearing Committee will normally withhold questions until the cross-examination of the witness has been completed.
9. After the faculty member's witnesses have completed their testimony, including any cross-examination, the charging party may present rebuttal evidence. Rebuttal evidence shall be limited to new matters introduced in the faculty member's case. Surrebuttal evidence (limited to evidence rebutting the charging party's rebuttal evidence) shall also be allowed.
10. The charging party (or his/her representative, advisor, or legal counsel) shall present his/her closing argument.
11. The faculty member (or his/her representative, advisor, or legal counsel) shall present his/her closing argument.

Attachment A

Board of Trustees Committee Structure 01-01-09

- Committee on Budget and Finance

The committee responsibilities include oversight of the operating and capital budgets of the university, review of policies which have significant financial impact, review of contracts for construction, assurance of debt, management of real estate owned or gifted to the university and any such other matters which the Board finds may have financial or budget implications.

The committee shall review university investment policies, the annual financial statements and other financial data such as credit agency ratings.

The committee shall also review the work of the Chief Investment Officer and support the operations of the Investment Advisory Subcommittee, which is established under these bylaws and operates pursuant to the Policy Stipulations and Supporting Documents of the MSU Board of Trustees.

The committee shall also assist the Board in determining compensation for the President and advise the President regarding appropriate compensation for senior executives. The committee shall coordinate the annual evaluation of the President. The President or the Executive Vice President for Administrative Services may consult with the committee on any matters concerning the administration of the university, including such areas as information technology services, human resources and purchasing and procurement.

The committee will oversee compliance with the Investment Policy.

- Committee on Audit, Risk and Compliance

The committee responsibilities include reviewing the financial reporting processes and audits of financial reporting processes and audits of financial statements, the internal audit program and the review and selection of the independent auditors.

The committee shall provide oversight for university risk management in order to drive accountability across the entire community. The committee may identify threats and risks that need to be subjected to greater scrutiny by appropriate university leaders. The committee will also review reports from the Chief Compliance Officer (CCO) and senior leadership regarding priorities, operation and effectiveness of the university's compliance efforts. The chief compliance officer will report on the effectiveness and compliance by the university representatives and employees with both the Code of Conduct and Code of Ethics.

The committee will review any violations and failures to comply with federal, state and local laws, rules and regulations, as well as institutional policies.

The committee will oversee compliance with the Board of Trustees Conflict of Interest policy.

The Ombudsperson and Dean of Students will report regularly to this committee so there is Board awareness of student concerns and issues. The committee also addresses issues around the relationship of the University to surrounding communities.

Enacted: 7/25/86

Amended: 10/20/06, 6/22/18