



MINUTES
FOR ANNUAL MEETING
OF THE BOARD OF TRUSTEES
OF GRAND VALLEY STATE UNIVERSITY

The third meeting in 2020 of the Board of Trustees of Grand Valley State University was held on the 1st Floor, L. William Seidman Center, on the Robert C. Pew Grand Rapids Campus of Grand Valley State University and via Zoom webinar for the public on Monday, June 22, 2020.

The following members of the Board were present:

Victor M. Cardenas
Randall S. Damstra
Elizabeth C. Emmitt
Susan M. Jandernoa
Mary L. Kramer, Chair
John G. Russell
Megan S. Sall, Vice Chair
Kate Pew Wolters
Philomena V. Mantella, President, Ex Officio

The following Board officers and Executive officers were present:

Jesse M. Bernal, Vice President for Inclusion and Equity &
Executive Associate for Presidential Initiatives
Lynn M. Blue, Vice President for Enrollment Development
Thomas A. Butcher, Vice President and General Counsel
Maria C. Cimitile, Provost and Executive Vice President for Academic and Student Affairs
Matthew E. McLogan, Vice President for University Relations and
Secretary, Board of Trustees
Gregory J. Sanial, Vice President for Finance and Administration and
Treasurer, Board of Trustees
Craig J. Wieschhorster, Assistant Treasurer, Board of Trustees

The following Executive officer was absent:

Karen M. Loth, Vice President for University Development

The meeting was called to order at 11:02 a.m.

I. SECRETARY'S REPORT

20-3-1 (1) Approval of Minutes of Prior Meeting

On motion by Trustee Jandernoa and second by Trustee Cardenas, the following resolution was adopted unanimously:

RESOLVED, that the minutes of the meeting, held April 24, 2020, are approved as distributed.

20-3-2 (2) Motion to Adopt Agenda

On motion by Trustee Wolters and second by Trustee Jandernoa, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees agenda for the June 22, 2020, meeting is approved as distributed.

20-3-3 (3) Board Meeting Dates for 2021

On motion by Trustee Kramer and second by Trustee Cardenas, the following resolution was adopted unanimously:

RESOLVED, that the meeting dates for 2021 for the Board of Trustees be established as follows:

Friday, February 5, 2021
Friday, April 30, 2021
Friday, June 25, 2021
Friday, November 5, 2021

20-3-4 (4) Personnel Actions

On motion by Trustee Cardenas and second by Trustee Wolters, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees approves the personnel actions as reported at this meeting.

II. CHAIR – PRIVILEGE OF THE FLOOR

Note: Two new vice presidents were introduced via Zoom, Vice President for Information Technology and Chief Digital Officer Miloš Topić and Vice President for Enrollment Development Donta Truss. They will start their roles later this summer.

II. CHAIR – PRIVILEGE OF THE FLOOR, cont'd.

20-3-5 (5) Recognition of Lynn McNamara Blue

By acclamation of the Board of Trustees, the following resolution was adopted unanimously:

The Grand Valley State University Board of Trustees today honors Lynn McNamara Blue for her 52 years of exemplary service at Grand Valley State University.

WHEREAS, Lynn McNamara Blue retires this month as the first-ever Vice President for Enrollment Development of Grand Valley State University; and

WHEREAS, Chick – as she is known to all – began her career at Grand Valley in 1968 as an assistant in the Records Office; and

WHEREAS, while employed full time, she earned bachelor's and master's degrees from the university; and

WHEREAS, her remarkable intelligence and creative capacity led her to hold positions of increasing responsibility; and

WHEREAS, Lynn Blue became Registrar, and later added the oversight of Admissions, Financial Aid, and Information Technology to her realm; and

WHEREAS, her elevation to Vice President placed her at the fulcrum of every management discussion, in which her vast institutional knowledge improved the university's decision-making; and

WHEREAS, her special devotion to student success has helped the university to achieve retention and graduation rates that rival the best in higher education; and

WHEREAS, Chick and her family have shared their time and treasure with the university so that those needing financial assistance can complete their studies now and forever; and

WHEREAS, The Blue Connection stands in perpetual recognition of her extraordinary, unprecedented, uninterrupted 52-year career at Grand Valley;

NOW THEREFORE BE IT RESOLVED that the Board of Trustees hereby congratulates Lynn McNamara Blue for all that she has done to create this university of yesterday, today, and tomorrow; and

BE IT FURTHER RESOLVED that on recommendation by President Philomena Mantella, Lynn McNamara Blue be named Vice President Emeritus for Enrollment Development, with all its rights and privileges; and

II. CHAIR – PRIVILEGE OF THE FLOOR, cont'd.

BE IT FURTHER RESOLVED that the Board of Trustees hereby presents this resolution on June 22, 2020, as evidence of the universal respect and admiration in which she is held by this Board, her fellow officers, and the 140,000 alumnae whose graduations she so carefully championed.

III. GENERAL REPORTS

A) Academic and Student Affairs Committee Reports

20-3-6 (6) Revisions to *Board of Trustees Policies*
4.2.5 Regular Faculty Rank

On motion by Trustee Cardenas and second by Trustee Wolters, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees approves the change to Section 4.2.5, Regular Faculty Rank of the *Board of Trustees Policies*, as presented at this meeting.

20-3-7 (7) New Program Proposal
Respiratory Care, B.S

On motion by Trustee Cardenas and second by Trustee Wolters, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees approves the change to Section 3.2.2., Undergraduate Degree Programs of the *Board of Trustees Policies*, to add the Respiratory Care, B.S. program, as presented at this meeting.

20-3-8 (8) New Program Proposal
Applied Statistics, M.S.

On motion by Trustee Cardenas and second by Trustee Wolters, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees approves the change to Section 3.2.3., Graduate Degree Programs of the *Board of Trustees Policies*, to add the Applied Statistics, M.S., program, as presented at this meeting.

20-3-9 (9) Temporary Revisions to *Board of Trustees Policies*
4.2.10 Procedures for Regular Faculty Appointment Renewal, Promotion, Tenure, Periodic Performance Review, and Dismissal for Adequate Cause

On motion by Trustee Cardenas and second by Trustee Wolters, the following resolution was adopted unanimously:

III. GENERAL REPORTS cont'd.

RESOLVED, that the Board of Trustees authorizes, for fall semester 2020 and winter semester 2021, the use of technology for holding remote meetings for purposes of reappointment, tenure, or promotion. Such meetings as called for in *Board of Trustees Policies* 4.2.10 may be conducted synchronously provided there is two-way audio for all participants with a preference of videoconference (two-way audio and video). Such meetings shall be at the call of the chair of the unit personnel committee (if applicable), Unit Head Designate, or chair of the College/Libraries Personnel Committee. Additional guidelines and protocols for such meetings may be issued by the Provost.

20-3-10 (10) Charter Schools Report

Authorization of Michigan Preparatory Virtual School, Statewide Cyber (5 years)

On motion by Trustee Cardenas and second by Trustee Jandernoa, the following resolution was adopted unanimously:

WHEREAS, the Michigan Legislature has provided for the establishment of a School of Excellence that is a Cyber School (“School of Excellence”) as part of the Michigan public school system by enacting Act Nos. 201 through 205 of the Public Acts of 2009; and

WHEREAS, according to this legislation, the Board of Trustees of Grand Valley State University (“University Board”), as the governing body of a state public university, is an authorizing body empowered to issue contracts to organize and operate a School of Excellence; and

WHEREAS, the Michigan Legislature has mandated that a School of Excellence contract be issued on a competitive basis taking into consideration the resources available for the proposed School of Excellence, the population to be served by the proposed School of Excellence, the educational goals to be achieved by the proposed School of Excellence, and the applicant’s track record, if any, in operating public school academies or other public schools; and

WHEREAS, the University Board, having received applications for organizing a School of Excellence, and having examined the ability of the proposed performance standards, proposed academic program, financial viability of the applicant, and the ability of the proposed School of Excellence board of directors to meet the contract goals and objectives;

NOW, THEREFORE, BE IT RESOLVED:

1. That the application for Michigan Preparatory Virtual School (“Academy”), submitted under Part 6e of the Code, MCL 380.551 et seq. (“Part 6e”), meets the University Board’s requirements and the requirements of applicable law and is therefore approved;

III. GENERAL REPORTS cont'd.

2. That the Board of Trustees establishes the method of selection, length of term and number of members of the Academy's Board of Directors as follows:

Method of Selection and Appointment of School of Excellence Board Members:

- a. Initial School of Excellence Board Member Nominations and Appointments: As part of the School of Excellence application, the applicant shall propose to the Director of the University Charter Schools Office ("Director"), the names of proposed individuals to serve on the initial board of directors of the proposed School of Excellence Academy ("Academy Board"). When the Director recommends an initial contract for approval to the Board of Trustees, he/she shall include recommendations for initial Academy Board members. These recommendations may, but are not required to, include individuals proposed by the School of Excellence applicant. To be considered for appointment, the nominees must have completed the required board member candidate application materials, including at least (i) the Academy Board Member Questionnaire prescribed by the University Charter Schools Office; and (ii) the Criminal Background Check Report prescribed by the University Charter Schools Office.
- b. Subsequent School of Excellence Board Member Nominations and Appointments: Except as provided in paragraph (2) below, the Academy Board may nominate individuals for subsequent Academy Board of Director positions. As part of the appointment process, the Academy Board may submit to the Director: (i) the name of the nominee; (ii) the board member candidate application materials identified in paragraph (a) above; and (iii) a copy of the Academy Board nominating resolution. The Director may or may not recommend the proposed nominee submitted by the Academy Board. If the Director does not recommend a nominee submitted by the Academy Board, the Director shall select a nominee and forward that recommendation to the Board of Trustees for appointment. The Board of Trustees shall have the sole and exclusive right to appoint members to the Academy Board.
- c. Exigent Appointments: When the Director determines an "exigent condition" exists which requires him/her to make an appointment to a public school academy's board of directors, the Director, with University President approval, may immediately appoint a person to serve as a public school academy board member for the time specified, but not longer than the next

III. GENERAL REPORTS cont'd.

meeting held by the Board of Trustees when a regular appointment may be made by the Board of Trustees. The Director shall make the appointment in writing and notify the public school academy's board of directors of the appointment. Exigent conditions include, but are not limited to when an Academy Board seat is vacant, when a Academy Board cannot reach a quorum, when the Board of Trustees determines that an Academy Board member's service is no longer required, when an Academy Board member is removed, when an Academy Board fails to fill a vacancy, or other reasons which would prohibit the Academy Board from taking action without such an appointment.

3. Qualifications of Academy Board Members: To be qualified to serve on the Academy Board, a person shall: (a) be a citizen of the United States; (b) reside in the State of Michigan; (c) submit all materials requested by the GVSU Charter Schools Office including, but not limited to, a GVSU Academy Board Member Questionnaire and a release for criminal history background check; (d) not be an employee of the Academy; (e) not be a director, officer, or employee of a company or other entity that contracts with the Academy; and (f) not be an employee or representative of GVSU or be a member of the Board of Trustees.
4. Oath /Acceptance of Office / Voting Rights: Following appointment by the Board of Trustees, Academy Board Appointees may begin their legal duties, including the right to vote, after they have signed an Acceptance of Public Office form and taken the Oath or Affirmation of Public Office administered by a member of the Academy Board, other public official or notary public.
5. Length of Term; Removal: An appointed Academy Board member is an "at will" board member who shall serve at the pleasure of the Board of Trustees for a term of office not to exceed three (3) years. Regardless of the length of term, terms shall end on June 30 of the final year of service, unless shorter due to other provisions of this resolution. A person appointed to serve as an Academy Board member may be reappointed to serve additional terms. When an Academy Board member is appointed to complete the term of service of another Academy Board member, their service ends at the end of the previous Academy Board member's term.

If the Board of Trustees determines that an Academy Board member's service in office is no longer required, then the Board of Trustees may remove an Academy board member with or without cause and shall specify the date when the Academy Board member's service ends. An

III. GENERAL REPORTS cont'd.

Academy Board member may be removed from office by a two-thirds (2/3) vote of the Academy's Board for cause.

6. Resignations: A member of the Academy Board may resign from office by submitting a written resignation or by notifying the Director. The resignation is effective upon receipt by the Director, unless a later date is specified in the resignation. A written notice of resignation is not required. If no such written notification is provided, then the Director shall confirm a resignation in writing. The resignation shall be effective upon the date the Director sends confirmation to the resigning Academy Board member.
7. Vacancy: An Academy Board position shall be considered vacant when an Academy Board member:
 - a. Resigns
 - b. Dies
 - c. Is removed from Office
 - d. Is convicted of a felony
 - e. Ceases to be qualified
 - f. Is incapacitated
8. Filling a Vacancy: The Academy Board may nominate and the Director shall recommend or temporarily appoint persons to fill a vacancy as outlined in the "Subsequent Appointments" and "Exigent Appointments" procedures in this resolution.
9. Number of Academy Board Member Positions: The number of member positions of the Academy Board of Directors shall be five (5), seven (7) or nine (9), as determined from time to time by the Academy Board.
10. Quorum: In order to legally transact business, the Academy Board shall have a quorum physically present at a duly called meeting of the Academy Board. A "quorum" shall be defined as follows:

# of Academy Board positions	# required for Quorum
Five (5)	Three (3)
Seven (7)	Four (4)
Nine (9)	Five (5)

A board member who is absent from a meeting of the board due to military duty may participate in the meeting virtually, and that member's virtual presence will count towards quorum and allow the absent member to participate in and vote on business before the board.

11. Manner of Acting: The Academy Board shall be considered to have "acted," when a duly called meeting of the Academy Board has a

III. GENERAL REPORTS cont'd.

quorum present and the number of board members voting in favor of an action is as follows:

# of Academy Board positions	# for Quorum	# required to act
Five (5)	Three (3)	Three (3)
Seven (7)	Four (4)	Four (4)
Nine (9)	Five (5)	Five (5)

12. Initial Members of the Board of Directors: The Grand Valley State University Board of Trustees appoints the following persons to serve as the initial members of the Academy's Board of Directors for the designated term of office set forth below:

TBD	1 year term expiring June 30, 2021
TBD	2 year term expiring June 30, 2022
Kristin Beltzer	2 year term expiring June 30, 2022
Mark Johnson	3 year term expiring June 30, 2023
Margaret Lancaster	3 year term expiring June 30, 2023

13. Conservator; Appointment by University President: Notwithstanding any other provision of the Contract, in the event that the health, safety, and welfare of the Academy students, property, or funds are at risk, the University President, after consulting with the University Board Chairperson, may appoint a person to serve as the Conservator of the Academy. Upon appointment, the Conservator shall have all powers of a Board of Directors of a Public School Academy and act in the place and stead of the Academy Board. The University President shall appoint the conservator for a definite term, which may be extended in writing. During the appointment, the Academy Board members are suspended and all powers of the Academy Board are suspended. All appointments made under this provision must be presented to the University Board for final determination at its next regularly scheduled meeting. During their appointment, the Conservator shall have the following powers: a) take into his or her possession all Academy property and records, including financial, board, employment, and student records; b) institute and defend board actions by or on behalf of the Academy; c) continue the business of the Academy including entering into contracts, borrowing money, and pledging, mortgaging, or otherwise encumbering the property of the Academy as security for the repayment of the loans, however, the power shall be subject to any provisions and restrictions in any existing credit documents; d) hire, fire, and discipline employees of the Academy; e) settle or compromise with any debtor or creditor of the Academy, including any taxing authority; f) review all outstanding agreements to which the Academy is a party and to take those actions which the Academy Board may have exercised to pay, extend, rescind, renegotiate, or settle such agreements as needed;

III. GENERAL REPORTS cont'd.

and g) perform all acts necessary and appropriate to fulfill the Academy's purposes as set forth under the Code or this Contract.

Appointment of Charter School Board of Directors

On motion by Trustee Cardenas and second by Trustee Jandernoa, the following resolution was adopted unanimously:

RESOLVED, the Board of Trustees appoints the Charter School Board of Directors as presented at this meeting.

B) Finance and Audit Committee Reports

20-3-11 (11) 2020-2021 Auxiliary Operating Budgets

On motion by Trustee Emmitt and second by Trustee Damstra, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees approves the 2020-2021 Auxiliary Operating Budgets as presented at this meeting.

20-3-12 (12) 2020-2021 Tuition and Fee Schedule and Spending Authority

On motion by Trustee Russell and second by Trustee Damstra, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees approves the 2020-2021 Tuition and Fee Schedule as presented at this meeting.

FURTHER RESOLVED, that the Board authorizes the Administration to spend no more than 90 percent of the approved 2019-2020 General Fund budget at proportionate levels consistent with previous approved budget activity, excluding General Fund financial aid, which may exceed 2019-2020 budgeted levels, and without faculty and staff pay raises. The Administration shall develop a 2020-2021 University General Fund budget that reflects actual fall enrollment levels and the state appropriation once both are known.

BE IT FURTHER RESOLVED, that the Board approves the temporary spending authority for Year 2020-2021 using this Tuition and Fee Schedule until the Fiscal Year 2020-2021 budget is adopted at a subsequent Board of Trustees meeting.

20-3-13 (13) Modifications to Bank Signature Authority

On motion by Trustee Russell and second by Trustee Jandernoa, the following resolution was adopted unanimously:

III. GENERAL REPORTS cont'd.

RESOLVED, that the Board of Trustees grants Karen Mushong – Controller, authority to initiate or approve banking and investment transactions to or from university accounts.

C) Other Reports

20-3-14 (14) Development Division Report

On motion by Trustee Damstra and second by Trustee Russell, the following resolution was adopted unanimously:

RESOLVED, that the Board of Trustees gratefully accepts cash gifts of \$7,560,563.20 to the University presented at this meeting for January 1, 2020, through May 31, 2020.

20-3-15 (15) President's Report

President Mantella expressed Grand Valley's commitment to lead across the span of three enormous challenges. The first, fight against COVID and plan for a safe return to an in-person experience for fall 2020. She emphasized a communication plan that calls for personal responsibility – "Lakers caring for Lakers." Secondly, Grand Valley will pursue full inclusion and racial justice both within the university and the local community. President Mantella highlighted Grand Valley's plan to advance this work which includes 15 concrete components surrounding education, curriculum, safety, universal training, enrollment, student experience and contribution to our community. Lastly, Grand Valley will build on the economic structures to ease the current financial pain that our students and families are facing.

IV. CHAIR – PRIVILEGE OF THE FLOOR

20-3-16 (16) Report from the Nominating Committee

20-3-17 (17) Election of Board Chair

On motion by Trustee Russell and second by Trustee Wolters, the following resolution was adopted unanimously:

RESOLVED, that from its membership, the Board of Trustees elects Megan S. Sall its Chair to serve from 12:01 a.m. on June 23, 2020, until the next annual meeting or until a successor shall have been elected.

20-3-18 (18) Election of Board Vice Chair

On motion by Trustee Russell and second by Trustee Wolters, the following resolution was adopted unanimously:

IV. CHAIR – PRIVILEGE OF THE FLOOR cont'd.

RESOLVED, that from its membership, the Board of Trustees elects Susan M. Jandernoa its Vice Chair to serve from 12:01 a.m. on June 23, 2020, until the next annual meeting or until a successor shall have been elected.

20-3-19 (19) Election of Other Board Officers

On motion by Trustee Russell and second by Trustee Wolters, the following resolution was adopted unanimously:

RESOLVED, that from persons on the University staff, the Board of Trustees elects the following to the respective offices set after their names, each of whom shall serve from 12:01 a.m. on June 23, 2020, until the next annual meeting or until a successor shall have been elected and qualified; subject, however, to removal at any time during the election term by action of the Board of Trustees:

Matthew E. McLogan, Secretary
 Gregory J. Sanial, Treasurer
 Craig J. Wieschhorster, Assistant Treasurer

20-3-20 (20) Recognition of Mary L. Kramer

By acclamation of the Board of Trustees, the following resolution was adopted unanimously:

The Grand Valley State University Board of Trustees today honors Mary L. Kramer for her two years of service as chair of the Board of Trustees at Grand Valley State University.

WHEREAS, Mary Kramer, Class of 1979, today completed two years as chair of the Board of Trustees of Grand Valley State University; and

WHEREAS, she became only the second alumna in history to be elected as Board Chair; and

WHEREAS, she presided with skill and judgment during a critical time in the university's history, as the fourth presidency was concluding and the search for the successor was underway; and

WHEREAS, the choice of Philomena V. Mantella as the fifth president was ratified and transition begun under her careful eye; and

WHEREAS, the successful arrival and Investiture of the new president reflected oversight and careful planning by the chair; and

WHEREAS, the Covid19 Pandemic disrupted higher education with little warning while support from the Board and its chair resulted in the successful

IV. CHAIR – PRIVILEGE OF THE FLOOR cont'd.

migration of 24,000 student from face to face learning to distance learning in just four days; and

WHEREAS, Mary Kramer will continue her service to the university as a member of the Board of Trustees;

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees hereby commends Mary Kramer for her outstanding stewardship; and

BE IT FURTHER RESOLVED that this resolution, adopted unanimously on June 22, 2020, be presented to her as evidence of our appreciation and the esteem in which she is held by her colleague Trustees, the faculty, staff, and students of Grand Valley State University.

20-3-21 (21) Motion to Adjourn

RESOLVED, on motion by Trustee Kramer and second by Trustee Sall, the meeting was adjourned at 12:00 p.m.

Megan S. Sall, Chair
Board of Trustees

Matthew E. McLogan, Secretary
Board of Trustees