



# WRIGHT STATE UNIVERSITY

## *BOARD OF TRUSTEES*

### OFFICIAL PROCEEDINGS OF THE FINANCE, AUDIT, GOVERNANCE, AND COMPLIANCE COMMITTEE Thursday, September 15, 2022

Endeavour Room, Student Union 156

#### MINUTES

**Present:** Chair Fecher, Vice Chair Peters, B. Ferris, B. Langos, A. Platt, B. Whiteside,  
C. Jenkins

**Guests:** President Edwards, Provost Thompson, G. Sample, B. Kawosa, S. Todd,  
D. Borowy

**Absent:**

#### I. CALL TO ORDER

Chair Fecher called to order the September 15, 2022 meeting at 3:35 p.m.

##### A. Roll Call

Chair Fecher asked the secretary, Daniel Palmer, to call the roll. A quorum was present. Chair Fecher read the Chair's Statement and the Conflict of Interest Statement.

##### **Chair's Statement:**

The Wright State University Board of Trustees is a public body subject to the Ohio Open Meetings Act. It operates on a fixed agenda available to those attending the meeting. Persons wishing to address the Board in its public session should submit a written request to the Board of Trustees' office 72 hours in advance of the meeting in order to be placed on the agenda. However, all persons address the Board at the invitation of the Board and are subject to time limitations and other guidelines established to maintain the good order of the meeting.

##### **Conflict of Interest Statement**

It is of utmost importance to ensure that all university decisions are free from any real or

perceived conflicts of interest.

Therefore, please be mindful of all obligations with which you have been charged as a Trustee of Wright State University, and take the steps you deem appropriate to perform your duties fairly and impartially.

## **II. EXECUTIVE SESSION**

Chair Fecher requested the Board enter Executive Session pursuant to Revised Code Section 121.22.

Secretary Palmer read the resolution.

### **EXECUTIVE SESSION**

#### **RESOLUTION 23-09**

*RESOLVED that the Wright State University Board of Trustees agreed to hold an Executive Session on September 15, 2022; and be it further*

*RESOLVED that pursuant to the Ohio Revised Code 121.22 (G), the following issues may be discussed in Executive Session:*

- *To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official pursuant to Revised Code Section 121.22(G)(1); and*
- *To consider the purchase of property for public purposes, the sale of property at competitive bidding, or the sale or other disposition of unneeded, obsolete, or unfit-for-use property pursuant to Revised Code Section 121.22(G)(2); and*
- *Conference with an attorney for the Board regarding disputes with the Board that are subject of pending or imminent litigation pursuant to Revised Code Section 121.22(G)(3); and*
- *Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment pursuant to Revised Code Section 121.22(G)(4); and*
- *Matters Required to be Kept Confidential Pursuant to Federal Law or State Statute pursuant to Revised Code Section 121.22(G)(5).*

Trustee Ferris offered the motion and Trustee Langos seconded the motion.

A roll call vote was conducted and passed unanimously (6,0,0)

## **III. RECONVENE**

### **A. Roll Called**

At 4:37 p.m. Chair Fecher asked for roll call to reconvene the meeting. A quorum is present.

## **B. Disposition of Previous Minutes**

Trustee Langos moved to approve the minutes and Trustee Platt seconded. Chair Fecher asked for any additions, corrections, deletions, or discussion to the minutes as submitted. Because of a remote trustee all votes will be roll call votes.

The minutes were approved unanimously with Trustees Peters and Ferris abstaining (4,0,0)

## **C. Remarks from the Committee Chair**

Chair Fecher shared that due to a busy agenda, he would move into the business at hand.

## **IV. REPORTS ON UNIVERSITY OPERATIONS**

### **A. Remarks from the Chief Operating Officer**

Mr. Sample shared there will be a reopening of the tunnel that serves Hamilton Hall which will allow students to have direct access to academic buildings. He also noted the replacement of pavers from outside of Student Union will continue to replace pavers across the campus to make the campus more accessibility friendly.

Lastly, Mr. Sample updated that parking has changed to put students first. Beginning this fall, there is no longer Faculty/Staff designated parking, opening up thousands of spaces for students.

### **B. Finance and Investment Reports**

Sommer Todd, Don Borowy, and Burhan Kawosa walked the committee through the finance and investment reports. (Reports on the Board Website)

## **V. CONTRACTS AND EXPENDITURES**

### **A. Contracts Requiring Committee Notification**

Matt Grushon walked the committee through the proposed contracts and expenditures from July 1, 2022 to September 1, 2022.

### **B. Contracts Requiring Committee Action**

Chair Fecher asked if there were any questions for the contracts. He then asked Secretary Palmer to read the resolution.

## **APPROVAL OF EXPENDITURES**

### **RESOLUTION 23-05**

*WHEREAS, in order for the university to conduct business on an on-going basis, and provide products and services in a timely manner, purchases must be made; and*

*WHEREAS, these expenditures may amount to greater than \$250,000 and less than \$500,000, requiring committee approval, or may exceed \$500,000, requiring Board of Trustees approval; therefore, be it*

*RESOLVED that authorization is granted for the accompanying contracts greater than \$250,000 before the Finance, Audit, Governance, and Compliance Committee; and be it*

*RESOLVED that authorization is granted for the accompanying contracts exceeding \$500,000 before the Board of Trustees.*

Vice Chair Peters moved to approve and Trustee Langos seconded.

A roll call vote was conducted and passed unanimously (6,0,0)

## **VI. NEW BUSINESS**

Mr. Sample indicated there were three items under New Business.

Mr. Sample noted that Wright State would be the academic partner at the Northwest Health and Wellness Campus at the former Good Samaritan site.

Next, Greg announced a lease of University space to Auditor of State's Western Ohio Regional Office. He stated the auditor would occupy approximately 3,000 square feet of existing office space in the Medical Sciences Building.

Lastly, Mr. Sample stated the University was approached by a company to develop real property along Colonel Glenn Highway. He further stated this would be a ground lease not a sale of property.

Mr. Sample presents the Approval of Lease with the YMCA of Greater Dayton

Chair Fecher asked if there were any questions.

Secretary Palmer read the resolution.

### **APPROVAL OF LEASE WITH THE YMCA OF GREATER DAYTON**

#### **RESOLUTION 23-07**

*WHEREAS, the YMCA of Greater Dayton (YMCA) is working with Premier Health (Premier) on re-developing the former Good Samaritan Hospital site; and*

*WHEREAS, the YMCA will be constructing a new YMCA building on the site, known as the Northwest Dayton Health and Wellness Campus; and*

*WHEREAS, The YMCA and Premier desire Wright State University to be the educational partner of the YMCA of Greater Dayton at the Northwest Dayton Health and Wellness Campus; and*

*WHEREAS, Wright State University will have dedicated academic and classroom space at the Northwest Dayton Health and Wellness Campus; and*

*WHEREAS, the YMCA and Wright State University have drafted an agreement for the lease of space at the Northwest Dayton Health and Wellness Campus; and*

*WHEREAS, the Board has determined that the terms of the lease are reasonable and in the University's best interest; therefore, be it*

*RESOLVED that the Board of Trustees authorizes the President, or her designee, to execute the proposed lease with the YMCA of Greater Dayton, on behalf of the University, for an initial term of ten years effective upon completion of building construction; and be it further*

*RESOLVED that the President, or her designee, is authorized and directed to take and perform all lawful actions she reasonably determines are appropriate to effectuate the Board's directives herein.*

Vice Chair Peters moved to approve and Trustee Platt Seconded.  
A roll call vote was conducted and passed unanimously (6,0,0).

Secretary Palmer read the next resolution.

## **APPROVAL OF LEASE WITH THE AUDITOR OF STATE**

### **RESOLUTION 23-06**

*WHEREAS, the regional office of the Auditor of State is in search of office space in the Dayton area; and*

*WHEREAS, Wright State University has existing office space, not needed for the University's strategic plans, on the Dayton campus which will meet the needs of the regional office of the Auditor of State; and*

*WHEREAS, having the regional office of the Auditor of State on campus provides unique, experiential opportunities for Wright State students; and*

*WHEREAS, the Auditor of State desires to lease space from the University and, in return, has agreed to pay rent and provide Wright State students internship opportunities within the office; and*

*WHEREAS, the Board has reviewed the terms of the proposed lease and determined that its terms are reasonable and in the best interests of the University; therefore, be it*

*RESOLVED that the Board of Trustees authorizes the President, or her designee, to enter into, on behalf of the University, a lease with the Auditor of State; and further*

*RESOLVED that the President, or her designee, is authorized and directed to take and perform all lawful actions she reasonably determines are appropriate to effectuate the Board's directives herein.*

Trustee Langos moved to approve and Vice Chair Peters seconded. A roll call vote was conducted and passed unanimously (6,0,0).

Secretary Palmer read the final resolution.

## **APPROVAL OF DEVELOPMENT OF CAMPUS PROPERTY**

### **RESOLUTION 23-08**

*WHEREAS, Wright State University owns undeveloped property along Colonel Glenn Highway; and*

*WHEREAS, the University has prioritized the offering of services and amenities aimed to enhance the overall Wright State experience; and*

*WHEREAS, the University has been approached with commercial development opportunities at the site; and*

*WHEREAS, certain aspects of the proposed development are potentially time sensitive; therefore, be it*

*RESOLVED that the Board of Trustees authorizes the President, or her designee, to negotiate a lease agreement, with commercially reasonable terms, which supports the development of property along Colonel Glenn Highway which will enhance services and amenities available to Wright State; and be it further*

*RESOLVED that once negotiated, the lease agreement will be presented to the Chair of the Board of Trustees and the Chair of the Finance, Audit, Governance, and Compliance Committee for review; and be it further*

*RESOLVED that the President, or her designee, is authorized and directed to enter into the lease agreement on behalf of the University, without further action by the Board, unless either Chair objects; and be it further*

*RESOLVED that the President, or her designee, is authorized and directed to take and perform all lawful actions she reasonably determines are appropriate to effectuate the Board's directives herein.*

Vice Chair Peters moved to approve and Trustee Ferris seconded. A roll call vote was conducted and was unanimously approved (6,0,0).

## **VII. ADJOURNMENT**

With no further business, Trustee Fecher moved to adjourn and Vice Chair Peters seconded. The meeting adjourned at 5:35 p.m.