

MARCH MEETING, 2018

*The University of Michigan
Ann Arbor
March 29, 2018*

The regents met at 3:00 p.m. in the Anderson Room, Michigan Union. Present were President Schlissel and Regents Bernstein, Newman, Richner, Weiser and White. Also present were Chancellor Borrego, Vice President Churchill, Vice President Harper, Executive Vice President Hegarty, Vice President Hu, Chancellor Little, Vice President Lynch, Vice President May, Vice President Michels, Provost Philbert, Interim Vice President Rosenberg, Executive Vice President Runge and Vice President Wilbanks. Regents Behm, Ilitch and Ryder Diggs participated by conference call.

Call to Order and President's Opening Remarks

President Schlissel brought forward a supplemental item to honor Richard and Susan Rogel, who have made the largest gift in the history of Michigan Medicine. He said, "Their transformational \$150 million gift will enable our cancer center to draw on its collaborative research culture to produce lifesaving innovations in the diagnosis and treatment of cancer. It will help us attract and support outstanding cancer researchers from around the world, including the most promising fellows and trainees, further advancing the University of Michigan as a premier center fostering the development of new leaders in cancer research and care. The gift will also provide scholarships to enable medical students and other pre-doctoral trainees to gain the knowledge and develop the skills they need to make lasting contributions to the health of individuals and communities. Rich and Susan Rogel are amazing supporters and volunteers for the University of Michigan. Their energy and commitment to our mission are truly

inspirational, and their generosity is allowing us to seek greatness as a university.” To honor their years of giving and service, the regents will be asked to approve naming the Rogel Cancer Center. President Schlissel thanked Rich and Susan for their friendship, and their wonderful support of the University and students.

President Schlissel announced the four honorary degrees recipients for Spring Commencement. Jeanne Craig Sinkford championed the expansion of the research and community service components of dental education in our nation. She is a professor and dean emerita of Howard University’s College of Dentistry and a senior scholar-in-residence at the American Dental Education Association. Penny Stamps, UM alumna, advanced the understanding of the important role of art and design in our society through her efforts as a design professional, community leader, volunteer and philanthropist. David Walt is a Detroit native, UM alumnus, and pioneering scientist in genetic and proteomic analysis. His lab developed methods that use microwell arrays and microbeads with linked DNA sequences to perform high throughput genetic analyses. Thousands of researchers worldwide now use the platform commercialized by Illumina, a firm he founded, to improve food production, animal breeding, and human health, including determining genetic causes of diabetes and a variety of cancers. Dr. Walt will address graduates at our Rackham Graduate Exercises next month. Finally, we will honor Charles Woodson, Heisman Trophy winner who led the Wolverines to a National Championship in football in 1997 and won the Super Bowl with the Green Bay Packers. He started a charitable foundation that provides scholarships to promising Michigan students and created a need-based scholarship in the School of Kinesiology. He will deliver the Spring Commencement address.

President Schlissel reported that Diverse Issues in Higher Education has honored President Emeritus James J. Duderstadt with its 2018 Dr. John Hope Franklin Award. The award was created to pay tribute to Dr. Franklin, the historian, writer, educator and humanitarian who made significant contributions to shaping the perspective of American history in the 20th century.

President Schlissel said that Vice President for Development Jerry May has announced his plans to retire when the Victors for Michigan campaign ends in December, concluding 29 years of service. He said, “Jerry has a very special ability to help potential donors identify areas of the UM where they can use their philanthropy to accomplish personally meaningful goals. We can see the results all across our three campuses, in student support, facilities, programs, patient care, and research breakthroughs. On a personal note, Jerry introduced me, as a first-time president, to development at the highest professional level. We will have opportunities in the coming months to thank Jerry, say farewell and celebrate his service. I know that he is as driven as ever to ensure that our remarkable Victors for Michigan campaign has a strong finish. He and I will also collaborate to ensure a smooth transition. We will have more to share in the coming months about the process to identify new leadership as we complete the campaign.”

President Schlissel congratulated student athletes, coaches and Athletic Department staff on their accomplishments in competition and in the classroom. Seventy-seven UM student athletes were named Academic All-Big Ten for winter term. The women’s gymnastics team won its fifth consecutive Big Ten championship, and 24th overall. The ice hockey team advanced to the Frozen Four for the first time since

2011, and the men's basketball, led by Coach Beilein, earned their first Final Four berth since 2013.

President Schlissel noted that this is the final meeting of the semester. He wished students at all three campuses the best of luck on their final exams and projects and a safe and enjoyable summer break. The meeting in May will be on the UM-Dearborn campus.

President Schlissel requested that the Board of Regents consider two very important items brought forward by members of the University of Michigan community. He said, "Two separate requests ask us to reconsider the names of Alexander Winchell House in the West Quadrangle Residence Hall and the Clarence Cook Little Science Building at 1100 North University Avenue, both under a process and set of principles enacted in 2017. Our goal with this process is to ensure that a thorough, scholarly examination is done when appropriate, and that the principles we use take into consideration the many factors that guide building naming at our University." The President's Advisory Committee on University History, led by committee chair, Terry McDonald, director of our Bentley Historical Library, did outstanding work in making the recommendations.

President Schlissel said, "I accepted the committee's recommendations, and I fully support their conclusions. Under our review principles, those who wish to change formally designated names of spaces or buildings carry a heavy burden to justify removal of a name, and that this should be a rare event. I believe that burden has been met for these two instances. My view regarding Winchell is that his work, even at the time of publication, was racist and antithetical to UM's values and aspirations. He

wrote a book that continues to be used in support of white supremacy. His name does not merit, nor does it belong, on one of our houses in a University of Michigan residence hall. Former UM President C.C. Little used his academic credentials to promote eugenics and tobacco smoking during his career. While serving as University president, he campaigned for eugenic measures, including restrictions on immigration and the promotion of sterilization of those he deemed ‘unfit.’ He later worked on behalf of the tobacco industry to discredit science that demonstrated links between cigarette smoking and cancer. Little ignored scientific principles to the harm of millions of people. I also support the request to remove his name from a building where we teach science.”

President Schlissel invited Terry McDonald to present the committee findings.

Director McDonald said, “In 1991, the University Committee on History and Traditions was founded by President James J. Duderstadt. In 2016, President Schlissel asked us to consider whether and how questions about the appropriateness of named spaces on the campus might be discussed and in response we developed a set of principles that were promulgated in January 2017. We are a group of historically-oriented scholars who work in a variety of disciplines across the campus. We believe first and foremost that we are all wedded to the University’s past with all that is uplifting and troubling within it and we must understand and remember it. But we believe equally, second, that historical memory and historical commemoration are not the same thing. Changing the name of a space does not change or erase our history; it revises a previous decision to commemorate something in that history.

“The named spaces before you today -- Winchell House in West Quad named in 1939 and the C.C. Little Science Building named in 1968 -- have been discussed in various settings on campus from time to time since 2007. It is not surprising that they were the first to be raised once a formal policy path was opened for these discussions.

“As our review of the work of Professor Alexander Winchell began we were surprised to learn that his work is prominently displayed today on ‘alt right’ and racist web sites. Our further investigations revealed that his 1880 book, *Preadamites, or a Demonstration of the Existence of Men before Adam* became a foundational text in the literature of white supremacy in America. In a mistaken attempt to reconcile science and scripture Winchell essentially deployed racist stereotypes and outmoded science to argue that the structurally and irredeemably inferior nature of Africans and African-Americans proved that they did not stem from the lineage of Adam and Eve. His work was recognized as a failure in his own time by both scientists and theologians who criticized his fixed racial categories and reliance on outdated, non-Darwinian science that had been used to justify slavery. Because Alexander Winchell’s work was out of step with both the trajectory of science and the University’s aspirations toward openness in those days we see no reason for his commemoration in a dormitory space in which we ask students to build and benefit from the diverse communities present there.

“Former University President Clarence Cook Little held the briefest presidency in the history of the University, from 1925 through the summer of 1929. His resignation from the Presidency was a face-saving tactic offered by a Board of Regents that felt he was alienating significant stakeholders in the University. A significant issue in those days was Little’s failure to distinguish his role as university president from his

leadership in a variety of other organizations, including the American Eugenics Society in which he served variously as a founder, board member, and president from 1922 to 1935. The stated mission of this group was to prevent 'race suicide' by campaigning for a purer national stock. Its major political causes were immigration restriction, provisions for the sterilization of the 'unfit', and prevention of inter-racial marriage. Its major political tactic was reiteration of scientifically racist racial categories and the claim that these and various policy actions were justified by science. The success of these campaigns by this organization and others resulted in millions of immigrants turned away and thousands of the supposedly 'unfit' sterilized. But as mainstream scientists began to point out during the period when Little played a leadership role in this organization and at the University, there was no scientific foundation for the view that 'race mixing' degraded the national stock and even less for the determination of who was 'unfit' enough to be sterilized.

“His demonstrated failure to attend to a serious scientific consensus was also apparent at the time his name was placed on what had formerly been known as the East Medical Building in 1968. From 1955 until his death in 1971 Little was the chief scientific officer of the Tobacco Industry Research Council, an organization managed and funded by the tobacco companies and their advertising agencies to deny the connection between smoking and cancer that had been demonstrated in the report of the American Surgeon General in 1964. Little and his group provided false reassurance to those taking up smoking in the years of this work and undoubtedly produced health damage or death in many.

“Because C.C. Little also had a scientific career of some distinction, we – and others – have been puzzled by the indisputable fact that he twice offered his scientific credibility to movements and organizations whose thrusts and goals were deeply at odds with the practice, findings and ethical conduct of modern science. But because he did this we find it unacceptable that his name is now on a building dedicated to science.

“We believe that these troubling cases require action today. But we have also learned over the past year of our Bicentennial that there are many stories of individuals in our university community whose path-breaking intellectual work and social and political heroism are models to emulate. We look forward to the decision to commemorate such individuals as we move ahead.”

Vice President Churchill called for public comments on these two agenda items. The regents heard comments from: Kevin Sweitzer, student, on the Winchell House renaming; Joshua Hasler, students, on C.C. Little Science Building renaming; and Martin Pernick, faculty, on the CC Little Science Building renaming.

A motion to approve rescinding and removing the name of the Alexander Winchell House was made by Regent Newman, seconded by Regent Bernstein, and was followed by discussion.

Regent Newman said, “Changing historical names should be difficult. Doing the right thing though shouldn’t be difficult. I commend Thurnau Professor and former LSA dean and history professor Terry McDonald and his committee for their thorough review of history and agree with their findings. I will vote in favor of removing both names and am proud to do so. In discussing this matter with some students on campus, they asked me what the new name for the bus stop would be on central campus, which

is commonly referred to as the C.C. Little bus stop. While I commend the name change of the building I do think it's important that we also change the name or change the student vernacular in response to the bus stop, so that the name is formally removed from our campus."

Regent Weiser said, "I want to complement the petitioners for taking the initiative to bring this forward in front of the president and, ultimately, in front of the committee. I certainly think my vote is influenced by the work of the committee, which I thought was extraordinary. As Regent Newman said, I think it's important that we consider these things carefully and make sure they are done in a proper way, and that the appropriate outcome is reached, and that no contractual violations occur."

Regent Richner said, "It is difficult to go back 40-50 years and put ourselves in the shoes of a Board of Regents who made the initial decision on bestowing building names and determining whether the naming was appropriate at the time, and how the decisions were made. I think when we are entertaining these decisions we should be careful to give deference to the board at the time. In the case of C.C. Little, it was the Board of Regents in 1968, 40 years after C.C. Little served a short stint as president. The board who knew him best in the 1920's sent Little on his way without bestowing such fanfare or honor. It is that board that I think deserves our deference and I will support the motion for renaming that building as well."

President Schlissel called for a vote, and the regents unanimously authorized the rescindment and removal of the name of Alexander Winchell House as soon as is practicable.

On a motion by Regent White, seconded by Regent Newman, the regents unanimously authorized the rescindment and removal of the name of the Clarence Cook Little Science Building as soon as is practicable.

Committee Report

Regent White reported that the Finance, Audit and Investment Committee met with Kevin Hegarty, chief financial officer, Nancy Hobbs, associate vice president for finance, Cheryl Soper, university controller, Debora Talley, director of sponsored programs, Jeffrey Moelich, executive director of university audits, and representatives from PricewaterhouseCoopers. They reviewed the FY 17 uniform guidance audit, assessed the FY 18 external audit plan and fees, and recommend the selection of PWC as university auditors for FY 2018-2020.

Conflicts of Interest

On a motion by Regent White, seconded by Regent Newman, the regents approved the conflict of interest agenda item 10 (ArborMetrix), that falls under the State of Michigan Conflict of Interest Statute, with Regent Richner recusing himself from the vote.

Authorization for the University to extend an agreement with ArborMetrix

An agreement with ArborMetrix was approved.

1. The parties to the contract are the Regents of the University of Michigan and its Department of Surgery and ArborMetrix.
2. The agreement will include the optional participation of non-state of Michigan hospitals at an annual fee of \$3,000 per participating hospital. The University will pay ArborMetrix directly, while Blue Cross Blue Shield of Michigan will reimburse the University for these fees. ArborMetrix will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services standard templates for other similar contracts entered into by the Regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Dr. Justin Dimick is co-found and part owner of ArborMetrix.

On a motion by Regent White, seconded by Regent Newman, the regents unanimously approved the following conflict of interest items that fall under the State of Michigan Conflict of Interest Statute. The following information is provided in compliance with statutory requirements:

Authorization for the University to transact with Ann Arbor Symphony Orchestra, Inc.

An agreement with Ann Arbor Symphony Orchestra, Inc. was approved.

1. The parties to the contract are the Regents of the University of Michigan, its School of Music, Theatre & Dance and the Ann Arbor Symphony Orchestra, Inc.
2. The agreement for the concert piano concerti that will also include the cost of hiring a violinist will total \$22,884. Ann Arbor Symphony Orchestra, Inc. will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Geoffrey Barnes is first vice president of the Board of Directors of Ann Arbor Symphony Orchestra, Inc.

Authorization for the University to transact with Arbor Biosciences

An agreement with Arbor Biosciences was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Natural Sciences, UM-Dearborn and Arbor Biosciences.
2. The agreement is for a one-time purchase of a quantity of one myBaits-1 48 Rxn, which consists of customized bait probes at a cost of \$6,010. Arbor Biosciences will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Erdogan Gulari is a partner of Arbor Biosciences.

Authorization for the University to enter into an agreement with Guideline Consulting

An agreement with Guideline Consulting was approved.

1. The parties to the contract are the Regents of the University of Michigan, its College of Literature, Science, and the Arts and Guideline Consulting.
2. The agreement is for leadership coaching and strategic consulting services and the contract amount for the project is \$20,000. Guideline Consulting will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions were tailored to meet the particular needs of this contract and have been approved by Procurement Services after advice from the

Office of General Counsel.

3. The pecuniary interest arises from the fact that University of Michigan employee Griffin Reames is owner of Guideline Consulting.

Authorization for the University to transact with Jim Toy Community Center

An agreement with Jim Toy Community Center was approved.

1. The parties to the contract are the Regents of the University of Michigan, its School of Social Work and the Jim Toy Community Center.
2. The agreement is to conduct a presentation on issues of intersectionality and TBLGQ (Transgender Bisexual Lesbian Gay Queer and Questioning) history for a total cost of \$50. The Jim Toy Community Center will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employees Elizabeth Zollweg and Travis Radina are vice chair and president, respectively, of the Board of Directors of the Jim Toy Community Center.

Authorization for the University to transact with John U. Bacon, LLC

An agreement with John U. Bacon, LLC was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Institute of Continuing Legal Education and John U. Bacon, LLC.
2. The agreement is for a presentation on intellectual property issues at the Intellectual Property Law's spring seminar luncheon. The total cost of the speaking engagement is \$5,000. John U. Bacon, LLC will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee John Bacon is the owner of John U. Bacon, LLC.

Authorization for the University of Michigan to Enter into Lease Agreements with Venture Accelerator Firms Located at the North Campus Research Complex

An agreement to enter lease agreements with Endectra LLC, GreenMark Biomedical Inc. and iReprogram LLC at the North Campus Research Complex was approved.

1. The parties to the contract are the Regents of the University of Michigan, Endectra LLC, GreenMark Biomedica Inc. and iReprogram LLC.
2. The service to be provided is the lease of space in the North Campus Research Complex Venture Accelerator located at 1600 Huron Parkway, Ann Arbor, Michigan with access to common area space within the building. The lease durations, including all options for renewal, are outlined in the spreadsheet. The leases will use the standard University of Michigan Venture Accelerator lease template. The tenant companies will pay the rates as stipulated in the attached spreadsheet for the current term and option years as indicated. The tenant companies will be responsible for

providing monthly updates concerning their business progress to the University of Michigan's Office of Technology Transfer and will have access to Office of Technology Transfer personnel for advice concerning obtaining technology assessment, business consulting, technical assistance, capital raising or other business services.

3. The pecuniary interest arises from the fact that University of Michigan employees Roy Clarke, Nicholas Cucinelli, Norman Rapino, Joerg Lahann and Lindsey Muir are owners and/or officers of the tenant companies.

Research Agreement between the University of Michigan and Eli Lilly and Company

A research agreement with Eli Lilly and Company to amend a research agreement entitled, "A Phase 1 Study of LY3039478 in Patients with Advanced or Metastatic Cancer" (ORSP #13-PAF006714) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and Eli Lilly and Company.
2. The terms of the amendment conform to University policy. The period of performance for the project is extended to September 20, 2018. The amount of funding support will be increased by \$3,408 and will not exceed \$316,192. Since research projects are often amended, this agreement includes provisions for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee Dr. Marschall Runge is a paid member of the Board of Directors of Eli Lilly and Company.

Research Agreement between the University of Michigan and Eli Lilly and Company

A research agreement with Eli Lilly and Company to amend a research agreement previously approved by the regents on July 21, 2016 to include the proposal entitled, "CTSU Lily 16T-MC-AMAC in UC Amendment 2" (ORSP #18-PAF05080) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and Eli Lilly and Company.
2. The terms of the amendment conform to University policy. The period of performance for the project is extended to June 30, 2020. The amount of additional funding support will be increased by \$33,188 and will not exceed \$469,678. Since research projects are often amended, this agreement includes provisions for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee Dr. Marschall Runge is a paid member of the Board of Directors of Eli Lilly and Company.

Research Agreement between the University of Michigan and The Hope Foundation

A research agreement with The Hope Foundation to fund a project entitled, “BIOmaker driven immune CHECKpoint inhibitor therapy in metastatic breast cancer (BIO-CHECK)” (ORSP #18-PAF05515) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and The Hope Foundation.
2. The terms of the agreement conform to University policy. The period of performance for the project is approximately two (2) years. The amount of funding support will not exceed \$100,000. Since research projects are often amended, this agreement includes a provision for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee James Rae is secretary of the Board of Directors of The Hope Foundation.

Extension of Master Agreement between the University of Michigan and Innovative Biotherapies, Inc.

An extension to a master agreement with Innovative Biotherapies, Inc. to continue to support research projects at the University and desires to use facilities of the University for projects related to research and development of technologies was approved.

1. The parties to the contract are the Regents of the University of Michigan and Innovative Biotherapies, Inc.
2. The University will continue to use standard procedures for performance of projects as well as provisions implementing University and federal policies related to intellectual property and publications. The University will extend the agreement with Innovative Biotherapies, Inc. until December 31, 2022, with a total authorization increased amount not to exceed \$3,000,000. The University will continue to use standard sponsored project accounting procedures to determine the cost of each project under the agreement. Budgets will be reviewed and approved by authorized representatives of the applicable department(s) and school(s)/college(s) where projects will be performed. The extended agreement will allow the University and Innovative Biotherapies, Inc. to continue to specify projects that the University will conduct under the terms of the agreement. Since sponsored projects are often amended, the agreement will include provisions for changes in the time and scope of each supported project. University procedures for approval of each project will be followed and additional conflict of interest review will be done on a project-by-project basis.
3. The pecuniary interest arises from the fact that University of Michigan employee Dr. H. David Humes is part owner, director and officer of Innovative Biotherapies, Inc.

Research Agreement between the University of Michigan and International Pelvic Pain Society

A research agreement with International Pelvic Pain Society to fund a project entitled, “Cognitive Behavioral Therapy for Chronic Pelvic Pain” (ORSP #18-PAF02862) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Obstetrics and Gynecology and the International Pelvic Pain Society.
2. The terms of the amendment conform to University policy. The period of performance for the project is approximately two (2) years. The amount of funding support will not exceed \$10,000. Since research projects are often amended, this agreement includes provisions for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee Dr. Sawsan As-Sanie is president of the International Pelvic Pain Society.

Subcontract Agreement between the University of Michigan and MDI Therapeutics, Inc.

A subcontract agreement with MDI Therapeutics, Inc. to fund a NIH (prime) SBIR Phase I project entitled, “High-Throughput Screening for Specific Inactivators of Pathogenic Serine Proteinase Inhibitors (SERPINs)” (ORSP #18-PAF00413) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and MDI Therapeutics, Inc.
2. The terms of the agreement conform to University policy. The period of performance for the project is approximately one (1) year. The amount of funding support will not exceed \$74,988. Since research projects are often amended, this agreement includes a provision for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employees Daniel Lawrence, Maria Sandkvist and Enming (Joseph) Su are part owners of MDI Therapeutics, Inc.

License Agreement between the University of Michigan and MedSyn Biopharma, LLC

A license agreement with MedSyn Biopharma, LLC to license from the University of Michigan the University’s rights associated with the following technologies was approved: UM OTT File No. 2018-302 entitled, “Small-Molecule

Inhibitors of Menin”; and UM OTT File No. 2018-305 entitled, “Covalent Small-Molecule Inhibitors of Menin.”

1. The parties to the contract are the Regents of the University of Michigan and MedSyn Biopharma, LLC.
2. Agreement terms include granting MedSyn Biopharma, LLC an exclusive license with the right to grant sublicenses. MedSyn Biopharma, LLC will pay a royalty on sales and reimburse patent costs. The University may receive additional equity in MedSyn Biopharma, LLC. The University will retain ownership of the licensed technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employees Shaomeng Wang and Arul Chinnaiyan are part owners of MedSyn Biopharma, LLC.

Research Agreement between the University of Michigan and MeiraGTx Limited

A research agreement with MeiraGTx Limited to fund a project entitled, “Gene Therapy for Achromatopsia (CNGB3)” (ORSP# 18-PAF03529) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Ophthalmology and Visual Sciences and MeiraGTx Limited.
2. The terms of the agreement conform to University policy. The period of performance for the project is approximately two (2) years. The amount of funding support will not exceed \$552,248. Since research projects are often amended, this agreement includes a provision for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee Robin Ali is a part owner of MeiraGTx Limited.

License Agreement between the University of Michigan and OncoFusion Therapeutics, Inc.

A license agreement with OncoFusion Therapeutics, Inc. to license from the University of Michigan the University’s rights associated with the following technology was approved: UM OTT File No. 7378 entitled, “Fused 1,4-Diazepines as BET Bromodomain Inhibitors.”

1. The parties to the contract are the Regents of the University of Michigan and OncoFusion Therapeutics, Inc.
2. Agreement terms include granting OncoFusion Therapeutics, Inc. an exclusive license with the right to grant sublicenses. OncoFusion Therapeutics, Inc. will pay a royalty on sales and reimburse patent costs. The University may receive additional equity in OncoFusion Therapeutics, Inc., along with the right to purchase more equity. The

University will retain ownership of the licensed technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

3. The pecuniary interest arises from the fact that University of Michigan employees Shaomeng Wang, Gilbert Omenn and Arul Chinnaiyan are part owners of OncoFusion Therapeutics, Inc.

Research Agreement between the University of Michigan and Oncopia Therapeutics, LLC

A research agreement with Oncopia Therapeutics, LLC to fund a project entitled, “Oncopia: Development of protein degraders” (ORSP# 18-PAF04252) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and Oncopia Therapeutics, LLC.
2. The terms of the agreement conform to University policy. The period of performance for the project is approximately one (1) year. The amount of funding support will not exceed \$1,200,000. Since research projects are often amended, this agreement includes a provision for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employees Shaomeng Wang and Arul Chinnaiyan are part owners of Oncopia Therapeutics, LLC.

Research Agreement between the University of Michigan and Orbital ATK, Inc.

A research agreement with Orbital ATK, Inc. to fund a project entitled, “Development of Driver, Passenger, Side Airbag Inflator Component Software for CT Scan Images” (ORSP# 18-PAF05577) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Surgery and Orbital ATK, Inc.
2. The terms of the agreement conform to University policy. The period of performance for the project is approximately five (5) months. The amount of funding support will not exceed \$120,000. Since research projects are often amended, this agreement includes a provision for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee Lennard Fisk is a member of the board of directors of Orbital ATK, Inc.

Service Agreement between the University of Michigan and Sarcoma Alliance for Research through Collaboration

A service agreement with Sarcoma Alliance for Research through Collaboration to enter into a service agreement entitled, “Comparative Effectiveness Study of Two Different Treatment Schedules of Denosumab as Long-term Maintenance Therapy in Patients with Giant Cell Tumor of Bone” (ORSP# 18-PAF04760) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and the Sarcoma Alliance for Research through Collaboration.
2. The terms of the agreement conform to University policy. The period of performance for the project is approximately four (4) years. The amount of funding support will not exceed \$308,217. Since research projects are often amended, this agreement includes a provision for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interest arises from the fact that University of Michigan employee Denise Reinke is president and chief executive officer of Sarcoma Alliance for Research through Collaboration.

Presentation:

President Schlissel then turned to Provost Philbert who introduced the presentation from Jason De Leon, 2017 MacArthur Fellow, Arthur F. Thurnau Professor and associate professor of anthropology.

Professor De Leon has spent years documenting the movement of undocumented migrants from Mexico to the United States through the Sonoran Desert of Arizona and, more recently, those fleeing violence and poverty in Central America.

He spoke of the shift in illegal immigration away from urban areas to rural areas. This provided some “prevention through deterrence,” as immigrants who were pushed into the Sonoran Desert suffered devastating consequence, including a spike in migrant deaths. His research includes the adjustments made by smugglers, the archeology of items migrants carried with them and discarded along the way, and forensic experiments on the rapid destruction of bodies left behind in the harsh climate

that has led to a significant under reporting of migrant deaths. His book *The Land of Open Graves* and exhibition *State of Exception*, which was reported in *The New York Times*, shined a light on the harsh realities of human migrant.

Provost Philbert introduced Robert M. Ortega, former chair of SACUA and associate professor of social work who presented the annual SACUA report.

Professor Ortega described his year as chair working closely with the outstanding staff, faculty, administrators and student leaders. He spoke of public universities becoming a platform for social issues. The question he used as a lens he used to evaluate various issues, “where’s faculty at?” Issues included racist graffiti, threats on immigration enforcement and DACA students, gender identity issues, hate speech versus free speech, and sexual misconduct. Confront the reality that we too must do better to protect the powerless and vulnerable on our campus. Safety in athletic competition and mental health issues were also on the forefront of issues facing the university. He said the UM administration stood together with students when confronted with issues on campus culture and climate. The University will continue to address civility and appropriate ways to express different viewpoints and the key role faculty plays in academic and intellectual freedom.

Consent Agenda

Minutes. Vice President Churchill submitted for approval the minutes of the meeting of February 15, 2018.

Reports. Executive Vice President Hegarty submitted the Investment Report as of January 31, 2018 and the Plant Extension Report.

Litigation Report. Vice President Lynch had no report.

Research Report. Vice President Hu submitted the Report of Projects Established through January 31, 2018. He said that the budget signed by President Trump contains surprisingly good news for research, including an increase in funding to the NIH, Department of Energy and NASA in particular, which fund much of the research conducted at UM.

University of Michigan Health System. Executive Vice President Runge had no report.

Student Life. Vice President Harper said, “Anushka, you may know of Maya Angelo’s poem ‘Phenomenal Woman.’ It describes a woman leader who has a deep sense of who she is, who is talented, resourceful, smart, witty and persistent. A leader brave enough to speak her truth, despite external pressures to do otherwise. I think she had you in mind; you and your leadership. The issues you have championed and the voices you have chosen to elevate have made a much needed difference in student lives and our community. It’s been a joy to work with you and CSG Vice President Nadine Jawad and your leadership team. Your leadership has been phenomenal and we are deeply grateful for your service.”

University of Michigan-Dearborn. Chancellor Little had no report.

University of Michigan-Flint. Chancellor Borrego had no report.

Central Student Government Report. President Sarkar thanked Dean Laura Blake-Jones and Vice President Harper. She spoke of her work and accomplishments over the past year, and the tension on campus magnified by the national climate. She

said there will always be threats to our values and applauded the collective decisions to stand for values, and to not fear confrontation.

In response to a question by Regent Newman President Sarkar reported that the leadership engagement scholarship was moved from CSG to Student Life.

President-elect Daniel Green thanked the current CSG leadership and said that he is looking forward to the coming year.

Voluntary Support. Vice President May submitted the reports of voluntary support for January 2018 and February 2018.

Personnel Actions/Personnel Reports. Provost Philbert presented a number of personnel actions and reports.

Retirement Memoirs. Vice President Churchill submitted one memoir.

Memorials. Vice President Churchill submitted memorial statements for Bruce A. Crider, M.D., clinical assistant professor of anesthesiology; and Michael Teague Orblych, M.L.I.S., research education coordinator and social sciences librarian, UM-Dearborn.

Degrees. President Schlissel said that the Committee on Honorary Degrees has recommended that honorary degrees for those individuals noted during opening remarks be awarded at Spring 2018 Commencement.

Approval of Consent Agenda. On a motion by Regent Newman, seconded by Regent Richner, the regents unanimously approved the consent agenda.

Alternative and Absolute Return Commitments

Executive Vice President Hegarty reported on the University's follow-on investments with previously approved partnerships with a commitment of \$50 million

to Sterling Value Add Partners III, L.P.; a commitment of £25 million (~ \$32 million) to Moorfield Real Estate Fund IV, L.P.; a commitment of \$4.6 million to Buckstin co-investment offered by Magna Hotel Fund V.; a commitment of \$28 million to GSR Ventures VI, L.P. and \$15 million to GSR 2017 Opportunities Fund, L.P.; a commitment of \$25 million to Kian Mezzanine Partners II, L.P. from the University's Long Term Portfolio and \$12 million from the University's Short Term Pool to an unleveraged separately managed account managed by Kian Capital Partners, LLC; and a commitment of \$25 to RF Investment Partners SBIC I L.P. from the University's Long Term Portfolio and \$12 million from the University's Short Term Pool to an unleveraged separately managed account managed by RF Investment Management Company, LLC.

Regent Richner made the following statement,

“The Board of Regents is committed to ensuring the University earns the best possible return on investments for its endowment investments. Maximizing return with the appropriate amount of risks puts donor funds to work in supporting our students, faculty members, researchers and patients.

We are grateful for the expertise of the investment experts who volunteer their services on the Investment Advisory Committee (IAC) in assisting and achieving our investment objectives. We appreciate their dedication to the University.

As the governing board of a world class public university, we are committed to transparency and appropriate governance regarding our investments. The board has completed a review of the policies, procedures and practices that surround the Investment Office and considered best practices. We do have a high degree of confidence in this critical area of the University's operations.

Conflicts of interests are now addressed with the IAC verbally. To strengthen this practice, we will formalize the disclosure of any kind of potential conflicts of interest by having members document them in writing on an annual basis or as they may occur. A small number of the University's investments are in funds managed by members of the IAC.

Going forward, should the University make new investments in such funds it will call specific attention to them for regents to ensure transparency and prepare a plan to manage any perceived conflict. Additionally, the CIO will present the overarching investment strategy annually at a regents meeting. While the IAC advises an overall investment strategy and does not discuss specific investments should it ever occur, members who might be conflicted will be recused from any such discussion. Also, we will recommend that the IAC re-designate the endowment previously established by IAC members to support the University's Investment Office to a need-based student scholarship or other areas of the institution as selected by the donors to avoid any perception of a conflict. The University will not accept any future donations specifically in support of the Investment Office.

Absolute Return Commitment

On a motion by Regent Richner, seconded by Regent Bernstein, the regents unanimously approved a commitment of €60 million, including co-investment opportunities, from the University's investment pool for working capital to Apera Capital Private Debt Fund I SCSP.

Alternative Assets Commitments

On a motion by Regent Newman, seconded by Regent Richner, the regents unanimously approved a commitment of up to \$50 million from the University's Long Term Portfolio to Eclipse Fund III, L.P., and a commitment of up to \$30 million from the University's Long Term Portfolio to Eclipse SPV I, L.P.

Appointment of Auditors

On a motion by Regent Richner, seconded by Regent Bernstein, the regents unanimously approved the appointment of PricewaterhouseCoopers as external auditors for fiscal years 2018, 2019 and 2020.

Michigan Medicine University Hospital Interventional Radiology Equipment Replacement

On a motion by Regent Richner, seconded by Regent Newman, the regents unanimously approved the project as described and authorized issuing the project for

bids and awarding construction contracts provided that bids are within the approved budget.

Stephen M. Ross School of Business Exterior Completion

Jill Lerner, principal of Kohn Pedersen Fox Associates PC, presented on improvements to the Stephen M. Ross School of Business exterior that include new glass panels, and additional terra cotta and stone.

On a motion by Regent Newman, seconded by Regent Richner, the regents unanimously approved the project as presented at the meeting and authorized issuing the project for bids and awarding construction contracts provided that bids are within the approved budget.

W.K. Kellogg Institute and Dental Building Expansion and Renovation

Chris Purdy, principal of SmithGroupJJR, presented an overview of the project that includes improved accessibility and way-finding, additional lab and research space, and a clinic for special needs patients. The focus is on an improved patient experience and advancing the school's mission.

On a motion by Regent Newman, seconded by Regent Richner, the regents unanimously approved the project as presented at the meeting and authorized proceeding with construction provided that bids are within the approved budget.

Michigan Medicine Clinical Inpatient Tower

Executive Vice President Runge commented, "Our existing adult hospitals consistently experience high demand, which has impacted the access we can provide for high acuity and complex patients. A new facility would enable us to meet the needs of current and future patients and allow us to make renovations and transition to private

rooms throughout the university hospitals. This request is consistent with our long-term strategy to move more care into the broader community, such as Brighton Health Center and the West Ann Arbor facility and thereby reduce traffic congestion on the main medical center campus. The HOK Group Inc. would complete the schematic design of the new facility as well as design of utility, infrastructure and site work. This level of detail will help us define further the scheduling and funding requirements for the proposed new facility. The cost of this work \$18.4 million will be included in the total budget if it were to move forward. We recommend that we proceed with HOK Group Inc. to further explore this new patient facility. Before any construction is to begin, we would return to the regents for approval.”

On a motion by Regent Newman, seconded by Regent Richner, the regents unanimously authorized commissioning the firm HOK Group Inc. as the architects for the design of the Michigan Medicine Clinical Inpatient Tower project as described.

Rogel Cancer Center

Vice President May said, “It is my pleasure to bring forward a supplemental action item for Richard and Susan Rogel for the gift of \$150 million to name the Rogel Cancer Center. Everybody knows that Rich and Susan are about as enthusiastic as they come. Everybody knows his loud ‘Go Blue’ that just about kills your ear drums. Most people know that he has a private plane with a winged helmet on it designed by students in the Stamps School of Art and Design. They are amazing people. He holds a BBA degree from 1970. This will bring their giving to the institution after their first gift in 1975 to \$188.5. What’s really astounding is that they are a classic example of what happens when you engage people in the things that they are interested in. They have

now given to 17 different areas of the University. In the Michigan Difference campaign, which Rich chaired, they made a \$22 million commitment to the Rogel Scholars program for out-of-state students, and later, the Rogel Medical Scholars, which now support over 540 students attending this institution. It is just stunning. I also wanted you to know that besides leading campaigns, he has agreed now to become co-chair of the last portion of this campaign. He was honored about seven years ago, as the best volunteer in America in higher education. These are amazing people. Susan has been very involved in the Depression Center, C.S. Mott Children's Hospital and the Von Voigtlander Women's Hospital. It is a lifetime of generous support.”

Executive Vice President Runge said, “There's only one way to describe this gift and that is to say it is and will be truly transformative. Transformative is a word we use a lot and I think you'll understand after hearing what I have to say and what the Rogels' have to say about how this can take the breadth of expertise across our great campus and channel it into the most difficult to treat group of diseases that there is, and enable us to create discovery and to take that discovery to the improvement of health. There are very few institutions that have the breadth and depth expertise that the UM does with our cancer research already represented by 53 departments across 9 schools and colleges. The Rogel Cancer Center gift will enable us to further expand that to new disciplines that have not been previously a part of the discovery process for cancer cures into a process that will lead us to make the kinds of discoveries that few, if any institutions can make. It will make us the kind of attractive institution that will bring top clinicians and scientists from around the world and make this the kind of place they want to be to make their contributions in cancer research and cancer therapy. You'll

hear in a moment from the Rogels how they have personally been effected by cancer in their family. I think that, among other things, was part of their interest in making such a transformative gift to name the Rogel Cancer Center. On behalf of Michigan Medicine and the UM we are all eternally grateful to the Rogels for this gift for what it'll bring to our faculty, staff, learners and all of those we serve.”

A video was presented that captured the spirit of the gift and Rogel Cancer Center t-shirts were distributed at the board table.

A motion to approve the naming of the Rogel Cancer Center was made by Regent Newman and seconded by Regent Richner. Discussion followed.

Regent Newman said, “Rich and Susan are two of the most unassuming people and if you saw them on campus chances are Rich would be in a t-shirt or Michigan shirt wandering around talking to people. We are so grateful and thankful that he has chosen us to be his hobby and lifelong project. Thanking him just doesn't seem like enough. I do feel like if he was sitting here he would be wearing this t-shirt too. I put the t-shirt on in honor of Rich and Susan.”

Regent Richner agreed with Regent Newman's comments and added, “They are just unbelievably wonderful and generous people.”

The regents unanimously approved the naming of the Rogel Cancer Center, effective immediately.

Public Comment

The regents heard public comments from: Andrea May Sahouri, student, on the divest resolution; Jennifer Fletcher, citizen, on diabetics' needs; Victor Rodriguez-

Pereira, faculty, on raise in wages for UM lecturers; Aurora Harris, faculty, on the current LEO contract; and Amy Keesling, faculty, on the current LEO contract.

Regent Bernstein said, “One cannot hear these comments or look at the facts and not be moved to action. That is why I wanted to declare publically and very proudly, solidarity with our LEO lecturers in Ann Arbor, Flint and Dearborn. Let me be clear: I believe that are lecturers are being exploited, and we are not an exception. This is happening across higher education. It is a systemic issue in my opinion. I don’t make these comments lightly. For years I have struggled to reconcile my sense of fiduciary duty as management on one hand with my aspirations to build a more fair, just and compassionate society on the other hand. I’ve concluded that this is a false choice because there is not nor should there be tension between these obligations. Indeed, they are exactly the same thing. In advocating for our lecturers, I am not acting against our interest as an employer. I am acting for universal values. This is a regental governance issue for three reasons. One: it is a budget issue, a constitutional responsibility of this board. Addressing this will require spending money, probably a lot of money. Other publics in Michigan with far fewer resources than us, as a few speakers eluded, budget differently than us. Level 1 lecturers who work in Ann Arbor earn \$34,500, in Dearborn \$28,300 and in Flint \$27,300 far less than their counterparts at Jackson Community College where the minimum base is \$62,000, Macomb Community College where the minimum base is \$58,000, or even down the street at Washtenaw Community College where the minimum base is \$57,000. In fact, across the street at Ann Arbor Pioneer High School teachers with qualifications similar to our lecturers make \$52,000. And by the way, those students at Pioneer are not paying any tuition. If these schools

can pay these rates than, why can't we? It's worth noting that at a typical board meeting we approve 10, sometimes 100s of millions of dollars in construction related projects. We did by my count roughly \$40 million today. Those are important. The physical plant of this University is essential to the work that we do. We don't hesitate to invest in these buildings but we also shouldn't hesitate when it comes to our people. It is time to invest in our lecturers with the same enthusiasm we apply to other very important priorities. Second, it's an academic excellence issue. It goes to the core of our educational mission. We have trouble recruiting in many instances. In computer engineering, the problem isn't recruiting qualified lecturers, it is recruiting any lecturers. We have trouble with turnover. If our health system had a 25% physician turnover rate or 25% nurse turnover rate or any institution had a 25% turnover rate we would be having a special meeting with this board. Right now, our turnover rate among lecturers is about 30% in Ann Arbor, 39% in Dearborn and 24% in Flint. When a position in chemistry opened at Mott all six chemistry lecturers at Flint applied because it would have doubled their salary. Third, it is a values issue. How we, as an employer, treat our employees is a values issue. It is heartbreaking and shameful to hear about lecturers on food stamps or taking two or three busses or holding down three jobs. This hopefully goes far beyond our University. This is an opportunity I believe for us to lead, to disrupt what is a systemically exploitive market. I've said from this table before that a budget is a moral document. It means a lot more than just dollars and cents and that it reflects our values and priorities. We have a choice to make as an institution. Do we continue this exploitation or do we correct it? I've made my choice and I know colleagues of mine have as well, and I urge this University to follow."

Regent Newman said, “Regent Bernstein’s remarks were provocative and allow us to think about why we are here and what we stand for. I agree with that. I want to commend the members of LEO, especially those that have reached out to all of us regents and others around this table to educate us on your concerns and what is going on. I can’t think of another occasion where the communication and the facts have been as well presented as you all have done. You have put this on a table in a thoughtful, collaborative way. You have presented evidence and numbers and given us the opportunity to engage and think about this thoughtfully. I commend you for that. You’ve done it in a way that makes us want to work with you and makes us sympathetic to what you bring forward. We appreciate that and appreciate the information and the outreach. We are all hopeful and look forward to a conclusion in the not too distant future. Thank you for being here today as it shows the solidarity of the group.”

Public comment continued with Bethany Zalewski, student, on cancelling classes on the day of presidential elections; Ron Motsinger, citizen, on LEO demands for a fair contract; Cedric Fricke, alumnus, on internal auditor; and Melanie Manos, faculty, on the LEO contract; and Skylar Garrett, student, on the Panhellenic Association update.

Regent Richner said that he is very sensitive to the concerns raised and would continue to encourage the administration and Student Life to have a dialogue to see what can be done to address the concerns raised.

The regents heard from Tyler Washington, student on diversity, equity and inclusion.

Adjournment

The meeting was adjourned at 5:27 p.m. The next meeting will take place on May 17, 2018 at UM-Dearborn.