

OCTOBER MEETING, 2022

*The University of Michigan-Flint
October 20, 2022*

The regents met at 4:00 p.m. at Riverfront Center, and via a livestream link on the university gateway. Participating were Regents Acker, Behm, Bernstein, Brown, Hubbard, Ilitch and Weiser. Regent White participated via zoom. Also attending were Vice President Baird, Executive Vice President Chatas, Vice President Churchill, Vice President Cunningham, Chancellor Dutta, Chancellor Grasso, Vice President Harmon, Vice President Kolb, Vice President Lynch, Provost McCauley, Vice President Michels, Vice President Pendse, and Executive Vice President Runge.

Call to Order and President's Opening Remarks

President Ono called the meeting to order. He said, "I want to begin by saying how excited and honored I am to be chairing my first board meeting and doing so at UM-Flint. My first meeting with the board was in July when I was appointed, and I will never forget that day. I again want to thank the regents for their confidence in me.

"Being president of the University of Michigan is a great privilege. And while she is not here, I want to acknowledge President Emerita Mary Sue Coleman for her guidance and a smooth transition. I appreciate our conversations and her advice.

"These first few weeks and months as president are so critical for me. I am very much in listening mode as I meet people on all our campuses. I have so much respect for our faculty,

staff, and students that it would be a mistake to begin my presidency by announcing, “This is what I’m going to do.”

“What I’m going to do, and my most important job right now, is to listen to the community. That includes everyone here at UM-Flint, where we are taking our first steps to transform the institution. I’m aware of the hard work ahead of us. UM-Flint must reassert itself, academically and financially. I am grateful to Chancellor Deba Dutta for his leadership and to the faculty, staff, and students who are so committed to UM-Flint’s future. We all want the Flint campus to thrive. I’m particularly pleased that the chancellor is hosting office hours to hear from the community. This is in addition to the many meetings he has had across the campus. All of us play a role in the success of UM-Flint. I will return to Flint next month, on November 4th, and I look forward to learning more about what makes this campus so special to many people.

“Later in November, I am planning my first major address to the university community. While it’s early, I want to share my values as president and some initial priorities with everyone. I can tell you that one of those priorities is elevating our commitment to carbon neutrality and sustainability. This is so critical to all of us, and I’ll share more about our plans. And there will be plenty of time for discussion. I’m looking forward to it, so please mark your calendars for the morning of November 17th. And on December 9th, I plan to visit the UM-Dearborn campus.

“I want to congratulate Vice President Ravi Pendse, who will be honored tomorrow with the 2022 Michigan Leadership ORBIE Award. As our chief information officer, Dr. Pendse is being recognized by his CIO peers statewide for his excellence in technology leadership. Ravi, congratulations and thank you for everything you do for the university.

“Before we turn to today’s agenda, I want the community to know I’ve heard the concerns about how we address compliance and prevent issues of misconduct on campus. This is incredibly important to me, and I know it’s important to the board. The university has made significant improvements in the last couple of years. This includes forming our Equity, Civil Rights, and Title IX Office, and an Ethics, Integrity and Compliance Committee. In addition, we’ve accelerated our anti-retaliation work and established the Coordinated Community Response Team. And we are deep into a campus wide Culture Journey to identify and reinforce our values as an institution.

“I am extremely grateful for the work being carried out on all three campuses, as well as at Michigan Medicine, regarding ethics and compliance. To continue our momentum and commitment to rebuilding trust, I want us to establish a central ethics, integrity, and compliance office. I have asked our leadership team to set up an Ethics, Integrity, and Compliance Services Office, to be led by a highly qualified Ethics, Integrity, and Compliance Officer. I see this new office as an opportunity to widen our focus on an institutional basis. I want it to support the many efforts already under way and the staff who do this important work every day.

“Given the importance of rebuilding trust, I feel it’s important for the president to be personally engaged with this office. It will have a dual reporting line to the president and the vice president and general counsel. It also will have a dotted-line report to the chair of the Board of Regents and will regularly report to the board. If a complaint involves the president or members of the President’s Office, that reporting will bypass the office and be reported to both the regents and the general counsel, independently and directly. The office will examine trends, processes, areas of concern, and overall ethics, integrity, and compliance issues. It will not serve

as a wide-ranging ‘court of appeals’ to review decisions by ECRT; Human Resources; our deans, directors, and supervisors; and Academic HR; among others. Nor will it have investigatory powers. I need to hear from the community about how best to structure this office. I will then bring a detailed plan to the board. We’ve made important progress, and a central compliance office will be one more step toward keeping our community safe. All this work makes a positive difference. Thank you again for your support and faith in me”.

Chancellor Dutta said, “It is a real pleasure to host the Board of Regents every fall. This year we are especially honored on the day of your inaugural board meeting. We are excited for what lies ahead for all of our campuses. Both here in Flint and the greater Flint area are unique and diverse communities. We benefit from the melting pot of ideas, perspectives and education that each of us share with others. It is a symbiotic relationship between the university and the community. It is both positively impacting the community and providing meaningful/hands-on learning experiences for UM-Flint students for multiple programs. The Board of Regents knows that what we do at UM-Flint matters. It matters to our students. It matters to the people in the communities we serve. We are not only making a difference but we are also making ourselves and the community stronger as a result.”

Regent Brown said, “I want to underscore the board’s support for the strategic transformation process now underway at UM-Flint. No one wants this campus to be successful more than this board. It’s critically important that faculty, staff and students from the Flint campus and members of the greater Flint community engage in this process, and I urge you to participate through the various engagement opportunities Chancellor Dutta has created. We need

everyone to bring their ideas to the table in order to develop a path forward for this campus that meets the needs of UM-Flint students and is sustainable.

“I also want to comment on the creation of the compliance office. I want to be clear about this board’s support for what President Ono outlined today regarding his intent to create a central ethics, integrity and compliance office. This has been a priority for me and my colleagues on the Board of Regents. I especially want to thank President Ono for making this one of his first initiatives as president. He has said he is spending his time listening to the community and this is a demonstration of that. This kind of action builds trust, and that’s what we need to do. This office, combined with the many other improvements that have been implemented – most especially creation of our ECRT and anti-retaliation efforts – will cement our comprehensive approach to addressing misconduct and other matters.

“I also want to note the ongoing culture change effort that is a critical component of the university’s work. Each one of us in this university community has a role to play in creating a safe, high-integrity, inclusive culture.”

Regent Ilitch said, “This is progressive leadership and it gives me great comfort. This was one of the final recommendations and fulfills a need for independence and safe reporting.

“Today in the *Detroit News*, a judge who oversaw the case wrote about the importance of prioritizing student safety on campus within an accountable administrative structure. A full 32% of all college students nationwide report forcible sexual offenses. She writes that we know the actual number is significantly higher because many victims of assault do not report or go to the police. Those between the ages of 18 and 24 are at an elevated risk. This announcement and the changes we implemented gives me enormous confidence in our future.”

Regent Bernstein said, “This is a huge piece of the puzzle that will help us ensure that this is a safe campus. This type of activity is not tolerated.”

Finance Audit and Investment Committee Regent Hubbard reported that the FAI Committee, including co-chair Regent Weiser, and members White and Brown, met to get an update on FY 22 performance and to speak with the external auditors. Investments had a 2.2 percent return for the year; a really good return on a relative basis and among the highest for large university endowments with most reporting losses for the year.

Health Affairs Committee Regent Bernstein reported that the Health Affairs Committee, including Regents Ilitch, Weiser and Brown, met yesterday and received an update on operational improvement initiatives currently underway in the adult hospital aimed to improve quality of care and access. They also discussed our ongoing state-wide system partnerships.

Committee on Flint and Dearborn Regent Behm reported that the Committee on Flint and Dearborn, including most of the regents, met and received updates for both campuses. There was also discussion on the Flint transformation process and budgets.

Consent Agenda

Minutes. Vice President Churchill submitted for approval the minutes of the meetings on July 13, 2022, and July 21, 2022.

Reports. Executive Vice President Chatas submitted the Investment Report, the Plant Extension Report, the Regents Report on Non-Competitive Purchases, and the University Human Resources Report.

Litigation Report. Vice President Lynch had no report.

Research Report. Vice President Cunningham had no additional report.

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

Student Life. Vice President Harmon reported on a great surprise this morning on Good Morning America. Dr. Oluwaferanmi Okanlami, also known as Dr. O, who leads the adaptive sports program on campus received a visit from Robin Roberts who awarded him a \$1 million donation. Vice President Harmon said, “That is worth celebrating. Congratulations to Dr. O.” He shared a photo of the news program and expressed his thanks for this recognition.

University of Michigan-Dearborn. Chancellor Grasso reported an increase of 1.2% for new students and the launch of new initiatives on diversity and inclusion, and improvements in hiring policies that will improve diversity. He also has resumed the thought leader series on campus.

University of Michigan-Flint. Chancellor Dutta said, “We try to help individuals better understand who they are and what they want to do with their lives. Our excellent faculty instilled in our students not only a curiosity for learning but also a process for learning. A mind-set for accepting challenges and finding solutions. They help create the next generation of Flint students.

“In Michigan we all know that fewer students are graduating with teaching degrees. Fewer people are becoming teachers. Today, over 220 high school students from across the county are on campus attending the teacher leadership symposium. They are here to learn about

the teaching profession. This event is hosted by our School of Education and Human Services in partnership with the intermediate school district.

“The strategic process that we launched last month is off to a very good start. We have had outreach with the many stakeholders. They appreciate the open lines of communication. Since September 23 I have had 21 meetings – town halls, small groups, and one-on-ones, with faculty. In some cases there have been additional meetings with their leadership teams.

“We have met with the staff and with the leadership. We have met with the student government and their leadership. Next week I have been invited to the State of the Student event. I have met with the leadership in Ann Arbor. I have met with our cabinet. I have met with several public officials in the region. Next there will be meetings with the citizens and advisory committees, local foundation groups and the school district.” He reported increased traffic on the website and 75 direct contacts received with ideas, suggestions, questions and concerns, each of which will be reviewed by the communications team.

He said, “The committee has been formed as well as the advisory council. A group of faculty has been chosen by each school and college, along with the library and representation from staff/faculty council. We are preparing for focus groups and curating surveys to solicit feedback from the campus community. In the coming weeks we will organize several community forums in different parts of the city to make sure that all voices are heard and that they are engaged as we create a vision for the future.

“This is the role of a public university. To serve its students so that they may in turn serve their communities. It is a trust in one another. Together we will erase what holds us back and

raise what pulls us forward. We will raise a new generation of students and fuel the success of this region. Together then. Together now. Together in the future.”

The regents restated their strong support for this process, as did President Ono.

Student Government Reports. Flint Student Government President Timothy Brooks reported on his experience on campus as a student who transferred from a community college. He spoke of community outreach by volunteering at a food bank and informing students about voting.

Voluntary Support. Vice President Baird had no additional report.

Personnel Actions/Personnel Reports. Provost McCauley said, “The National Academy of Medicine (NAM) held its annual meeting this past weekend, which included its 50th Anniversary Celebration. NAM is the highest honorary society in the country for researchers in the fields of health and medicine. I am so pleased to share that the University of Michigan had five individuals selected for induction in NAM, which is an above-average number. They are: Katherine Gallagher, the John R. Pfeifer Professor of Surgery and professor of microbiology and immunology; Michele Heisler, professor of internal medicine, and professor of health behavior and health education (SPH); Sachin Kheterpal, professor of anesthesiology and Kevin K. Tremper Research Professor in the Department of Anesthesiology; Anna Suk-Fong Lok, Dame Sheila Sherlock Distinguished University Professor of Hepatology and Internal Medicine, Alice Lohrman Andrews Research Professor of Hepatology; Bhramar Mukherjee, John D. Kalbfleisch Collegiate Professor of Biostatistics, professor of epidemiology and professor of global public

health and the School of Public Health. Congratulations to these distinguished faculty members on this tremendous accomplishment.”

Retirement Memoirs. Vice President Churchill submitted retirement memoirs.

Memorials. No deaths of active faculty members were reported to the regents.

Degrees. No degree lists were submitted.

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

Absolute Return and Alternative Asset Commitments

Executive Vice President Chatas reported on follow-on investment with previously approved partnerships including a commitment of \$50 million to Hydrazine, and an aggregate of \$20 million to two Rubicon Founders.

The University of Michigan Financial Statements for the Year Ended June 30, 2022

On a motion by Regent Bernstein, seconded by Regent Weiser, the regents adopted the financial statements as presented.

New Building for the College of Pharmacy

Executive Vice President Chatas introduced a project to create a new pharmacy building which will allow for the consolidation of faculty and students currently in five different locations. This project was placed on hold during the pandemic financial restrictions. He introduced architect Benjamin Kroll from RDG Planning and Design who presented the schematic design.

On a motion by Regent Ilitch, seconded by Regent Hubbard, the regents approved the schematic design for the new building for the College of Pharmacy project as presented at the meeting and authorized proceeding with construction provided that bids are within the approved budget.

Michigan Medicine Childcare Facility

Executive Vice President Runge presented new childcare options for hospital employees who need affordability and flexibility. He recommended that the regents approve entering into a contractual agreement with an outside child care provider and delegate authority to the executive vice president and chief financial officer to select the provider and oversee all matters related to the contracting, design, construction and operations of this project, with a total budget of up to \$12 million.

On a motion by Regent Weiser, seconded by Regent Ilitch, the regents approved the Michigan Medicine Childcare Facility as presented.

Pediatric Specialty Joint Operating Agreement with Trinity Health-Oakland

Executive Vice President Runge said, “We are seeking approval for a pediatric partnership with Trinity Health Metro Detroit. This will extend our presence in Oakland County and Metro Detroit allowing us to serve a greater population of those in need of pediatric care. This will allow us to better manage strains in our intensive care unit. It is all about improving the access to care for Michigan.”

He requested that the Board of Regents approve the framework of the joint operating agreement as described and that the Board of Regents authorize the executive vice president for

medical affairs and dean of the medical school and the executive vice president and chief financial officer to negotiate any final changes to the joint operating agreement; to execute and deliver, individually or jointly, any other agreements and instruments contemplated in the joint operating agreement; to take any other actions necessary or desirable to consummate the transactions described in this action request and in the joint operating agreement; and to obtain or make, as applicable, all governmental and third-party approvals, consents, notices and authorizations that may be necessary.

On a motion by Regent Acker, seconded by Regent Hubbard, the regents approved the Pediatric Specialty Joint Operating Agreement with Trinity Health-Oakland as presented.

Conflicts of Interest

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

Authorization for the University to enter into a contract with Greenmark Biomedical, Inc.

An agreement with Greenmark Biomedical, Inc. was approved.

1. The parties to the agreement are the regents of the University of Michigan, its School of Dentistry, and Greenmark Biomedical, Inc.
2. The contract is for Greenmark Biomedical, Inc. to provide collaboration services under a sponsored project from the Department of Health and Human Services–National Institutes of Health titled “Michigan-Pittsburgh-Wyss Regenerative Medicine Resource Center: Advancing Dental, Oral, and Craniofacial Regeneration to Clinical Trial Initiation”. The performance period is anticipated to be August 1, 2020 through April 30, 2023, and estimated not to exceed \$305,441.25. The terms of the contract will comply with appropriate University requirements. Since projects are often amended, the contract will include provisions for changes in time, amount, and scope.
3. The pecuniary interest arises from the fact that University employee Joerg Lahann is a member of the Board of Directors of Greenmark Biomedical, Inc.

Authorization for the University to transact with Another Ann Arbor

An agreement with Another Ann Arbor was approved.

1. The parties to the agreement are the regents of the University of Michigan, its Ginsberg Center for Community Service and Learning and Another Ann Arbor.
2. The agreement is for three years at a total cost not to exceed \$400. Another Ann Arbor 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, Carol Gibson, is director of Another Ann Arbor.

Authorization for the University to enter into an agreement with Mouko, LLC

An agreement with Mouko, LLC was approved.

1. The parties to the contract are the Regents of the University of Michigan and its School for Environment and Sustainability and Mouko, LLC.
2. The agreement is for a duration of one year at a total cost not to exceed \$551. Mouko, 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 employees, Justin Laby and Alex Ade, are members and owners of Mouko, LLC.

Authorization for the University to enter into an agreement with Ripple Science Corporation

An agreement with Ripple Science Corporation was approved.

1. The parties to the contract are the Regents of the University of Michigan and its Department of Anesthesiology and Ripple Science Corporation.
2. The agreement is for a duration of one year at a total cost not to exceed \$6,848. Ripple Science Corporation 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. Nestor Lopez-Duran, is director and owner of Ripple Science Corporation.

Commercialization Agreements with the University of Michigan

A transaction with Authorization for the University to transact with Tulip Make Me Move Desk, LLC was approved.

1. The parties to the contract are the Regents of the University of Michigan and Tulip Make Me Move Desk, LLC.
2. The agreement is for a one time purchase at a total cost not to exceed \$5,000. Primary Sources Uncharted Americana 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, Nicolaas Bohnen, is partial owner of the company.

Authorization to enter into or amend Agreements

Project agreements with the University of Michigan were approved.

1. The parties to the contract are the Regents of the University of Michigan and the following companies: 1) iReprogram, Inc., and 2) NX Fuels, Inc.
2. The University will retain ownership of the optioned, licensed, or reassigned technologies and may continue to further develop and use them internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreements. Standard disclaimers of warranties and indemnification apply, and the Agreements 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. Terms specific to each Agreement are described in Attachment A.
3. The pecuniary interest arises from the fact that University of Michigan employees: 1) Indika Rajapakse, Lindsey Muir, and Walter Meixner, and; 2) Zetian Mi, and Saemin Choi have activities, relationships, or interests in the companies.

Authorize Execution of Investment Agreements for the Michigan Biomedical Venture Fund for Dvant Pharma, Inc.

The agreements for Michigan Biomedical Venture Fund for Dvant Pharma, Inc. were approved.

1. The parties to the contract are the Regents of the University of Michigan and Dvant Pharma, Inc.
2. The Michigan Biomedical Venture Fund will execute applicable standard agreements for venture capital investing. The University will receive future equity in the Company, along with the right to purchase more equity. 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. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.
3. The pecuniary interests of Mukesh Nyati and Bruce Auerbach arise from their relationships with the Company.

Public Comment

The regents heard public comments from: Susan Gano-Phillips, faculty, on wellbeing on the Flint campus; Amena Shukairy, UM-Flint student, on her experience at UM-Flint; Robert Casaceli, citizen, on CNC Hockey LLC; Christopher Schwartz, alumnus, on funding to Dearborn and Flint; Tarea King, UM-Flint student, on funding to Dearborn and Flint; Sami Fayez Kotob,

UM-Flint student, on investing in Flint; Alexiss Woodard, UM-Flint student, on funding to Dearborn and Flint; Jason Kosnoski, faculty, on investing in Flint; Babak Elahi, citizen, on higher education in Flint; Michelle Regalado Deatrick, citizen, on investing in higher education; Douglas Knerr, faculty, thanked the regents for support; Emily Feuerherm, faculty, on the Flint community; Mojtaba Vaziri, faculty, on UM-Flint's strategic transformation; Shbeib Dabaja, UM-Flint student, on the UM-Flint student experience; Sade Wilson, staff, welcome message to President; Ted McTaggart, staff, on the nurse contract update.

Regent Brown thanked all the speakers for their comments.

Presentation: Sustainability, Heather Dawson, professor of biology, spoke of sustainability efforts on the UM-Flint campus in partnership with the City of Flint.

Presentation: Flint 2022 enrollment analysis Joe Vainner, director of undergraduate admissions gave an overview of recruitment and retention numbers for UM-Flint for fall semester 2022.

Adjournment

The meeting was adjourned at 5:45 p.m. The next meeting will take place on December 8, 2022.