

Minutes
The University of Toledo
140th Meeting of the Board of Trustees Special Meeting
Thursday, July 30, 2020
WebEx – 6:00 p.m.

The one-hundred fortieth meeting of The University of Toledo Board of Trustees was held on Thursday, July 30, 2020, via WebEx. Chair Alfred Baker called the meeting to order at 6:00 p.m. Secretary to the Board, Katie DeBenedictis, recorded the minutes.

**CALL TO
ORDER**

The following Board of Trustees members were in attendance:

ROLL CALL

Eleanore Awadalla
Roy V. Armes, National Trustee
Alfred A. Baker, Vice Chair
Anthony Gennings, Student Trustee
Jeffrey C. Cole
Stephen P. Ciucci
Rebecca K. Dangler, Student Trustee
Daniel J. Guttman
Birdel F. Jackson, III, National Trustee
Will Lucas
Patrick J. Kenney Will Lucas
Mary Ellen Pisanelli, Chair
Richard Walinski (joined the call late)

The following Board of Trustees members were absent:
Christine Brennan, National Trustee

A quorum of the Board was constituted.

The following individuals were also in attendance:

Katie DeBenedictis, Sr. Dir. of Administrative Ops./Secretary to the Board
Meghan Cunningham, Director of University Communications
Adrienne King, AVP of Marketing and Communications
Jeff Schmucker, Toledo Blade
Charles Jake, Interim Vice President for Legal Affairs
Diane Miller, AVP for Government Relations and Chief of Staff to the President
Gregory Postel, Interim President

Chair Baker welcomed new student trustee Anthony Gennings to his first meeting. Mr. Gennings is a nursing student from the Cincinnati area. He is excited to be a student trustee.

NEW TRUSTEE

Chair Baker mentioned that Interim President Postel was on the call and available to answer any questions the trustees might have. After welcoming trustee Gennings and discussing the progress made on welcoming students back to campus, Interim President Postel left the meeting.

Chair Baker requested a motion to enter Executive Session to discuss the employment and compensation of a public employee. The motion was received from Trustee Lucas, with a second received from Trustee Pisanelli. Ms. DeBenedictis took a roll call vote: Ms. Awadalla, yes; Mr. Baker, yes; Mr. Cole, yes; Mr. Ciucci, yes; Mr. Guttman, yes; Mr. Kenney, yes; Mr. Lucas, yes; Ms. Pisanelli, yes; and Mr. Walinski, absent.

After the Board exited Executive Session, Chair Pisanelli stated that no action was taken in Executive Session.

Mr. Baker stated that the next item on the agenda is “other business”. He said the board has one additional item to discuss this evening related to finalizing the terms of Dr. Gaber’s departure. He proceeded to highlight the terms of three resolutions that the group would vote on today. The resolutions can be found in the minutes of this meeting labeled as follows: Resolution 20-07-18: Voluntary Resignation (Attachment 1), Resolution 20-07-19: Evaluation (Attachment 2) and Resolution 20-07-20: Performance Incentive (Attachment 3).

Chair Baker asked for a motion to approve Resolution 20-07-18: Voluntary Resignation. Trustee Lucas made the motion and it was seconded by Trustee Walinski. All trustees were in favor. There were no oppositions and no abstentions.

Chair Baker asked for a motion to approve Resolution 20-07-19: Evaluation. Trustee Guttman made the motion and it was seconded by Trustee Pisanelli. All trustees were in favor. There were no oppositions and no abstentions.

Chair Baker asked for a motion to approve Resolution 20-07-20: Performance Incentive. Trustee Guttman made the motion and it was seconded by Trustee Pisanelli. All trustees were in favor. There were no oppositions and no abstentions.

At the conclusion of the motions, Trustee Walinski stated for the record that he did participate in the discussion even though he missed the vote to enter into executive session.

Trustee Guttman asked for a motion to add the completed resolutions to the meeting minutes. Trustee Walinski made the motion and it was seconded by Trustee Pisanelli. All were in favor and there were no oppositions and no abstentions.

With no further business to discuss, the meeting was adjourned at 7:50 p.m.

UPDATES

**EXECUTIVE
SESSION**

**OTHER
BUSINESS**

**RESOLUTION
20-07-18**

**RESOLUTION
20-07-19**

**RESOLUTION
20-07-20**

WALINSKI

MINUTES

ADJOURNMENT

Attachment 1

**THE UNIVERSITY OF TOLEOD BOARD OF TRUSTEES
RESOLUTION NO. 20-07-18
DR. SHARON L. GABER VOLUNTARY RESIGNATION**

WHEREAS, Sharon L. Gaber, Ph.D. (“Dr. Gaber”) voluntarily resigned her employment as President of The University of Toledo (the “University”), effective as of the end of the day on July 5, 2020, pursuant to e-mail correspondence sent to the Chair of the Board of Trustees of the University (the “Board”);

WHEREAS, pursuant to the applicable provisions of the Employment Agreement between the Board and Dr. Gaber, effective July 1, 2018 (the “Employment Agreement”), Dr. Gaber was required to provide the Board with written notice of her voluntary resignation at least six (6) months prior to her last day of employment as President of the University; and

WHEREAS, Dr. Gaber failed to provide the Board with a written notice of her voluntary resignation which complied with the requirements of the applicable provisions of the Employment Agreement and therefore did not voluntarily resign her position as President of the University in accordance with the terms and conditions of the Employment Agreement.

NOW, THEREFORE, BE IT RESOLVED,

that the Board accepts the voluntary resignation of Dr. Gaber as President of the University, effective as of the end of the day on Sunday, July 5, 2020; and

BE IT FURTHER RESOLVED,

that, upon the voluntary resignation of Dr. Gaber as President of the University, the Board directs the University to pay to Dr. Gaber all amounts to which she is legally entitled, as follows:

- Authorized business expenses that are unreimbursed, as of July 5, 2020, if any.
- Payment for vacation days accrued, but unused, as of July 5, 2020, in accordance with the University’s vacation policy, as applied to all administrative employees of the University, in the amount of \$86,307.69.
- Vested and nonforfeitable amounts of deferred compensation contributions, determined as of July 5, 2020, pursuant to the applicable provisions of the Employment Agreement, to which she is entitled for the time period between July 1, 2015 and June 30, 2018 and for the time period between July 1, 2018 and June 30, 2020.
- Any rights or benefits to which she was entitled as of July 5, 2020 under any employee benefit plan provided to all administrative employees of the University in which Dr. Gaber was eligible to participate.

Attachment 2

**THE UNIVERSITY OF TOLEOD BOARD OF TRUSTEES
RESOLUTION NO. 20-07-19
DR. SHARON L. GABER EVALUATION**

WHEREAS, pursuant to Section 2.3 of the Employment Agreement, the Board is required to provide Dr. Gaber with an annual evaluation of her performance based upon goals and objectives and other pertinent criteria as President of the University for the completed fiscal year of the University and to provide her with goals and objectives for her to satisfy as President during the upcoming fiscal year of the University;

WHEREAS, effective as of the end of the day on July 5, 2020, Dr. Gaber voluntarily resigned her position as President of the University, making it unnecessary for the Board to provide Dr. Gaber with any goals and objectives for the fiscal year of the University beginning on July 1, 2020; and

WHEREAS, in order to fulfill the Board's remaining obligations under Section 2.3 of the Employment Agreement, Board representatives held a conference call with Dr. Gaber on July 27, 2020 (the "Evaluation Call") to provide her with a summary evaluation of her performance as University President for the fiscal year of the University ending on June 30, 2020.

NOW, THEREFORE, BE IT RESOLVED,

that the Board approves, ratifies and confirms the actions taken by Board representatives and determines that the Evaluation Call satisfies the obligations of the Board under Section 2.3 of the Employment Agreement for the fiscal year of the University beginning on July 1, 2019 and ending on June 30, 2020.

Attachment 3

**THE UNIVERSITY OF TOLEOD BOARD OF TRUSTEES
RESOLUTION NO. 20-07-20
DR. SHARON L. GABER PERFORMANCE INCENTIVE**

- WHEREAS,** pursuant to Section 3.2 of the Employment Agreement, the Board may, in its sole discretion, award Dr. Gaber performance incentive compensation during each fiscal year of the University ending June 30th; and
- WHEREAS,** the Board has completed its review of all pertinent criteria for the fiscal year of the University ending on June 30, 2020, including, but not limited to, the University's financial condition and other relevant factors.

NOW, THEREFORE, BE IT RESOLVED,

that, upon consideration of the above, the Board has determined not to award Dr. Gaber performance incentive compensation for the fiscal year of the University beginning on July 1, 2019 and ending on June 30, 2020.