

BOARD OF TRUSTEES
Minutes of the Board of Trustees Meeting
Marcum Conference Center 180/6, Oxford, Ohio
Thursday, March 2, 2023

The Secretary to the Board of Trustees confirms that as specified in the Regulations of the Board of Trustees of Miami University, in compliance with Section 121.22 of the Ohio Revised Code, due notice was given prior to holding this meeting of the Board of Trustees.

The meeting was called to order at 11:45 a.m. with Chair Mary Schell presiding. Roll was called with a majority of Trustees present, constituting a quorum. In addition to the Trustees, attending for all or part of the meeting were - President Greg Crawford; Provost Liz Mullenix; Senior Vice President David Creamer; Vice Presidents Cristina Alcalde, Jayne Brownell, Brad Bundy, Ande Durojaiye, Sue McDowell, Jessica Rivinius, David Seidl, Amy Shoemaker, Brent Shock, and Randi Thomas; Director of Athletics, David Sayler; Executive Assistant to the President, Dawn Tsirelis; Associate Vice President Dawn Fahner; Director of Executive Communications, Ashlea Jones; Executive Fellow Stacey Lowery Bretz; and Ted Pickerill, Chief of Staff, and Secretary to the Board of Trustees; along with many others in attendance to assist or observe.

Roll call of Trustees:

Present:	Steve Anderson	Zachary Haines (arrived after roll)
	Ryan Burgess	Beth McNellie (arrived after roll)
	Sandra D. Collins	John Pascoe
	John Fazio (Student Trustee)	Rod Robinson
	Debbie Feldman	Mary Schell
		Mark Sullivan (National Trustee)

Absent: National Trustees Biff Bowman, Dinesh Paliwal, and Jeff Pegues
Student Trustee Dawson Cosgrove

Public Business Session

Enrollment Update

Assistant Vice President and Director of Admission Bethany Perkins provided an undergraduate enrollment update, and Dean of the Graduate School Mike Crowder addressed graduate student admission.

AVP Perkins stated applications to date exceed 35,000 - the most ever - and are 14.8% ahead of last year. With over 4,000 international applications, they are up 56.7% over last year; however, many are from international applicants seeking high levels of financial support, and therefore the number of international admissions to date is actually down from last year. Applications to every Oxford academic division are up, with Education Health and Society seeing the greatest increase at 35.4%. Regarding the overall increase, AVP Perkins explained

that the practice implemented three years ago to reach out earlier in a student's time at High School, is now resulting in greater awareness of Miami University, and more applications.

She then reviewed applications and admission by national region. Every region – West, South, Midwest, Northeast, and Ohio, are up over last year, with most at all-time record numbers.

She updated the Committee on key tactics employed for recruiting this year. They include:

- Expanded digital marketing and physical presence out-of-state and internationally
- Increased digital advertising and creating an aura of selectivity for events
- Increased name purchases across all high school years to grow the top of the funnel
- Identifying high impact counselors and inviting them to the Counselor Advisory Board and other programs
- Recruiting institutional partners for Consortium Travel
- Reimagining the campus visit experience
- Reimagining high-achieving student yield events
- Combining undergraduate and graduate recruiting internationally

AVP Perkins provided an overview of the admission “funnel” from prospects to enrollment. She also discussed yield strategies which include; Red Brick Roadshows, Make it Miami, Scholar's Showcase, and Family-Inclusive Communications.

Dean Crowder then discussed graduate student enrollment. He began by outlining strategies to increase graduate net revenue, which include; maximizing the graduate student state subsidy, creating new revenue-generating graduate programs, providing online professional education programs, and funding graduate assistants through external grants.

He then reviewed application and admission numbers and the results of the recruitment digital marketing campaign, which show a significant increase in impressions year-over-year.

[Associated material is attached.](#)

Executive Session

Following a motion by Trustee Robinson, a second by Trustee McNellie and unanimous roll call vote, with nine voting in favor and none opposed, the Board convened to Executive Session to consult with counsel, for matters required to be kept confidential - trade secrets, for personnel matters - the promotion of public employees, and for the purchase or sale of property, as provided by the Open Meetings Act, Ohio Revised Code Section 121.22.

Return to Public Session

Other Business

No additional business was conducted.

Adjournment of Meeting

With no other business to come before the Board, Trustee Haines then moved, Trustee Collins seconded, and by unanimous voice vote, with all voting in favor and none opposed, the Board, adjourned at 1:45 p.m.



T. O. Pickerill II
Secretary to the Board of Trustees



March 2023

Enrollment Update



Undergraduate Admission

Fall 2023 Applications

Residency

	2021	2022	2023	Δ 2022 to 2023
Non-Resident	16,207	15,737	19,086	21.3%
Domestic Non-Resident	14,013	13,100	14,955	14.2%
International	2,194	2,637	4,131	56.7%
Ohio Resident	14,255	14,999	16,207	8.1%
Grand Total	30,462	30,736	35,293	14.8%

Data as of February 16



Fall 2023 Applications

Divisions

	2021	2022	2023	Δ 2022 to 2023
CAS	12,433	11,836	12,214	3.2%
FSB	8,056	8,457	9,687	14.5%
CEC	4,147	4,274	5,456	27.7%
EHS	2,690	2,780	3,765	35.4%
CCA	1,670	1,761	2,065	17.3%
NURSING	1,466	1,628	2,106	29.4%
Grand Total	30,462	30,736	35,293	14.8%

Data as of February 16



Fall 2023 Admits

Residency

	2021	2022	2023	Δ 2022 to 2023
Non-Resident	10,893	11,893	12,618	6.1%
Domestic Non-Resident	10,310	10,987	12,059	9.8%
International	583	906	559	-38.3%
Ohio Resident	9,727	11,518	13,295	15.4%
Grand Total	20,620	23,411	25,913	10.7%

Data as of February 16



Western Region and Divisions

Applications

WEST				
2019	2020	2021	2022	2023
1,209	1,137	1,170	1,065	1,143
Mountain				
457	396	498	472	494
Pacific				
752	741	672	593	649



Admits

WEST				
2019	2020	2021	2022	2023
937	881	788	830	895
Mountain				
367	330	366	397	417
Pacific				
570	551	422	433	478

Data as of February 16



Midwest Region and Divisions

Applications

MIDWEST				
2019	2020	2021	2022	2023
18,573	18,696	21,265	21,773	24,064
East North Central				
17,768	17,796	20,324	20,797	23,098
West North Central				
805	900	941	976	966



Admits

MIDWEST				
2019	2020	2021	2022	2023
14,372	15,308	15,088	17,435	19,840
East North Central				
13,658	14,517	14,381	16,564	19,030
West North Central				
714	791	707	871	810

Data as of February 16



South Region and Divisions

Applications

SOUTH				
2019	2020	2021	2022	2023
2,455	2,447	2,929	2,649	3,009
East South Central				
767	691	856	726	889
South Atlantic				
1,472	1,512	1,777	1,621	1,780
West South Central				
216	244	296	302	340



Admits

SOUTH				
2019	2020	2021	2022	2023
1,974	2,030	2,096	2,125	2,371
East South Central				
665	616	649	619	756
South Atlantic				
1,152	1,235	1,268	1,293	1,366
West South Central				
157	179	179	213	249

Data as of February 16



Northeast Region and Divisions

Applications

NORTHEAST				
2019	2020	2021	2022	2023
3,058	2,879	2,942	2,655	2,982
Mid Atlantic				
1,920	1,780	1,848	1,759	1,946
New England				
1,138	1,099	1,094	896	1,036



Admits

NORTHEAST				
2019	2020	2021	2022	2023
2,313	2,285	2,061	2,127	2,266
Mid Atlantic				
1,446	1,419	1,294	1,428	1,482
New England				
867	866	767	699	784

Data as of February 16



Ohio Regional



OHIO					
	2019	2020	2021	2022	2023
Applications	12,428	12,472	14,323	15,081	16,293
Admits	9,121	9,988	9,753	11,558	13,343
Northern					
Applications	4,339	4,444	5,050	5,287	5,857
Admits	3,298	3,680	3,489	4,146	4,830
Central					
Applications	4,083	3,956	4,640	4,930	5,190
Admits	2,951	3,151	3,192	3,763	4,246
Southern					
Applications	4,006	4,072	4,633	4,864	5,246
Admits	2,872	3,157	3,072	3,649	4,267

Data as of February 16



UPDATE

Key Tactics for 2023



- ✓ Expand digital marketing and physical presence out-of-state and internationally
- ✓ Increase digital advertising and create aura of selectivity for events
- ✓ Increase name purchases across all high school years to grow the top of the funnel
- ✓ Identify high impact counselors and invite to Counselor Advisory Board and other programs
- Recruit institutional partners for Consortium Travel
- ✓ Reimagine the campus visit experience
- ✓ Reimagine high-achieving student yield event
- ✓ Combine undergraduate and graduate recruiting internationally

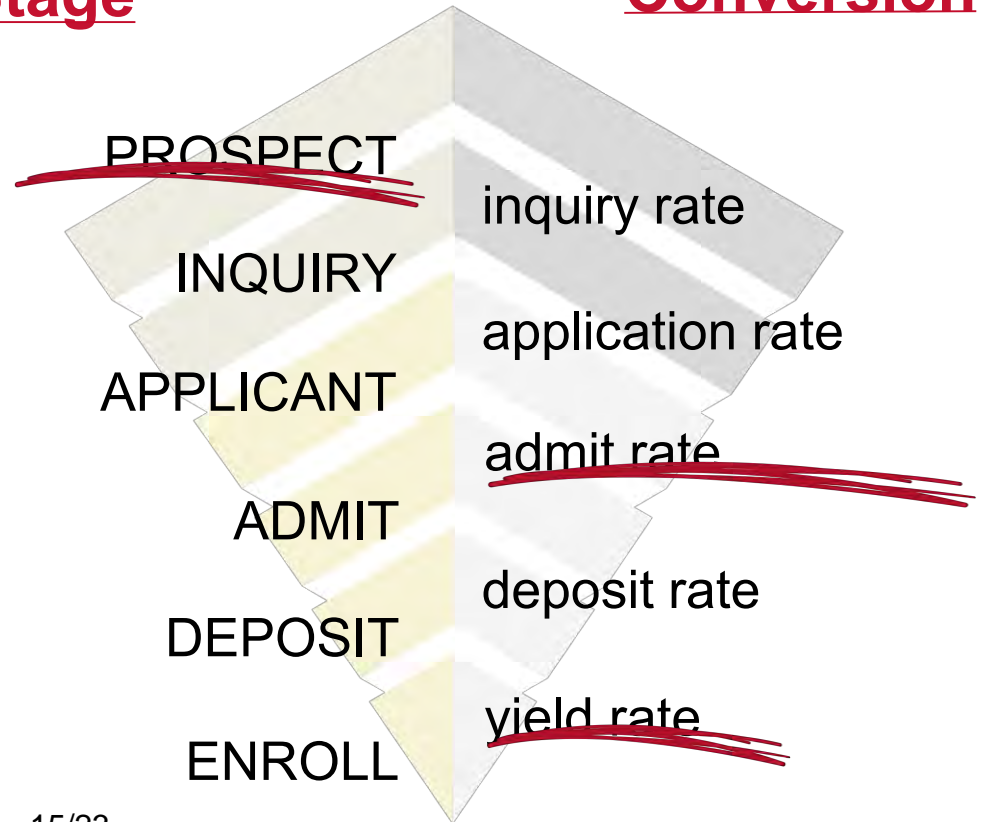
The Funnel

The work of recruitment is organized and accomplished through the “funnel”. We will focus on three key stages.

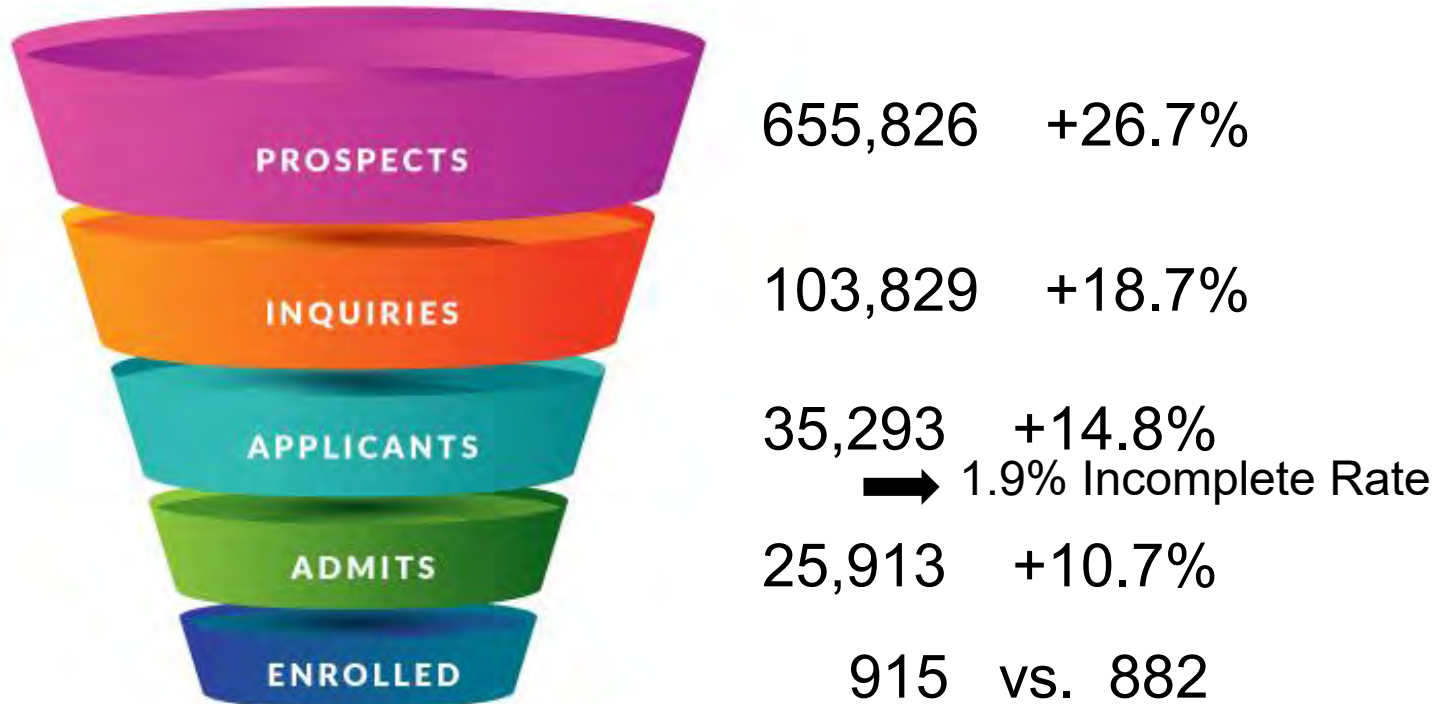


Stage

Conversion



Miami's 2023 Admission Funnel



Yield Strategy

Miami will offer best-in-class service through engaging, timely events and responsive, relevant communications.

-  **RED BRICK ROADSHOW:** All out-of-state receptions reached **maximum capacity**.
-  **MAKE IT MIAMI:** Miami will offer up to 9 admitted student days this spring.
-  **SCHOLARS SHOWCASE:** Over 200 students interviewed at Miami's new, premier scholarship event in February.
-  **FAMILY-INCLUSIVE COMMUNICATION:** Current Miami parents played a large role in Miami's new parent email campaign.

{CAMPUS VISITS}

Registrations for Make it Miami are up 39% over last year at this time.



International

Travel

- Agent development
- Recruitment fairs

Marketing

- QS Stars
- Ping Pong Digital
- MS in Computer Science in India

Admission Process

- Considering Financial Resources
- Rolling Admission

On-Ground Presence

- Recently hired China representative
- Currently hiring in India



EXCELLENT



Graduate Admission



Graduate Net Revenue Strategy Update

1. Maximize Graduate State Subsidy - **in progress**
2. New Revenue-Generating Graduate Programs
3. Online Professional Education Programs
4. Graduate Assistants on External Grants

New Grad Programs 2023

Curriculum & Instruction
MS Biomedical Sciences
Physician Associate
Clinical Engineering
Computer Science (non-thesis)
Sports Analytics (online)

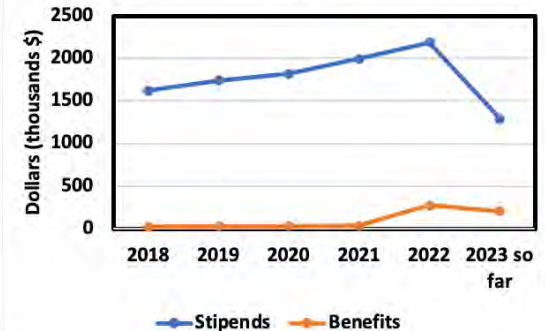
Professional Education

miniMBA (2)
DEI in Leadership (9)
Miami Writing Institute (118)
Analytics Essentials (42)
Leadership Essentials - coming soon
Digital Marketing - coming soon

Under consideration

Biodesign Technology
Climate Resilience
Digital Health Admin. Solutions
Human Resources
Supply Chain Mgmt (online)
Postsecondary Online Teaching

Graduate Students supported by External Grants



Graduate Admission

Total

	2021	2022	2023
Applications	2,279	2,827	2,561
Admits	378	673	729
Confirms	209	314	348

Excludes certificate and non-degree.

Professional

	2021	2022	2023
Applications	475	703	722
Admits	68	254	300
Confirms	41	145	176

Accountancy • MBA • Business Analytics
 Computer Science • Creative Writing
 MEET • Esports Management • Nursing
 Management • Social Work • Special
 Education • Sports Analytics • Athletic
 Training • Dragonfly • Biomedical Sciences
 Physician Associate • Clinical Engineering
 Curriculum & Instruction

BA/MA

	2021	2022	2023
Applications	115	144	143
Admits	88	116	105
Confirms	63	102	90



Marketing Graduate Programs

Digital Campaigns

- Localized
- Programmatic

Current Students

- Print mail
- Email campaign
- Graduate fair

Alumni

- Webinar
- Email campaign



From Facebook



From USA Today



BOARD OF TRUSTEES
Minutes of the Board of Trustees Meeting
Marcum Conference Center 180/6, Oxford, Ohio
Friday, March 3, 2023

The Secretary to the Board of Trustees confirms that as specified in the Regulations of the Board of Trustees of Miami University, in compliance with Section 121.22 of the Ohio Revised Code, due notice was given prior to holding this meeting of the Board of Trustees.

The meeting was called to order at 9:00 a.m. with Chair Mary Schell presiding. Roll was called with a majority of Trustees present, constituting a quorum. In addition to the Trustees, attending for all or part of the meeting were - President Greg Crawford; Provost Liz Mullenix; Senior Vice President David Creamer; Vice Presidents Cristina Alcalde, Jayne Brownell, Brad Bundy, Ande Durojaiye, Sue McDowell, Jessica Rivinius, David Seidl, Amy Shoemaker, Brent Shock, and Randi Thomas; Director of Athletics David Saylor; Executive Assistant to the President Dawn Tsirelis; Associate Vice President Dawn Fahner; Director of Executive Communications Ashlea Jones; Executive Fellow Stacey Lowery Bretz; and Ted Pickerill, Chief of Staff, and Secretary to the Board of Trustees; along with many others in attendance to assist or observe.

Roll call of Trustees:

Present:	Steve Anderson	Zachary Haines
	Ryan Burgess	Beth McNellie
	Sandra D. Collins	John Pascoe
	Dawson Cosgrove (Student Trustee)	Rod Robinson
	John Fazio (Student Trustee)	Mary Schell
		Mark Sullivan (National Trustee)
Absent:	Trustee Debbie Feldman; National Trustees Biff Bowman, Dinesh Paliwal, and Jeff Pegues	

Public Study Session

Comments from the Public

The Board received comments from four members of the public, who spoke in support of faculty unionization.

Promotion and Tenure

Provost Liz Mullenix listed the names of all faculty to be considered for promotion and tenure later in the meeting, then highlighted several of them for the Board:

- Mary Virginia (Ginny) Boehme, Advise and Instruct, University Libraries, Candidate for Promotion to Associate Librarian
- Kristy Brann, Educational Psychology, College of Education, Health and Society,

Candidate for Promotion to Associate Professor and Tenure

- Andrew Casper, Art, College of Creative Arts, Candidate for Promotion to Full Professor
- Pubudu Kaluarachchilage, Mathematical and Physical Sciences, College of Liberal Arts and Applied Science, Candidate for Promotion to Associate Professor and Tenure
- Michele Navakas, English, College of Arts and Science, Candidate for Promotion to Full Professor
- Darryl Rice, Management, Farmer School of Business, Candidate for Promotion to Associate Professor and Tenure
- Mehdi Zanjani, Mechanical and Manufacturing Engineering, College of Engineering and Computing, Candidate for Promotion to Associate Professor and Tenure

[Provost Mullenix's presentation is attached](#)

Public Business Session

Approval of Prior Meeting Minutes

Trustee Burgess moved, Trustee Pascoe seconded, and by voice vote, the minutes of the prior meeting of the Board of Trustees were unanimously approved, with all voting in favor and none opposed.

Consent Calendar

Resolutions on the Consent Calendar, included:

- [Emerita/Emeriti](#)
- [Campus Naming](#)
- [Award of Tenure](#)
- [Reappointment of National Trustee Biff Bowman](#)
- [Award of Honorary Degrees](#)

Trustee Haines moved, Trustee Anderson seconded, and by voice vote the items on the Consent Calendar were unanimously approved, with all voting in favor and none opposed.

Chair's Comments

Chair Mary Schell relayed the following information:

Good morning and welcome to this meeting of the Miami University Board of Trustees.

I'd like to start my remarks by recognizing Dawson Cosgrove for his two years of service as a student trustee. This Board and University have benefitted from Dawson's resiliency, dedication, and love for Miami, especially as we made our way through the difficult years of the pandemic. Student trustees are limited to a two-year term so this will be Dawson's last meeting as a member of the Board. We'll have more to say about your leadership a little later.

Jack, this now means you will be the senior student trustee even though you're still a sophomore. We hope you will continue Dawson's and Amitoj's example of committed service and mentorship.

A special welcome to Liz Mullinex and Jessica Rivinius now in their official roles as Provost and VP and Chief Marketing and Communications Officer. After serving in interim roles, they are now officially Miami's academic and communication and marketing leaders.

Yesterday, during our committee meetings, we continued to review sets of data and their measurements which allow us to track priority performance metrics against university goals. We heard from Jenn Benz, Assistant Vice President for the Center for Career Exploration & Success, who updated us on continued work to develop more internship opportunities and increased engagement with Ohio businesses.

Last month, along with President Crawford, I had the privilege to host a Central Ohio event bringing together leaders from Miami and the local employer community. We shared Miami's desire to serve, and deepen our relationships to expand internships to meet workforce needs by drawing upon the skills and knowledge of our students and world-class faculty.

The reception was overwhelming. Attendees were so impressed by Miami that the interest in partnering has already begun. We have the benefit of extremely successful alumni in communities all over Ohio and plan to build on the momentum of the Columbus event to bring our message to other cities around the state.

All of this outreach is intended to increase the number of Miami students who choose to remain in Ohio after graduation to begin and grow their careers.

Since our last meeting, there have been achievements, accomplishments, and Alumni contributions to acknowledge and celebrate.

Miamians have a long history of public service, from President Benjamin Harrison to Governor Mike DeWine. We are proud of our alumni who chose careers in the diplomatic and foreign services sector, in the United States and in other countries. To celebrate such service and to learn from it, Miami's Global Initiatives Program recently created an Ambassador in Residence program.

First in this new role is Ambassador emeriti Carlo Krieger, Miami Class of 1981. Mr. Krieger has served the Grand Duchy of Luxembourg as Ambassador to Brazil, China, Mongolia, Pakistan, Canada, and Mexico. He also served as a deputy in their Embassies in Washington, D.C. and Vienna. During his time on campus, Mr. Krieger will be available for public speaking, classroom visits and meetings, student advising, and other faculty, staff, and student engagement.

We're proud to welcome Carlo back to Oxford - where his son Louis recently graduated with both a Bachelor and a Master's degree - and look forward to learning from him, celebrating his success and service and sharing his unique experiences with our students.

Miami also has an alumna currently serving as an ambassador. Shefali Razdan Duggal, a 1993 graduate, was appointed by President Biden as U.S. ambassador to the Kingdom of the

Netherlands. As Ambassador, she leads the U.S. Mission, which consists of the Embassy in the Hague, a consulate general in Amsterdam, and staff working at the European Union Agency for Law Enforcement Cooperation (EUROPOL) and the American Military Cemetery and Memorial in Margraten.

Continuing with the theme of public service, I'm pleased to share that more than 30 Miami University students across several departments are taking part in international policy research by working on unique projects for the U.S. Department of State through the Diplomacy Lab, a program that draws upon the work of university students and professors to tackle individual foreign policy challenges around the globe.

Our global reputation and impressive record of international civic service makes it no surprise that Miami was recently awarded a five-star rating from a world-leader in higher education performance and insights. Quacquarelli Symonds - commonly called QS - awarded a five-star overall rating to Miami - one of only 108 universities in the world to receive the "excellent" rating. Founded in 1990 and headquartered in the United Kingdom, QS has grown into a global provider of services, analytics, and insight into the higher education sector. The QS Stars methodology evaluates institutions in dozens of indicators across at least eight categories.

Beyond our international success, Miami has also excelled here at home. Since our last meeting four of Miami University's degree programs were ranked among the best in their field by Intelligent.com in the online report, The Best Colleges of 2023. Miami's top-ranked degree programs are:

- No. 8 for Best Master's in Business Analytics Degree Programs
- No. 10 for Best Software Engineering Degree Program
- Miami Regionals were No. 29 for Best Online Colleges for Veterans
- The Farmer School of Business was No. 36 for Best Business Degree Programs

So, it comes as no surprise that Amazon has selected Miami University's Regional Campuses as an education partner for Amazon's Career Choice program, providing Amazon's hourly employees access to earn a college degree or micro-credential at little or no cost to them.

The State of Ohio awarded us \$1.2 million to advance Miami University's Project AWARE (Advancing Wellness and Resiliency in Education). The new funds provided by the Ohio Department of Mental Health and Addiction Services via the Substance Abuse and Mental Health Services Administration, will allow Project AWARE to increase awareness of behavioral issues among school-aged youth, and will help schools increase their capacity to provide mental health services and support by placing dedicated Behavioral Health and Wellness Coordinators in schools around the state.

Finally, there's late breaking news that has to do with RedHawk football. First, the 2023 football schedule was just released and Miami University's first game of the season on September 1st - away - is at the University of Miami. And, our own Athletic Director, David Saylor, has been selected to a three-year term on the College Football Playoff Selection Committee - the first ever MAC member to serve.

It is always such a pleasure to recognize our incredible students, faculty, staff, and alumni, and the whole Miami University community, for their achievements, efforts, commitment, and support. We appreciate all that you do.

Thank you, that concludes my remarks.

Love and Honor

Reports, Ordinances and Resolutions

Report of the Chair of University Senate Executive Committee

Chair Schell welcomed Dr. Poetter who relayed the following information:

Thank you for the opportunity to share some notes with you regarding Miami University Senate's work since the beginning of Spring Semester 2023.

Our January Senate Retreat, held on the Hamilton Campus, featured two major presentations, one on Paying attention to mental health issues by The Institutional Task Force on Student, Faculty, and Staff Mental Health and Well-being by several of its leaders Jayne Brownell, Brooke Flinders, and Claire Ruberg, and a second presentation on Exploring the concept of "feel" for well-being by Jay Kimiecik, KNH Associate Professor. These presentations generated substantive conversation and understanding regarding the work ahead and issues facing the entire campus, students, staff, and faculty. The senate retreats serve the purpose of building senate's capacity to discuss and address complex issues on campus. In this case, our focus was on mental health and well-being. I'm looking forward to the August 2023 retreat, and participating in it as "past chair."

Under the leadership this year of Senator Nathan French, the senate continues to host Senate Working Sessions, which as you know have been taking place since 2020, and are scheduled as needed during off-weeks of senate. In these sessions, senators and Miami Community members meet to discuss important topics that may be percolating for senate action. On January 30, Senator French hosted a senate working session to discuss a pending policy proposal outlining a response plan to address potential cases regarding SB 135, Ohio's recently adopted "free speech" bill.

In terms of formal senate business, we have been discussing and acting on several issues in Senate Executive Committee and on the floor of senate to date though no resolutions have been voted on yet. We have held just 3 meetings so far this semester. We do have pending resolutions that will be voted on this coming Monday March 6, 2023, and of course a docket that is building for discussion and action for our March and April meetings. I will be reporting on those results at your May meeting. However, we have had several presentations on the floor of senate this semester regarding critical issues on our campuses, including reports by Dean Ande Durojaiye, VP of the Regional Campuses on the Moonshot Project and its progress; an update on IT Services from David Seidl, Vice President for Information Technology and CIO; Amy Shoemaker, Vice President and General Counsel on policy to address SB 135; Leighton Peterson, Director of the Office of Liberal Education on the new Liberal Education Assessment Plan; and Cheryl Young, Vice President of Global Initiatives with a MUDEC Update.

And, as a special mention, I want to note for you that we devoted our entire senate meeting on February 6, as is our custom each Spring semester, to a presentation on the university budget by David Creamer, Sr. Vice President for Finance and Business Services, and Provost Mullenix. The presentation was well-received and helpful, and Provost Mullenix and Lindsay Carpenter are hosting their “Budget Road Shows” across the university in multiple settings of our colleges and campuses this Spring semester to discuss budget concerns based on the data shared on 2.6. We are all concerned with the budget, from all of our own unique perspectives, and this annual event and presentation, in my opinion, helps to frame and interpret the challenges we face as a community all together. And the extension of the information to at least the college level by leadership is a strong example of multiple layers of our system working together, as per our mission to share governance. I hope this important tradition and norm continues.

On a statewide level, I want to share a note about Miami’s influence for the good of higher education across Ohio. As you know, the current chair, chair-elect, and past chair of Miami’s University Senate Executive Committee are members of the Ohio Faculty Council, the body representing the senate bodies of the 14, four-year state colleges and universities in Ohio. Chaired by Wright State’s Laura Luehrmann, the OFC is recognized by the Chancellor and the Ohio Board of Regents. On February 10, the council held a joint session with the Ohio Faculty Senate of Community and Technical Colleges (the combined body is known as the Faculty Congress of Ohio), in which a resolution to support the Ohio College Teaching Consortium (the OCTC) was passed. The OCTC was founded in part, along with several other state education entities, by Miami University and the Howe Center for Writing Excellence. The OCTC is receiving significant leadership from Dr. Liz Wardle, the Howe Center’s Director and a University Senator. The OCTC was established in 2020 to promote student success by “collaborating across all Ohio public institutions of higher education in order to equip instructors at Ohio’s colleges and universities with evidence-based teaching strategies.” This entity has provided significant professional development across the state to enhance good teaching, hosting more than 40 sessions, and Senator Wardle and the Howe Center have been integral in its success. The Ohio Faculty Congress hopes that the resolution will lead to dedicated state funding for the work. I just want to go on record congratulating Senator Wardle for her outstanding work, for representing Miami at such a high level and selflessly with great effort behind the scenes, and for making a difference for all of Ohio’s students and faculty members.

And nearly last, we are so grateful to be working as a senate executive committee with such a strong and supportive provost. Senate Chair Provost Mullenix has been a tremendous colleague: knowledgeable, supportive, and effective in her work on the senate floor and behind the scenes. And it looks like we are in really good shape with leadership succession, with Tracy Haynes, Chair Elect, learning the ropes and ready to take the reins on the floor of senate from me this May and to share with you in this space during her June Senate report.

On behalf of university senate and senate executive committee, thank you for the opportunity to give a short update. I look forward to saying more about our progress as a university senate in May.

[The Senate report is attached.](#)

Report of the Student Body President

Chair Schell welcomed Amitoj Kaur who relayed the following:

Yesterday marked my three-year anniversary from when I was first appointed onto the Board of Trustees as a first-year student. It feels a bit surreal as I speak to you all three years later, as a Senior giving her actual final report to you all.

Right now, Student Body Presidential candidates are campaigning across campus, with voting just two weeks ahead of us. My year of service truly has blown by in the blink of an eye. Given I was privileged enough to spend three years with you all, I found it fitting to share three truths I learned in this past year of service.

- Breaking Glass Ceilings, is oftentimes very lonely
- Love and Honor is not a phrase, it is a way of life
- Student Leadership is powerful

I am privileged that my administration came with a flurry of “firsts”, I am the first Asian Student Body President we have had, the first commuter student to have such a role, Khenadi is the first woman in the armed forces to have the position she has, we were the first bipartisan endorsed ticket, the list goes on. While we have been welcomed with open and loving arms, the truth is being the first is a very lonely place to be sometimes.

As a woman of color, I am oftentimes scrutinized harder by the Miami community, I am held to a much higher standard than most of my predecessors were held to. There are higher expectations, with little compassion, when it comes to being the first.

As I move out of office, there will be plenty more “firsts” to come, we still have a long way to go. But, I share this all with you to say - if there was one thing I wish that was different about my year of service, it was the amount of systemic support I received.

Please do not get me wrong, you all are family, and I know you all root for me from the bottom of your hearts, but when we look at the job our student body president holds, oftentimes we hear of them when they achieve high successes, when they come to public speaking engagements, etc. - rarely do we reach out to them when things are not going well, when things are quiet, when perhaps they may be struggling.

The responsibilities of SBP are ones that do not end at 5 p.m. For the past year, there has never been a moment when I am not the SBP - and I am blessed to have the role I do. I am beyond grateful for the opportunity to serve a university that has given me everything. At the same time, I am exhausted, and I almost feared sharing this due to fear of disappointing the very folks that have been rooting for me. I will be okay, I am okay - as we welcome a new administration soon, I ask you all to check in on them, and perhaps encourage them to slow down, and enjoy the ride, and perhaps mentor them throughout extremely difficult decisions and pressures they will inevitably face.

With that being said, what a ride it has been. This past month we announced to the Miami community that this semester all women’s and gender-neutral restrooms will have free menstrual

products! The community could not be more excited and grateful that this initiative has finally come into play. As you all know, this is three years of work on my end - and it would not have been possible without Cody Powell, Jeremy Davis, and President Crawford.

Dean Durojaiye, you'd be happy to hear we are also partnering with the regionals SGA as well!

A quote from a student that stood out to me, when we announced this was "You always make Miami feel more like home" another was "Thank you for always taking care of us"

The concept of Love and Honor has been running deep this semester - the way I like to phrase it is RedHawks are taking care of RedHawks.

As May comes faster than we could ever expect, I see more and more of this on campus. Whether it is fraternity houses hosting Girl Scout Troops in their yards to increase cookie sales, student organizations conducting bake sales in Armstrong to finance their spring trips, or even just the chalk drawings on the sidewalk as you walk to class. Love and Honor is in the air.

As I begin to think about my next chapter, I could not be more excited for the future of student leadership. I will say, walking out of today's meeting is a lot easier knowing I am going out with my best friend. Dawson, congratulations on a phenomenal two years, I am a bit biased admittedly, but your service to this University has inspired many, and impacted thousands. Thank you for everything, on behalf of the student body.

With that, even more exciting news is that Jack officially gets promoted to being the senior student trustee! I could not feel more confident in the future of this position. Dawson and I are leaving the trusteeship in more than capable hands. Good luck, and know that you will not be alone - and that we are always here as a resource for you as you navigate the intricacies of your next year.

To everyone in this room, you are my village. I could not have imagined being able to do what I have these past few years without each and every one of you rooting for me since day one. While saying goodbye is bittersweet, I am excited to begin my next chapter. Upon graduation in May (fingers crossed), I will be moving to Columbus to work for JP Morgan Chase in their Leadership Development Program, where I will be concentrating on their digital media presence and marketing.

While Columbus is exciting, nothing ever compares to Oxford. I look forward to coming back, and finding ways to continue to serve a place that gave me everything I could ask for.

Here's to an amazing three years, to the student leaders to come, to new chapters, and to Miami University.

Thank you for loving me since day one, for amplifying my voice, and for believing in me, Chair Schell, it is with love and honor that I conclude my final report. Thank you.

President's Report

President Crawford began by highlighting Miami's recent 5-star rating by QS, then updated the Board on:

- Expressing our Excellence (Students)
- Honoring our graduates (Alumni)
- Solving World Challenges (Research)
- Engaging our Neighbors (Partnerships)
- Serving our Society (Faculty)

[The President's presentation is attached.](#)

Academic and Student Affairs Committee

Report of the Committee Chair

Committee Chair John Pascoe relayed the following:

The Academic and Student Affairs Committee met yesterday in Marcum Conference Center.

The Committee heard updates from Academic Affairs, the Vice President for Student Life, the Vice President for University Communications and Marketing, and the Vice President for Enrollment Management and Student Success. The Committee also received written reports from Associated Student Government and University Senate.

The meeting began with updates and presentations from Academic Affairs. Topics included updates from the Provost on new programs, MiamiRISE, education abroad, Moon Shot for equity, and student success. Associate Vice President Padma Patil presented comparative metrics to the Committee, and Dean Beena Sukumaran updated the Committee on initiatives within the College of Engineering and Computing.

Vice President Shock updated the Committee on Enrollment Management and Student Success, and Assistant Vice President Jenn Benz shared with the Committee initiatives for internships and experimental opportunities for our students.

Vice President Rivinius informed the Committee of brand awareness, news and media relations, and retail initiatives. Vice President Jayne Brownell provided a Student Life update, including information on mental health initiatives.

The Committee also received several written reports, including reports on International Education and Study Abroad/Away, the Graduate School, Accreditation Quality Initiatives, Residence Life and Living Learning Communities, the Rinella Learning Center, and a Student Housing Occupancy Update. These and the other written reports received will be included in the meeting's minutes.

Thank you, that concludes my report.

Resolutions

Promotion and Tenure

Provost Mullenix spoke in support of the resolution. Trustee Pascoe then moved, Trustee Burgess seconded, and by voice vote, the resolution was unanimously approved, with all voting in favor and none opposed.

Finance and Audit Committee

Report of the Committee Chair

Committee Chair Mark Sullivan relayed the following:

The Finance and Audit Committee met yesterday afternoon at the Marcum Conference Center. The Committee considered four resolutions and received several reports during the meeting. The four resolutions are all recommended for approval later in today's meeting.

Following the approval of the minutes from the prior meeting, the meeting began with a presentation on the billion-dollar campaign by Vice President Bundy. Mr. Bundy informed the committee that last year was historical for Miami University as it not only received its largest gift ever but raised over \$100 million for the calendar year. The University has now raised over \$600 million during the campaign and is more than 60% towards its campaign goal.

The committee thanked Mr. Bundy and his staff for their successful year and expressed its gratitude to the many donors who made last year's record setting year possible, including Trustee Paliwal, for his gift to endow the deanship for the College of Engineering and Computing.

The committee also received a presentation from Senior Vice President Creamer about the planning for the 2024 budget. Dr. Creamer provided the committee with some highlights from the Governor's proposed budget and explained some of the challenges that today's inflationary environment is creating for next year's budget. The most important element of next year's budget is the progress that is expected to be made on tuition revenue. Associate Vice President Perkins and Dean Crowder provided the entire Board of Trustees with a very positive fall enrollment outlook during the midday session that suggests the University is on track to reverse the revenue reductions for classes that enrolled during the pandemic. Enrolling an entering cohort that provides tuition revenue comparable to before the pandemic is needed to eliminate the present budget deficit and provide the level of revenue growth necessary to continue to invest in Miami's faculty and staff and offer an outstanding education to Miami's students.

As I noted earlier, the committee considered four resolutions yesterday: three were for proposed construction projects and one for a new quasi-endowment. Two of the capital project resolutions authorize the pre-purchase of equipment for the renovation of Bachelor Hall and to undertake the north campus geothermal project. These early authorizations are necessary to

avoid supply chain issues that continue to make it difficult to maintain project schedules. A resolution authorizing a fresh air project for Tappan Hall and a new quasi-endowment for the College of Arts and Science were also reviewed and discussed by the committee. All four resolutions were unanimously recommended by the committee.

The committee also received a report from its investment subcommittee and discussed some potential revisions to its charter and the university's debt policy. These changes will be considered and acted on at either the May or June committee meeting.

The committee concluded yesterday's meeting with a brief update on the ERP project from Vice President Seidl. While this project is still in its very early stages, it is off to a very good start.

Madam Chairperson, that concludes the report for the Finance and Audit Committee.

Ordinances and Resolutions

Resolutions

Bachelor Hall

Tappan, Emerson, and Morris Halls

The North Chiller Plant

The construction resolutions; Bachelor Hall; Tappen/Emerson/Morris Halls, and the North Chiller Plant were considered in a single vote.

Senior Vice President Creamer spoke in support of the resolutions. Trustee Collins then moved, Trustee Anderson seconded, and by voice vote, the resolutions were unanimously approved, with all voting in favor and none opposed.

Quasi Endowment

Senior Vice President Creamer spoke in support of the resolution. Trustee McNellie then moved, Trustee Pascoe seconded, and by voice vote, the resolution was unanimously approved, with all voting in favor and none opposed.

Student Trustee Reports

Student Trustee Cosgrove relayed the following:

As always, it is a pleasure to be here with you all today and to have the opportunity to catch up with everyone here over the past couple of days. Today is kind of a bittersweet day for me. It marks the beginning of the end of this particular chapter in my life.

When I came to Miami four years ago, I had no intention of staying here for 4 years. My

goal was to work hard my first year and transfer out to a different school. The thing that kept me here, and I tell her every time I see her, is Michelle Thomas sitting down with me and simply having a conversation about what my 4 years here could potentially look like.

I say all this to say, it is not necessarily the coursework or the city, although Oxford is beautiful, that kept me here 4 years ago; it is the people who make Miami University special. I have said this throughout the entirety of my appointment but it is everyone I have had the pleasure of working with that makes Miami University what it is and I am so grateful to have had this opportunity to serve as a student trustee. It has been the honor of a lifetime to be able to be a representative of the student body and of Miami University.

Coming into Oxford as a freshman I had the aspirations to try to make Miami a better place than when I arrived. I can proudly say that I gave everything I had to this role and to this university. This experience has been incredibly rewarding for me because it has allowed me to plant the seeds of change. I take a lot of pride in, ironically, not being able to see the things I have helped change. It is through my role on the Student Mental Health Task Force that I was able to help analyze where we can improve our resources. And through my role as the Head Student Instructor for the business team in Rinella, I have been able to help grow a team that will continue to help students far past my time as a student trustee. This position has provided me with an opportunity to try to make that change.

I need to take some time to say a few special thank you's. First, to all of you here in this room for allowing me a space and an environment to grow despite the stakes of the positions you all hold. I know he is not here, but I want to thank David Budig for all his dedication to this university and to me. After my appointment, he made sure to take time out of his schedule to sit down with me and walk through my role. It was supposed to be a 30-minute meeting but we stayed there for an hour and a half and that truly resonated with me. I also need to thank Chair Schell for her continued support of this university and our role. Being named as student trustee I went through periods where I thought I was there to just check a box. However, you helped instill in me that we are valued and listened to.

To Jack, thank you for allowing me to fail and grow as the senior student trustee. It has been incredible to watch your development and maturity in this role. I am confident that this position will continue to succeed because of your leadership. I am excited to see the amazing things you will do with the new student trustee and know I am always just a text away. To Amitoj, thank you for teaching me how to be authentically me. I came into this role knowing almost nothing and I leave with an abundance of knowledge due to her leadership and guidance. It has been an honor to see both of you work tirelessly to give back to this university day in and day out, you too both inspire me.

I cannot say it enough but thank you, truly, from the bottom of my heart for everything. I may be leaving this role but the knowledge, experiences and connections I gained from this role will never leave me. I am looking forward to enjoying my last couple months in Oxford and heading to Chicago post-graduation.

With Love and Honor.

Student Trustee Fazio relayed the following:

It's been so nice to be able to be back on campus and enjoy the weather these last few days. While I was missing campus this winter, I had the privilege of participating in a Miami study abroad program. I spent two weeks in Belize with a group of nursing students and faculty, where we partnered with local doctors to do community outreach and collect public health data. We had the opportunity to meet people in their homes, and speak about their health and community in their language. Most days, we would help assess and treat up to a hundred patients with concerns ranging from diabetes management to infectious diseases. I was there with a group of students I had never met before, and left with almost all of them as friends. This experience was not unique to me. Most of my friends were involved in a Miami study abroad or away program recently. From my roommate to my lab partner, we traveled to Europe, Central America, New York City, and more. We all came back ready to travel again, and are looking forward to our next opportunity to experience the world outside of Miami. Which seems especially relevant now, with the beginning of our first ambassador in residence.

Now that we are back on campus, I have to face the reality that Dawson is moving on. While I am sad to have to let Dawson go, I will continue the hard work he has shared with me. I will continue to advocate for the student body through this transition, especially in the effort to develop mental health infrastructure at Miami. As we've heard consistently, we are at a crucial moment with mental health on campus. So many of our students have found themselves struggling. Our students now, and the ones who will come to us in the future, need our help. We have numerous people who have committed themselves to being a part of the solution, which grants us the opportunity to become better at helping our students grow into themselves. I have been the student who needs that help, and I know the difference it can make to get it.

Part of this focus must be on an inclusive Miami. I believe that having an accepting and supportive community is integral to our students' mental health. We have made great progress in this area, and I feel fortunate to be able to continue to be a part of that. Initiatives like Dr. Alcalde's campus climate survey and DEI strategic plan reach so far beyond her office, and touch every aspect of campus life. I will also continue to help ensure that all students, regardless of the identities they hold, have a voice they feel truly represents them. As we move forward, I will help facilitate open discussion and collaboration across Miami to guide deliberate, impactful, and lasting change.

So many of these goals and skills are things Dawson has shown me. Over the last eight months, Dawson has been my teacher, mentor, sounding board, and friend, and now we must say goodbye. Since today marks his last meeting, I have to point out that over the last few months he has answered well over a thousand questions. He has tolerated mistakes both small and large graciously, and managed to turn every one of them into a valuable learning experience. Dawson, you were the teacher I needed when I began this journey. You've taught me the things I didn't know that I didn't know. I hope that I can emulate half the strength and patience that you have shown me. You and Amitoj together have continued the tradition of leaving impressively large shoes for the next student trustee to fill. To both of you, this isn't an easy goodbye, but it is easier knowing the amazing things you have waiting for you. While I'm excited for you both, I have to admit I am just a little scared for what comes next without you both here. Your support and advice are one of the only reasons I have made it through this last year, and selfishly, I don't want to let you go. But I know that someday soon all of us in this room will be marveling at the

breathhtaking things you're doing out in the world. Thank you for the many hours, the stress, and the love you have given to me, the Student Body and Miami, I know we're all going to miss you.

With Love and Honor, I conclude my report.

Other Business

Revisions to the Foundation Code of Regulations

Vice President Amy Shoemaker outlined the changes. Trustee Anderson then moved, Trustee Robinson seconded, and by voice vote, the resolution was unanimously approved, with all voting in favor and none opposed.

Resolution of Appreciation for Student Trustee Dawson Cosgrove

Student Trustee Dawson Cosgrove was attending his final meeting as a student trustee. The Board lauded Trustee Cosgrove praising his enthusiasm, authenticity, growth, leadership, impact and humility. Trustee Burgess then moved, Trustee Pascoe seconded, and by voice vote, the resolution was unanimously approved, with all voting in favor and none opposed.

Executive Session

Following a motion and a second, by unanimous roll call vote, with eight voting in favor and none opposed, the Board convened to Executive Session to consult with counsel, review pending litigation, for matters required to be kept confidential - trade secrets, for personnel matters - the hiring of public employees, and for preparations for negotiations with public employees; as provided by the Open Meetings Act, Ohio Revised Code Section 121.22.

Return to Public Session

Other Business

No additional business was conducted.

Adjournment of Meeting

With no other business to come before the Board, following a motion and a second, by unanimous voice vote, with all voting in favor and none opposed, the Board adjourned at 1:30 p.m.



T. O. Pickerill II
Secretary to the Board of Trustees

Promotion and Tenure Recommendations

Board of Trustees meeting
March 3, 2023



MIAMI UNIVERSITY

Candidates for Promotion and Tenure

Tenure and Promotion to Associate Professor

Facundo Alonso
Adam Beissel
Kristy Brann
Nathaniel Bryan
Britt Cole
Deepak Dawar
Jason Gaddis
Michael Hatch
Eric Hodgson

Tereza Jezkova
J. Andrew Jones
Pubudu Kaluarachchilage
Emily Legg
Wayne Nirode
Joseph Nwankpa
Arnold (AJ) Olszewski
Darryl Rice

Naaborle Sackeyfio
Joseph Snyder
John Tchernev
Nam Vu
Xin Wang
Timothy Wilson
Marly Wooster
Mehdi Zanjani
Alexis Zehler

Candidates for Promotion and Tenure

Promotion to Full Professor

Mary Ben Bonham
Andrew Casper
Gulen Cevik
Diane Fellows
Neringa Klumbyte

Jing Li
Michele Navakas
Barbara Oswald
Pepper Stetler
Siok Lian Tan

Promotion to Associate Librarian

Mary Virginia (Ginny) Boehme

Promotion to Tenure

Philippe Giabbanielli

Mary Virginia (Ginny) Boehme

Advise and Instruct
University Libraries

Candidate for Promotion to Associate Librarian

Joined Miami in 2017 as a Science Librarian

Master, Library and Information Studies, University of Alabama



Kristy Brann

Educational Psychology

College of Education, Health and Society

Candidate for Promotion to Associate Professor and Tenure

Joined Miami in 2017 as an Assistant Professor

Ph.D., School Psychology, University of Missouri



Andrew Casper

Art

College of Creative Arts

Candidate for Promotion to Full Professor

Joined Miami in 2007 as a Visiting Assistant Professor

Tenured and Promoted to Associate Professor in 2015

Ph.D., Art History, University of Pennsylvania



Pubudu Kaluarachchilage

Mathematical and Physical Sciences

College of Liberal Arts and Applied Science

Candidate for Promotion to Associate Professor and Tenure

Joined Miami in 2017 as an Assistant Professor

Ph.D., Statistics, University of South Florida



Michele Navakas

English

College of Arts and Science

Candidate for Promotion to Full Professor

Joined Miami in 2014 as an Assistant Professor

Ph.D., English, University of California



Darryl Rice

Management

Farmer School of Business

Candidate for Promotion to Associate Professor and Tenure

Joined Miami in 2015 as an Assistant Professor

Ph.D., Business Administration, University of Central Florida



MIAMI UNIVERSITY

23/18

Mehdi Zanjani

Mechanical and Manufacturing Engineering
College of Engineering and Computing
Candidate for Promotion to Associate Professor and Tenure

Joined Miami in 2017 as an Assistant Professor

Ph.D., Mechanical Engineering and Applied Mechanics,
University of Pennsylvania



March 3, 2023
Consent Calendar

RESOLUTION R2023-22

BE IT RESOLVED, that the Board of Trustees hereby approves the following for the rank of Administrator Emerita effective on the formal date of retirement:

Carol Klumb
Advancement

Approved by the Board of Trustees
March 3, 2023



T. O. Pickerill II
Secretary to the Board of Trustees

March 3, 2023
Consent Calendar

RESOLUTION R2023-23

BE IT RESOLVED: that the Board of Trustees hereby approves the following naming recommendations of the Committee for Naming Campus Facilities:

Schumacher Student Media Suite
Located in the Armstrong Student Center

WestRock Classroom
Located in the Engineering Building, to be named for a limited term of four years

*Approved by the Board of Trustees
March 3, 2023*



T. O. Pickerill II
Secretary to the Board of Trustees

March 3, 2023
Consent Calendar

RESOLUTION R2023-24

BE IT RESOLVED, that the Board of Trustees hereby approves the award of tenure to the following new faculty, effective at the start of their appointment:

William Ederington
Professor, Economics

Anne Williamson
Associate Professor, Political Science

Sarah Larson
Associate Professor, Political Science

Judy Alston
Chair & Professor, Educational Leadership

Approved by the Board of Trustees
March 3, 2023



T. O. Pickerill II
Secretary to the Board of Trustees

March 3, 2023
Consent Calendar

RESOLUTION R2023-25
Reappointment of Biff Bowman as a National Trustee

BE IT RESOLVED: that the Board of Trustees re-appoints Biff Bowman for a second three-year term as a National Trustee, beginning at the conclusion of the current term on May 1, 2023, and ending on April 30, 2026.

Approved by the Board of Trustees
March 3, 2023



T. O. Pickerill II
Secretary to the Board of Trustees

March 3, 2023
Consent Calendar

RESOLUTION R2023-26

BE IT RESOLVED; that the Board of Trustees hereby approves the awarding of an honorary degree of Doctor of Humane Letters (L.H.D.) to:

Phillip Crowder
David Dafoe '84
Sharon Mills Draper '73
Shefali Razdan Duggal '93
Carlo Krieger '81
George Lentz '73

Approved by the Board of Trustees
March 3, 2023



T. O. Pickerill II
Secretary to the Board of Trustees

PHILIP CROWTHER



BACKGROUND:

- Philip holds a bachelor's degree in Hispanic Studies from King's College London and a postgraduate diploma in Broadcast Journalism from the London College of Communication (University of the Arts, London).
- Philip is a multilingual TV and radio journalist. Born in Luxembourg to a British father and German mother, he is a native speaker of English, German and Luxembourgish as well as a fluent speaker of French, Spanish and Portuguese. He is the international affiliate reporter for the Associated Press (AP) and reports in the previously mentioned six languages for AP's broadcast partners.
- He covers U.S. diplomacy, foreign policy, politics, and current affairs, and reports from around the world on breaking news stories. He was the president of the White House Foreign Press Group during the Trump transition and is a current member of the White House Correspondents' Association with hard-pass access to the White House, having covered both the Obama and Trump administrations.
- Philip joined the AP's Global Media Services department in March 2019 and has since covered major events around the world. He has reported from the G20 summit in Japan, from the G7 summit in the United Kingdom, and the Olympic Games in Tokyo. In the Americas, he has covered the coup attempt in Venezuela, the wildfires in Brazil, and the hurricane Dorian aftermath in The Bahamas.
- In the United States, Philip has covered innumerable Democratic Party debates, Presidential debates, and Trump rallies across the country. He regularly reports for the likes of Voice of America, Newsy, Euronews, CGTN, TRT World, Arise News, EWTN, as well as national broadcasters in the likes of Australia, New Zealand, France, Belgium, Germany, Switzerland, Luxembourg, South Korea, Canada, and the United States.
- With his live broadcasts Philip reaches every single continent and a very sizable share of the world population. Some of Philip's reporting can be found on his social media feeds, with recent examples of his six languages in action on his Instagram, Twitter and Facebook feeds.
- Before moving to Washington in 2011, he was a reporter and news anchor at France 24 in Paris, covering events in Ghana, Angola, South Africa, Germany, the United Kingdom, as well as the revolution in Libya.

DAVE DAFOE '84



MIAMI SERVICE: Dave is currently on the Foundation Board and serves as the chair of the Communications Committee. He was also a recent member of the Scholarship Task Force. Past service includes being an Ambassador, MUCORP, Alumni Association Board of Directors, commencement speaker for the A&S in 2014, member of the College of Arts & Science Advisory Board and a Page Center mentor.

BACKGROUND:

- Dave graduated from Miami in 1984 with a B.A. in Zoology from the College of Arts and Science. As a student he served on the North Quad Programming Board and the Parents' Weekend Board while working at The Christ Hospital in Cincinnati to pay for school. Additionally, Dave earned his M.B.A. from Bellarmine University in 1991.
- Dave is the founder and owner of Flavorman and has become one of the country's foremost authorities on flavor. He began his career with Fries & Fries, now known as Givaudan. In 1989 he accepted a position with Brown-Forman Corporation in Louisville, KY to head up the product development of a new Jack Daniels Country Cocktails line. After five years with the company, Dave began Flavorman, previously named Pro-Liquitech known as the "Beverage Architects".
- Flavorman has grown from a consultation firm to an international, full-service custom product development and ingredient supply company. Marking the company's 20-year anniversary, Dave launched the Distilled Spirits Epicenter in 2012. Dave identified a need to support the rapidly growing craft distilling industry through education and production support services, which the Epicenter fulfills. Comprised of Grease Monkey Distillery, Moonshine University and Challenge Bottling, the Epicenter makes it possible for anyone to create and explore the possibilities in artisanal spirits. The company has been featured in *Bloomberg BusinessWeek*, CNN, the *Travel Channel's Bizarre Foods*, *Forbes*, the *Discovery Channel's Moonshiners* and *The New York Times*. Additionally, the Toasted Roll Liqueur featured at Alumni Weekend and other alumni events is a Flavorman creation.
- Dave was the Small Business Administration's Kentucky Business Person of the Year for 2016 and ranked 4th in the nation. Dave is active in the Louisville community and participation includes serving on the Norton Healthcare Foundation Board, being an active member of the Kentucky Southern Indiana World Affairs Council and as past president of the Board of Trustees at his church.

SHARON MILLS DRAPER '73



BACKGROUND:

- Sharon earned a M.A. in English in 1973. Prior to coming to Miami she graduated from Pepperdine University with a B.A. in English. Post-graduation, she began teaching in Cincinnati public schools and became locally famous for her "Draper Paper," a challenging research paper assigned to graduating seniors.
- Sharon's writing career began in 1990 when a ninth-grade student challenged her to "write something." She entered a short story in a contest being held by Ebony magazine and won. She received a monetary award, her story was published, and among those who wrote to congratulate her was Alex Haley, author of "Roots." She credits his letter with helping her realize she could be a writer and, in 2000, she retired from teaching to concentrate on writing.
- Sharon has received several awards, both for her books (too numerous to include here) and herself. Personally she's received:
 - Corretta Scott King Book Award (five thus far)
 - The Milken Family Foundation National Teacher of the Year (1997)
 - Ohio State Department of Education Ohio Pioneer in Education (1997)
 - YWCA Career Woman of Achievement
 - Dean's Award from Howard University School of Education
 - Pepperdine University Distinguished Alumnus Award
 - Marva Collins Education Excellence Award
 - Governor's Education Leadership Award
 - Duncanson Artist-in-Resident for the Taft Museum (1998)
 - Speaker (one of four) for Library of Congress' 2006 National Book Festival (D.C.) and represented the U.S. at the National Book Festival in Moscow
 - Beacon of Light Humanitarian Award (2008)
 - Jeremiah Ludington Memorial Award by the Educational and Media Association (2011)
 - Margaret A. Edwards Award from the American Library Association (2015)
- The Drapers primary philanthropic interests have been in support of Human Services in the greater Cincinnati area, including the YMCA, YWCA and Lighthouse Youth Services.

SHEFALI RAZDAN DUGGAL '93



MIAMI SERVICE: Shefali most recently served on the Inside Washington Board, from 2015 through 2021, after participating in the program in DC in 2014. She was also a guest panelist at the Women's Leadership Symposium in April 2014 and has been back to campus to speak in classes.

BACKGROUND:

- Shefali graduated from Miami in 1993 with a B.S. in Mass Communication from the College of Arts and Science. She advanced her education earning a M.A. from New York University in Media Ecology.
- Shefali was sworn in as the U.S. ambassador to the Kingdom of the Netherlands in September 2022.
- She is a political activist (fundraising and outreach) with a deep commitment for helping elect more women to office and promoting South Asian political participation. She has held various roles with the Democratic Party; including a variety of positions in several national-level political campaigns, transition teams, and the Democratic National Committee.
- Shefali currently serves on the Leadership and Character Council at Wake Forest University. She has also been involved as a San Francisco Committee member of Human Rights Watch, recently served on the National Finance Committee of Joe Biden for President 2020, and was a national co-chair of Women for Biden. She has also served as a deputy national finance chair at the Democratic National Committee, was a National Board of Directors for Emily's List from 2014 to 2020, was appointed by President Barack Obama to the United States Holocaust Memorial Council from 2014 to 2018 and continues to serve as a Western Region advisor to the United States Holocaust Memorial Museum. Additionally, she has served on many boards focused on promoting human rights, women in politics, and South Asian political participation.

CARLO KRIEGER '81



MIAMI SERVICE: Carlo currently serves on the MUDEC Alumni Advisory Board. He also taught at MUDEC for a semester, hosted tours, student groups and professors, and was on the Winter College faculty in 2011.

BACKGROUND:

- Carlo began his studies at the University of Vienna, went on to Miami to receive a B.A. in Anthropology from the College of Arts and Science in 1981 and continued his studies at the University of Chicago as a Fulbright grantee, before receiving his Ph.D. in Vienna, Austria. As a student at Miami, he studied abroad.
- Carlo, a native of Luxembourg, served as the ambassador of the Grand Duchy of Luxembourg in Brazil from September 2017 until 2022.
- A member of the Institute of the Grand Duchy of Luxembourg, he began his activities within the Ministry of Foreign and European Affairs as a member of the Political department. He served as head of mission at the Embassy of Luxembourg in the USA, Canada, and Mexico. He was OSCE deputy permanent representative in Vienna, ambassador of the Embassies of Luxembourg in the Russian Federation, Kazakhstan, and Georgia. After that, Carlo was appointed ambassador of the Embassies of Luxembourg in the Republic of China, Mongolia, and Pakistan. He served as director for Legal and Cultural Affairs in the Ministry of Foreign and Cultural Affairs, and director for Consular Affairs and International Cultural Relations in the Ministry of Foreign and European Affairs.

GEORGES LENTZ '73



MIAMI SERVICE: Georges has served on the MUDEC Alumni Advisory Board and has been very involved with the Luxembourg alumni chapter as a member and president. He has also taught business courses at MUDEC.

BACKGROUND:

- Georges graduated from Miami in 1973 with a B.S. in Business from the Farmer School of Business. As a student, he was a member of Delta Sigma Pi (a business fraternity).
- The Lentz family owns the Brasserie Nationale. Georges is the CEO and represents the ninth generation of the his family to lead the brewery.
 - An ancestor founded the brewery in 1764, which in the late 19th century came to be known as Brasserie Funck-Bricher. In 1975, the company merged with Brasserie Bofferding to form Brasserie Nationale. Brasserie Nationale acquired Hippert Distribution in 1992, then merged with Munhowen in 1999 to create the largest brewery group in Luxembourg. In 2004, Brasserie Battin was acquired, and Brasserie Nationale has since produced two major beer brands, Bofferding and Battin.
- In addition to his work in the beer industry, Georges is the founder and owner of LLC Real Estate in Luxembourg, a venture that Mathias has also been a part of. Georges has served as a director of Banque de Luxembourg and Carrefour (Luxembourg) and is a former member of the Advisory Committee of the Halisol Group.
- Apart from his professional pursuits, he has been a member of the Luxembourg American Cultural Society, a trustee of Russian School Kalinka, and honorary president of Fanfare Royale Grand Ducale Luxembourg Grund. He is also a former director of Vieux Luxembourg, an organization dedicated to renovating and preserving local historic districts.



EXECUTIVE COMMITTEE of UNIVERSITY SENATE

Liz Mullenix, , Chair & Interim Provost, University Senate

Tom Poetter, Chair, Senate Executive Committee

Tracy Haynes, Chair Elect, Senate Executive Committee

Jen Green, 2021-2022 Chair, Senate Executive Committee

University Senate Website: <https://www.miamioh.edu/academic-affairs/university-senate>

February 21, 2023

To: Miami University Board of Trustees

From: Liz Mullenix, Chair & Interim Provost, University Senate 

Re: Support for Honorary Degrees

The Awards and Recognition Committee reviewed the materials for Six (6) nominees for honorary doctorates:

- Sharon Draper
- Philip Crowther
- Shefali Razdan Duggal
- David Dafoe
- Carlo Krieger
- Georges Lentz

All six candidates were recommended to University Senate by the Awards and Recommendation Committee on February 17, 2023. An Executive Session was convened during the previously scheduled Senate meeting on February 20, 2023 at which time all six candidates were discussed. I am pleased to report that University Senate endorsed these remarkable candidates for honorary doctorates.

cc: Dana Cox, Associate Provost and Secretary, University Senate
Thomas Poetter, Chair, Executive Committee of University Senate
Ted Pickerill, Secretary to the Board of Trustees and Executive Assistant to the President



EXECUTIVE COMMITTEE of UNIVERSITY SENATE

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February 21, 2023

To: Board of Trustees, Academic and Student Affairs Committee

From: Tom Poetter, Chair, Senate Executive Committee

RE: University Senate Report to Board of Trustees March 3, 2023 Meeting

Executive Committee of University Senate membership:

- Tom Poetter, (Educational Leadership), Chair
- Tracy Haynes (Biology), Chair Elect
- Jen Green, (Psychology), Past Chair
- Rosemary Pennington, (Media, Journalism, & Film), At Large Member
- Michael Gallo, (ASG), Undergraduate Student
- Evan Gallagher, Graduate Student
- Liz Mullenix, Chair & Provost, University Senate
- Dana Cox, (Associate Provost), Secretary of University Senate
- Tammy Patterson, (Assistant for Admin Services), Recording Secretary

The following summarizes items of University Senate Business conducted since the Executive Committee submitted a report to the Board of Trustees on December 09, 2022.

- **New Business, Special Reports and Updates delivered to University Senate:**
 - **January 23, 2023**
 - Moonshot Update Report - Ande Durojaiye, Vice President Regional Campuses
 - IT Services Update - David Seidl, Vice President for Information Technology and CIO
 - SB 135 Response Process Update - Amy Shoemaker, Vice President and General Counsel and Dana Cox, Associate Provost for Faculty Affairs
 - LEC Assessment Plan - Leighton Peterson, Director of the Office of Liberal Education
 - **February 20, 2023**
 - Class Attendance Policy Revision - Eric Marinich and Carolyn Haynes
 - Proposal to Revise Senate Bylaws for Function and Composition of the Undergraduate Research Committee - Joyce Fernandes, Director of Undergraduate Research and Professor of Biology
 - Proposal to Revise the TCPL Cap (CCA), John Weigand, Interim Dean of the College of Creative Arts
 - Executive Session - Six candidates for honorary degrees were approved to be forwarded to the Office of the President
- **Approved Minors, Revisions to existing degrees, name changes and University Policies received and approved on the University Senate consent calendars:**
 - **January 23, 2023**
 - Revision of an Existing Minor, FRI - Classical Studies Minor
 - Revision of an Existing Minor, FSW - Child Studies and Youth Development Minor
 - Revision of an Existing Minor, FSW - Family Relationships Minor
 - Revision of an Existing Minor, KNH - Nutrition Minor

- Revision of an Existing Minor, SGE - Gerontology Minor
- Revision of an Existing Minor, THE - Dance Minor
- Revision of an Existing Major, ART/ARC - Art and Architecture History, Bachelor of Arts in Art and Architecture History
- Revision of an Existing Major, CAS - Physician Associate Studies, Master of Medical Science
- Revision of an Existing Major, CSE - Computer Science, Bachelor of Arts in Computer Science
- Revision of an Existing Major, CSE - Computer Science, Bachelor of Science in Computer Science
- Revision of an Existing Major, CSE - Computer Science, Master of Science in Computer Science
- Revision of an Existing Major, EDL - Student Affairs in Higher Education, Master of Science
- Revision of an Existing Major, ENG - Creative Writing, Master of Fine Arts
- Revision of an Existing Major, FRI - French, Bachelor of Arts
- Revision of an Existing Major, KNH - Public Health, Bachelor of Science in Kinesiology, Nutrition and Health
- Revision of an Existing Major, MUS - Music Education, Bachelor of Music
- **February 20, 2023**
 - New Minor, KNH - Health Behavior Minor
 - Revision of an Existing Minor, GRE - Russian Minor
 - Revision of an Existing Minor STA - Data Analytics Minor
 - Revision of an Existing Major, ARC - Architecture, Master of Architecture
 - Revision of an Existing Major, CIT - Health Information, Bachelor of Science in Information Technology
 - Revision of an Existing Major, CMR - Digital Commerce, Bachelor of Science in Commerce
 - Revision of an Existing Major, ICS - Communication Studies, Bachelor of Arts in Applied Communication
 - Revision of an Existing Major, SGE - Organizational Leadership, Bachelor of Arts
 - Revision of an Existing Major, SPA - Speech Pathology and Audiology, Bachelor of Science
 - Revision of an Existing Co-Major, BIO/PMD - Premedical and Pre-Health Studies Co-Major

The following are items of business Executive Committee anticipates that Senate will discuss during the remainder of the 2022-2023 academic year:

- New degrees
- Discussions related to budget
- Changes to the Freedom of Speech Policy
- Changes to the Parental Leave Policy

Cc: Liz Mullenix, Chair & Interim Provost, University Senate
 Dana Cox, (Associate Provost), Secretary of University Senate
 Tammy Patterson, (Assistant for Admin Services), Recording Secretary



Board of Trustees

University Updates
March 2023



Teaching

Programs

Employability



Inclusiveness

Academics

2 0 2 2



Facilities



Culture & Art





Expressing Our Excellence
(Students)



Honoring Our Graduates
(Alumni)



Serving Our Society
(Faculty)



Today's Topics



Engaging Our Neighbors
(Partnerships)



Solving World Challenges
(Research)

Serving Our Society

Our faculty are making an impact on society & their disciplines through their unsurpassed research, creativity & scholarship.

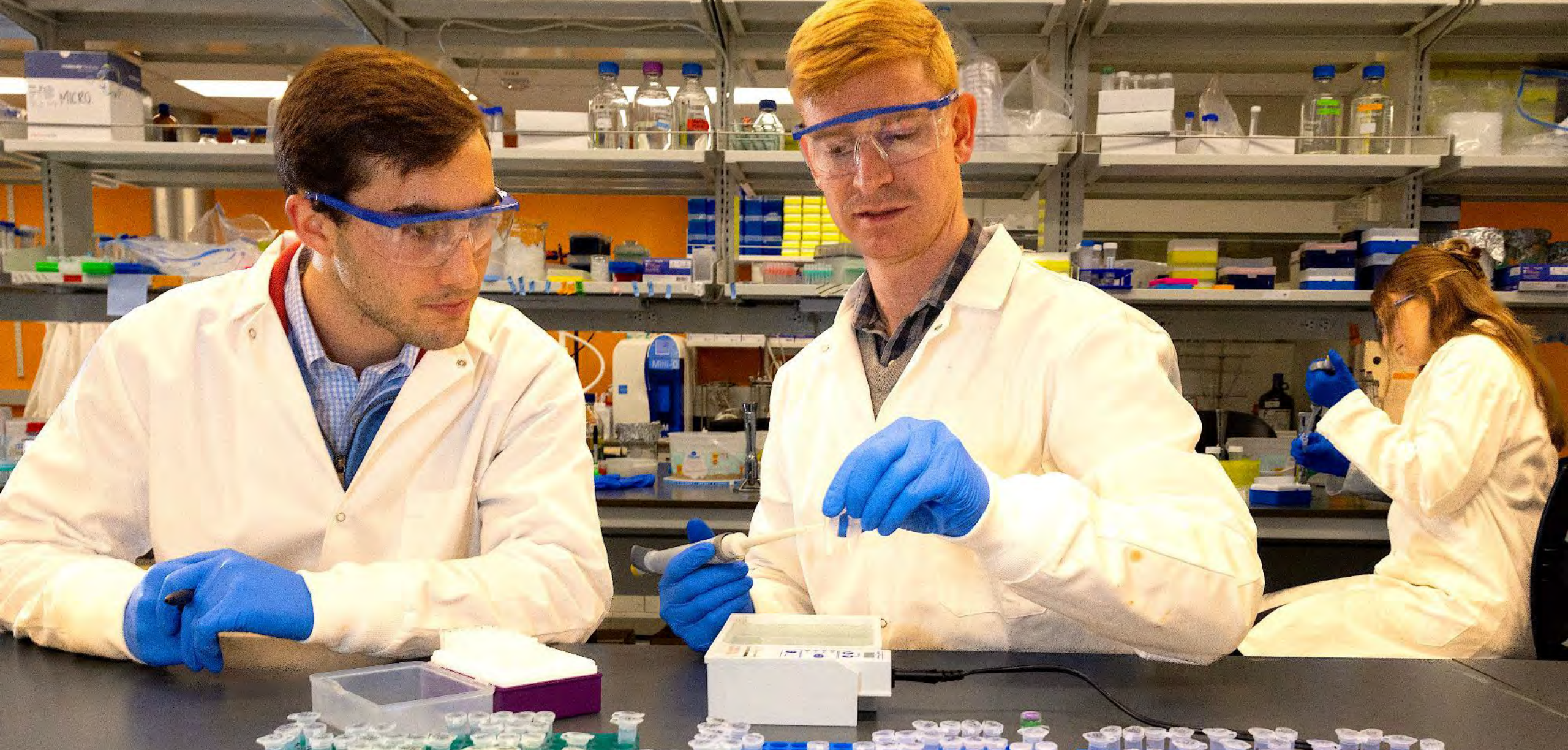




Nancy Parkinson
Oxford Citizen of the Year

Department of Entrepreneurship John W. Altman Institute for Entrepreneurship





Andrew Jones
Technology Commercialization Award



Pepper Stetler
Art History & Assoc. Dir. of Humanities Center



Jan Taylor
Poets & Quants Top B-Professor



Expressing Our Excellence

Our bright & energetic students are already researchers, entrepreneurs, inventors, artists & more, demonstrating their passions & excellence in the classroom, the laboratory, the campus & community.



VaLanDria Smith-Lash
Coarse Culture



Tommy Fowler '23
Sports Analytics



Prachi Wele
Sigma Xi Grant (NAS)



Sarah Ralston '23
Primary Education Pre-K





Maddie Cluse
Triple-Double
Human Capital Mg.
& Ldr. (FSB)



Isabelle Perese
Top NCAA Goalie
Special Ed. (EHS)

Carmen Riano
1st MAC XC
Biomed. Eng. (CEC)



MAC Champions (Fall 2022)



Field Hockey



Men's XC



Payton Scott
>1,500 Points
SLAM (EHS)

Obsaa Feda
1st MAC XC
SLAM (EHS)





Honoring Our Alumni

Our graduates are leaders in government, industry, not-for-profits, arts, literature, journalism & sports, amplifying our reputation & applying Miami values to change the world.

Shefali Razdan Duggal '93
U.S. Ambassador, The Netherlands





Honorable Judge Dana Douglas '97
5th Circuit Court of Appeals



Pat DeWine '90
Ohio Supreme Court Justice

Mike '69 & Fran '71 DeWine
Ohio Governor & First Lady





Wil Haygood '76

Dayton Peace Prize

2022 Ambassador Richard C. Holbrooke Distinguished Achievement Award

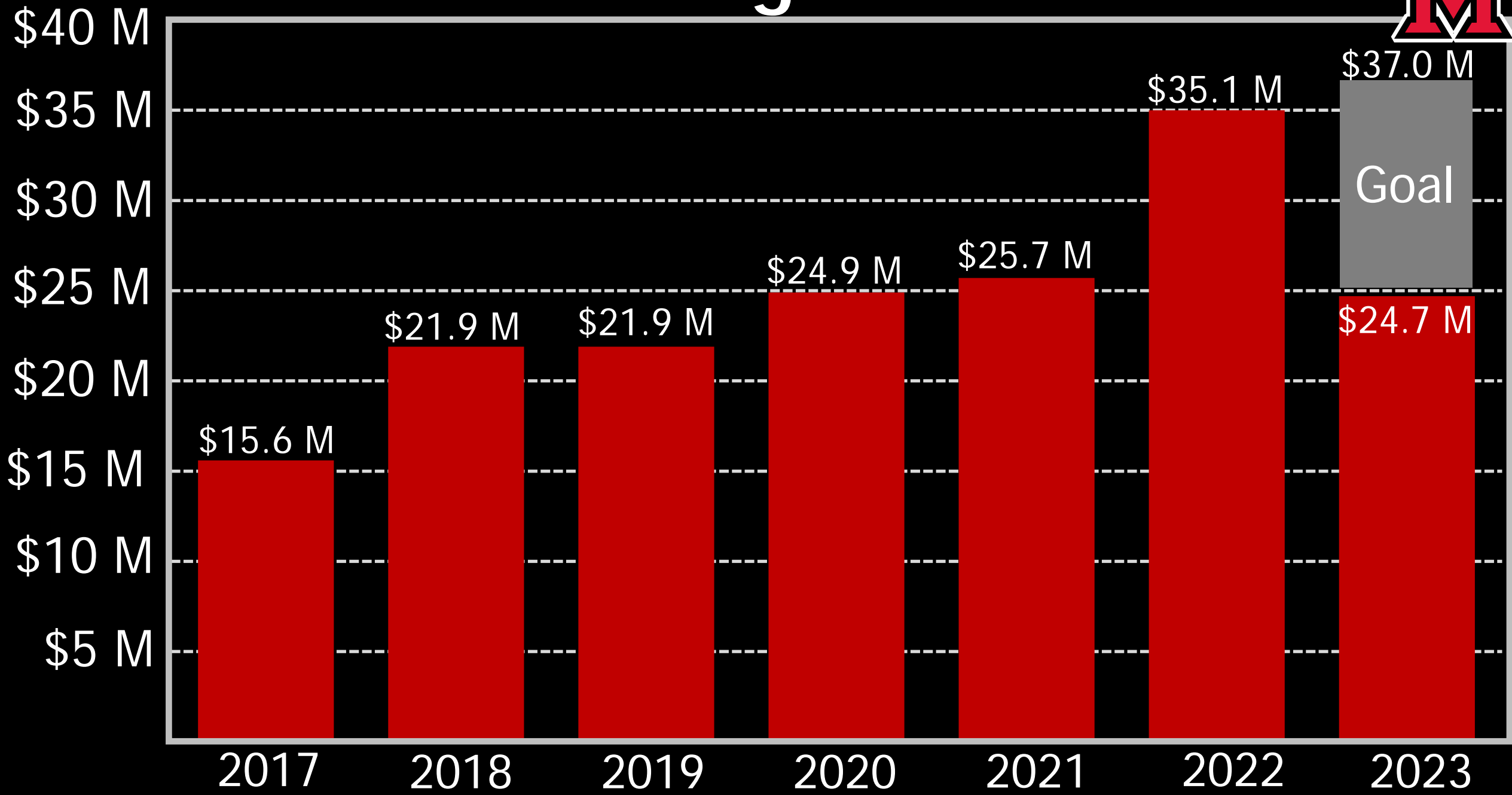


CRETACEOUS
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Solving Our World Challenges

Our service to students and society depends on our research, scholarship & artistry that expand knowledge, cross boundaries, advance disciplines & elevate the quality of life for individuals & the whole society.

Research Funding Excellence



Jon Graff (Butler Tech), Ande Durojaye & Randi Thomas
Manufacturing Education & Research



Katia Del Rio-Tsonis

Biology





Daniel Prior
Professor of History



Stephen Norris
Professor of Russian History



Scott Kenworthy
Professor of Comparative Religion



Engaging Our Neighbors

Engaging others in our local community and beyond with partnership, service, and connection for decades, even centuries, confirms our unwavering focus on excellence.

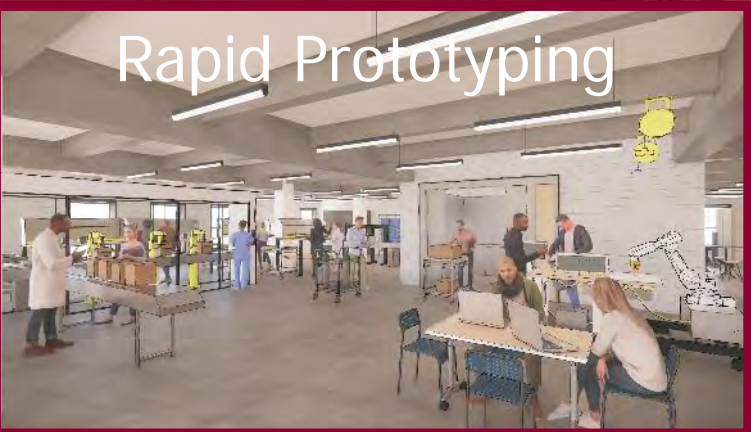
Rooftop



Attic



Rapid Prototyping



Lee & Rosemary Innovation College@Elm
(Grand Opening February 16, 2023)



Amazon Career Choice Program
Miami Regionals

Monica Posey
Cincinnati State President
Cincinnati State
MIDDLETOWN CAMPUS



Cincinnati State MIAMI UNIVERSITY
CREATING PATHWAYS FOR THE FUTURE
WHEREAS Cincinnati State Technical and Community College and Miami University Regional, both established in the 1920s, are two of the best open access institutions in the Cincinnati-Clayton corridor; and
WHEREAS they share core values of providing access, opportunity, and support for students; and
WHEREAS Cincinnati State has a location in Middletown, Ohio, which offers associate degrees and technical programs; and
WHEREAS Miami maintains a regional campus in Middletown, Ohio, which offers bachelor degree courses and workforce oriented non-graduate, and
WHEREAS Cincinnati State having a location on the Miami Middletown campus will benefit its students by providing exposure and greater access to Miami's campus, resources, and bachelor degree programs
NOW THEREFORE Cincinnati State and Miami University Regional will establish a partnership on the Middletown Campus.
WORKING TOGETHER, they will:
-align curriculum and degree offerings to facilitate seamless transfers and increase educational opportunities for students in the region;
-leverage co-location to coordinate programming and student support to promote economic development, and
-collaborate on community outreach and workforce development to promote economic development.
THIS PARTNERSHIP will strengthen economic development and provide programs and services to post-secondary students.
Signed: _____
Cincinnati State
Signed: _____
Miami University

President Monica Posey
Cincinnati State

Network

Catalyzing University Climate Action



W UNIVERSITY of WASHINGTON



Massachusetts
Institute of
Technology

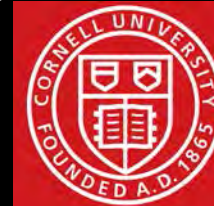


RUTGERS



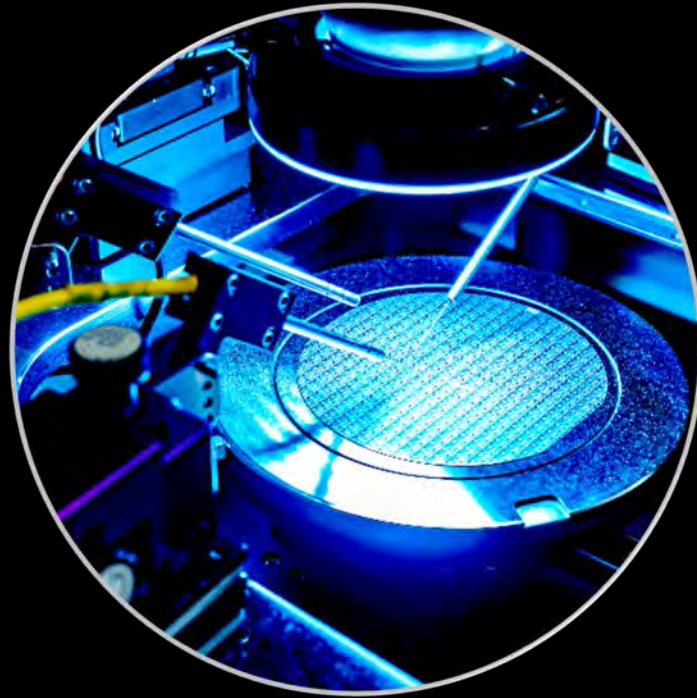
UNIVERSITY
OF
CALIFORNIA

FIU



Cornell University

Midwest Semiconductor Network



Solutions to onshoring the advanced semiconductor & microelectronics industry



Address research & workforce need

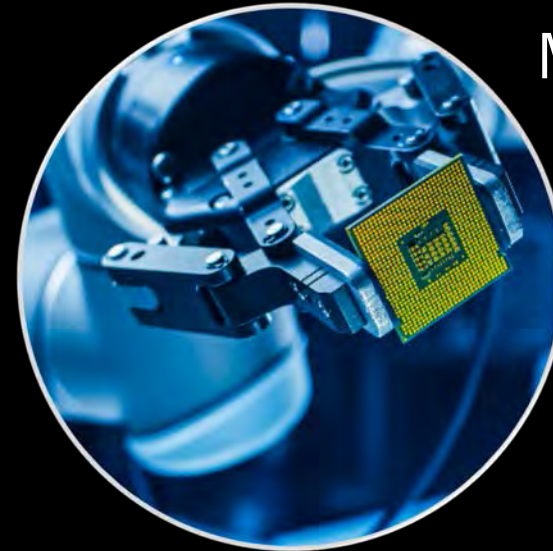
MAC Research Consortium



Water



Manufacturing
Supply Chain



Public Health
Equity



Renewable Energy
Sustainability
Climate





Intel Visit
February 10, 2023

Fisher Innovation College@Elm Launch



Amtrak Station & BCRTA Bus Terminal Chestnut Street Station





Power of Will



*Approved by the Board of Trustees
 March 3, 2023*



T. O. Pickerill II
 Secretary to the Board of Trustees

March 3, 2023
 Academic and Student Affairs

RESOLUTION R2023-27

BE IT RESOLVED, that the Board of Trustees hereby approves the following faculty and librarians for promotion and tenure, as listed below, effective July 1, 2023:

First Name	Last Name	Division	Department	Promotion Recommendation
Facundo	Alonso	CAS	Philosophy	Tenure and Associate Professor
Adam	Beissel	EHS	Sport Leadership & Management	Tenure and Associate Professor
Kristy	Brann	EHS	Educational Psychology	Tenure and Associate Professor
Nathaniel	Bryan	EHS	Teaching, Curriculum, & Educational Inquiry	Tenure and Associate Professor
Britt	Cole	CLAAS	Nursing	Tenure and Associate Professor
Deepak	Dawar	CLAAS	Computer & Information Technology	Tenure and Associate Professor
Jason	Gaddis	CAS	Mathematics	Tenure and Associate Professor
Michael	Hatch	CCA	ART	Tenure and Associate Professor
Eric	Hodgson	CCA	Emerging Technology in Business and Design	Tenure and Associate Professor
Tereza	Jezkova	CAS	Biology	Tenure and Associate Professor
J. Andrew	Jones	CEC	Emerging Technology in Business and Design	Tenure and Associate Professor
Pubudu	Kaluarachchilage	CLAAS	Mathematical and Physical Sciences	Tenure and Associate Professor
Emily	Legg	CAS	English	Tenure and Associate Professor
Wayne	Nirode	CAS	Mathematics	Tenure and Associate Professor
Joseph	Nwankpa	FSB	Information Systems and Analytics	Tenure and Associate Professor
Arnold (AJ)	Olszewski	CAS	Speech Pathology and Audiology	Tenure and Associate Professor
Darryl	Rice	FSB	Management	Tenure and Associate Professor
Naaborle	Sackeyfio	CAS	Global and Intercultural Studies	Tenure and Associate Professor
Joseph	Snyder	CLAAS	Mathematical and Physical Sciences	Tenure and Associate Professor
John	Tchernev	CAS	Media, Journalism and Film	Tenure and Associate Professor
Nam	Vu	FSB	Economics	Tenure and Associate Professor
Xin	Wang	CAS	Microbiology	Tenure and Associate Professor
Timothy	Wilson	CAS	Microbiology	Tenure and Associate Professor
Marly	Wooster	CCA	Theatre	Tenure and Associate Professor
Mehdi	Zanjani	CEC	Mechanical and Manufacturing Engineering	Tenure and Associate Professor
Alexis	Zehler	CLAAS	Nursing	Tenure and Associate Professor
Philippe	Giabbanielli	CEC	Computer Science & Software Engineering	Tenure
Mary Ben	Bonham	CCA	Architecture + Interior Design	Full Professor
Andrew	Casper	CCA	ART	Full Professor
Gulen	Cevik	CCA	Architecture + Interior Design	Full Professor
Diane	Fellows	CCA	Architecture + Interior Design	Full Professor
Neringa	Klumbyte	CAS	Anthropology	Full Professor
Jing	Li	FSB	Economics	Full Professor
Michele	Navakas	CAS	English	Full Professor
Barbara	Oswald	CLAAS	Social and Behavioral Sciences	Full Professor
Pepper	Stetler	CCA	ART	Full Professor
Siok Lian	Tan	CCA	Music	Full Professor
Mary Virginia	Boehme	Libraries	University Libraries	Associate Librarian

RESOLUTION R2023-28

WHEREAS, Miami University's Strategic Plan has identified the need to enhance facilities centered on the humanities and create a Humanities Hub; and

WHEREAS, the renovated Bachelor Hall, which is located central to campus, will house English, History, Media Journalism and Film, Religion, Philosophy, American Culture and English, The Ohio Writing Project and the Humanities Center; and

WHEREAS, the renovation will encompass the entire building and its systems offering life safety, energy efficiency and programmatic improvements; and

WHEREAS, Miami University has determined that reduced cost, speed of implementation, and coordination may be gained by using the Design Build project delivery method, and has entered into a Design Build Agreement; and

WHEREAS, Miami University previously approved \$4,500,000 of funding for pre-construction services with those services in progress; and

WHEREAS, Miami University has adjusted the overall total project budget of the renovation and enabling projects to \$72,200,000; and

WHEREAS, Miami University has identified \$6,500,000 of additional funding for additional pre-construction fees, and anticipated the first Guaranteed Maximum Price (GMP) in March 2023 which will include the first phase of construction of associated enabling projects and the purchase of several long lead items;

NOW, THEREFORE, BE IT RESOLVED: that the Board of Trustees authorizes the Senior Vice President for Finance and Business Services and Treasurer, to proceed in executing an agreement amendment and the first GMP for an amount up to a total of \$6,500,000.

*Approved by the Board of Trustees
March 3, 2023*



T. O. Pickerill II
Secretary to the Board of Trustees

Executive Summary
for the
Bachelor Hall Renovation
March 3, 2023

Bachelor Hall is a critical facility for teaching and engaging Miami University undergraduate students from all majors. Each year about 7,000 students, or about 38% of the student body, take a course in Bachelor Hall; undergraduates representing every major offered at Miami University take a course in Bachelor Hall; 37% of all the courses taught in Bachelor Hall are courses required to satisfy graduation requirements. Bachelor Hall will become a Humanities Hub housing the departments of English, History, Media Journalism and Film, Philosophy, and Religion, the American Culture and English (ACE) Program, the Ohio Writing Project and the Humanities Center. The existing building, built in 1979, is 112,418 Gross square feet and has not had any major renovation since being constructed.

The renovation of Bachelor Hall will address all of the spaces and systems. The exterior will remain largely intact with the possibility of enclosing the courtyard to capture additional program space. The renovation will look to improve the energy efficiency of the building with modern equipment and fixtures as well as connecting the building onto the existing Western Geothermal system. The offices, instructional spaces and student spaces will be reconfigured and updated to meet current pedagogical methods and user’s contemporary expectations. The building will also receive updated life safety systems and improve accessibility.

During the programming and Schematic Design phases, the project budget was adjusted to \$72,200,000, thus incurring some additional preconstruction services fees. The Criteria AE has completed Schematic Design and the Design Build Architect of Record has taken over the design process. Construction Documents are in process and are scheduled to be complete in June 2023.

In March 2023, the university anticipates receiving the first GMP, which includes the purchase of several items that have been identified as having significantly long lead times. These items include main electrical gear and distribution panels, generator and transfer switches, Air Handling Units, and Variable Frequency Drives. This GMP will also include the scope of work for enabling projects for the current occupants of the building to be moved elsewhere temporarily. Work on enabling projects will begin late summer of 2023.

<u>Project component:</u>	<u>Budget:</u>	<u>Funding Source:</u>
Est. Design and Administration:	\$6,883,395	Local Funding
Est. Cost of Work:	\$54,777,040	State/Local Funding
Est. Owner’s Costs:	\$5,750,000	Local Funding
Est. Contingency:	<u>\$4,789,565</u>	Local Funding
Est. Total:	\$72,200,000	

Source of Funding

2022 State Capital Appropriation	\$22,311,930
2024 State Capital Appropriation (Assumed)	\$22,300,000
2020 Bond Funds.	\$16,008,977
Allocated Local Funds	\$6,410,000
NEH Grant	\$500,000
Estimated Gap in Funding	<u>\$4,669,093</u>
Total:	\$72,200,000

RESOLUTION R2023-29

WHEREAS, Morris, Emerson and Tappan Halls will not be removed from service and will eventually be fully renovated as part of the Long Range Housing Master Plan for logistical and budgetary reasons; and

WHEREAS, the Miami University administration has determined that a series of summer projects to address deferred maintenance and improve the student experience is necessary for these residence halls before they are fully renovated; and

WHEREAS, Installation of systems to provide conditioned, fresh air into each residence hall room in Tappan Hall is the next project in this plan to significantly improve the living experience for students; and

WHEREAS, Miami University has determined that reduced cost, speed of implementation, and coordination may be gained by pre-purchasing significant equipment and using the Single Prime project delivery method; and

WHEREAS, Miami University has identified \$3,100,000 of funding for the total project budget,

NOW, THEREFORE, BE IT RESOLVED: that the Board of Trustees authorizes the Senior Vice President for Finance and Business Services and Treasurer, to proceed in executing the purchase of equipment and a Single Prime Contract for a total project of up to \$3,100,000.

*Approved by the Board of Trustees
March 3, 2023*



T. O. Pickerill II
Secretary to the Board of Trustees

Executive Summary
for the
Tappan Hall Ventilation Improvements
March 3, 2023

This project improves ventilation in Tappan Hall residence rooms by supplying conditioned fresh air to those rooms. Two Dedicated Outdoor Air Systems (DOAS) will be installed in the attic. These systems minimize energy consumption and reduce operating costs associated with conditioning the outside air by using energy recovery wheels. These wheels capture energy in the building exhaust and exchange this energy with the incoming outside air. Previous residence hall renovations have identified significant indoor air quality benefit to providing a minimum amount of conditioned, fresh air into each individual residence hall rooms.

The design for this project has been completed. The construction start date is anticipated to be May 15, 2023.

<u>Project component:</u>	<u>Budget:</u>	<u>Funding Source:</u>
Est. Design and Administration:	\$ 150,000	Local Funding
Est. Cost of Work:	\$ 2,650,000	Local Funding
Est. Owner's Costs:	\$ 6,000	Local Funding
Est. Contingency:	<u>\$ 294,000</u>	Local Funding
Est. Total	\$ 3,100,000	

RESOLUTION R2023-30

WHEREAS, Miami University has committed to carbon neutrality by the President's signing of the Presidents Climate Leadership Commitment (PCLC); and

WHEREAS, Miami University's Utility Master Plan has identified an effective and responsible plan to reduce energy consumption, reduce specialized labor requirements, address deferred maintenance of capital equipment and systems, and provide flexibility of fuel sources in order to achieve these goals; and

WHEREAS, Miami University has determined that converting the North Chiller Plant in Billings Hall from steam to electricity and geothermal for heating hot water as the next project of the Utility Master Plan; and

WHEREAS, Miami University has determined that reduced cost, speed of implementation, and coordination of highly specialized design and equipment installation may be achieved through the Construction Manager at Risk project delivery method; and

WHEREAS, Miami University has selected an engineering firm through a qualification based process for the design services and has identified certain equipment that has significantly long lead times; and

WHEREAS, Miami University has identified \$8,000,000 of funding to pay for design fees and pre-purchasing of equipment,

NOW, THEREFORE, BE IT RESOLVED: that the Board of Trustees authorizes the Senior Vice President for Finance and Business Services and Treasurer, to proceed in executing an agreement for design services and the purchase of long lead items for an amount up to \$8,000,000.

*Approved by the Board of Trustees
March 3, 2023*



T. O. Pickerill II
Secretary to the Board of Trustees

Executive Summary
 for the
North Chiller Plant Conversion
 March 3, 2023

Miami University’s Utility Master Plan has developed a pathway to convert the campus from steam heating to low temperature heating hot water. This project is the next major step in this plan. The North Chiller plant will be converted into a Geothermal Plant and eliminate the need for steam to support the northern portion of the campus.

The North Chiller Plant is located on the north side of campus on Tallawanda Road next to Withrow Residence Hall. The North Chiller Plant currently provides both hot and chilled water to academic buildings, residence halls, dining halls, athletic buildings and auxiliary buildings on the north side of campus.

The North Chiller Plant will be re-configured to provide hot water via existing and new heat recovery chillers. A geothermal heat pump system is proposed for the plant to provide the low temperature heating hot water while also capturing and recovering some waste-heat on campus. Approximately 1,200 geothermal wells are proposed to be installed in the West Millett Parking Lot.

Two existing buildings on North Campus, Millett Hall and Student Athlete Development Center (SADC), are currently served by campus steam from the main steam plant on Western Campus. Millett and SADC will be converted from steam to low temperature heating hot water as part of this project. These buildings will also receive new domestic hot water systems as part of the project.

The engineering firm has been selected. The design of the geothermal well field will be the first priority. The University has identified the large chillers and associated drives and pumps as potential long-lead items that need to be purchased soon in order to keep the project on schedule.

The geothermal well drilling is tentatively scheduled to begin around November 2023. The duration of the well drilling is anticipated to take up to 15 months to complete. The work in the plant is tentatively scheduled to begin in the summer of 2024.

<u>Project component:</u>	<u>Budget:</u>	<u>Funding Source:</u>
Est. Design and Administration:	\$ 8,000,000	Local Funding
Est. Cost of Work:	\$ 32,000,000	Local Funding
Est. Owner’s Costs:	\$ 5,000,000	Local Funding
Est. Contingency:	<u>\$ 5,000,000</u>	Local Funding
Est. Total:	\$ 50,000,000	

Resolution R2023-31

Quasi-Endowment

WHEREAS, Resolution R2019-28 established the Miami University Quasi-Endowment Policy; and

WHEREAS, the Western Center for Social Impact and Innovation in Miami University's College of Arts and Science carries on the legacy of engagement and activism of the former Western College for Women; and

WHEREAS, Miami University is the remainder beneficiary of a charitable remainder trust established by Iredell Wright; and

WHEREAS, the Dean of the College of Arts and Science has recommended that the proceeds of the Iredell H. Wright Charitable Remainder Unitrust be used to establish a new quasi-endowment to support the long-term general funding needs of the Western Center for Social Impact and Innovation; and

WHEREAS, the Provost and Executive Vice President for Academic Affairs and the Senior Vice President for Finance and Business Services of Miami University recommend approval of this plan;

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees approves the creation of the Iredell & Edith Olmstead Wright Western Center for Social Impact and Innovation Fund in the amount of \$265,000 from the proceeds of the Iredell H. Wright Charitable Remainder Unitrust; and

BE IT FURTHER RESOLVED that the annual distributions of the Iredell & Edith Olmstead Wright Western Center for Social Impact and Innovation Fund be used to support the general funding of the Western Center for Social Impact and Innovation.

*Approved by the Board of Trustees
March 3, 2023*



T. O. Pickerill II
Secretary to the Board of Trustees

107 Roudebush Hall
501 E High Street
Oxford, OH 45056
(513) 529-6110 office
(513) 529-6124 fax
MiamiOH.edu

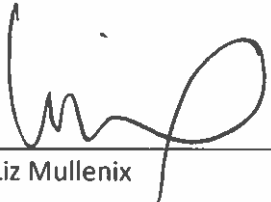
To: Liz Mullenix and David Creamer
From: Bruce Guiot *B/G*
Subject: Iredell Wright Western Center for Social Impact & Innovation Quasi-endowment
Date: November 29, 2022

“Western College of Miami University” is the 75% remainder beneficiary of a charitable remainder trust established by Iredell Wright. The trust is in the process of terminating, and Miami’s share of the distribution is expected to approximate \$265,000.

The terms of the trust do not specify how to use this gift. The Western Center for Social Impact and Innovation in the College of Arts and Science works at the intersections of science and social justice to engage Miami and the surrounding community in problem solving for some of humanity’s most pressing challenges. The Western Center carries on the legacy of engagement and activism of the former Western College for Women. Dean Makaroff intends to create a University quasi-endowment with the proceeds to provide a long-term general funding source for the Western Center, including support of the director.

The distribution from this quasi-endowment will be determined annually by the Miami University Endowment Spending Policy.

Copy: Chris Makaroff, Mackenzie Rice

Approved: 
Liz Mullenix

Date: 12-14-22

Approved: 
David Creamer

Date: 12-5-2022

March 3, 2023
Other Business

RESOLUTION R2023-32

Approval of Amendments to the Foundation Board Code of Regulations

BE IT RESOLVED: that the Board of Trustees approves amendments to the Miami University Foundation Board Code of Regulations, as indicated in the attached document.

*Approved by the Board of Trustees
March 3, 2023*



T. O. Pickerill II
Secretary to the Board of Trustees

**THE MIAMI UNIVERSITY FOUNDATION
FEBRUARY 9, 2023**

RESOLUTION 3:23

WHEREAS: The Governance Committee has recommended certain amendments to the Amended and Restated Miami University Foundation Code of Regulations to: (i) extend the maximum length of the terms of certain Directors from seven (7) to eight (8) years; (ii) increase the maximum number of elected Directors from twenty-five (25) to thirty (30); and (iii) require approval of the Miami University Board of Trustees for any amendment to Section 6.1 of the Code of Regulations (in addition to any amendments to Articles III and IV).

WHEREAS: The Miami University Foundation Board has discussed these three proposed changes to the Code of Regulations and has determined that the changes would be appropriate and in the best interests of the Miami University Foundation; and

WHEREAS: The Foundation Board has reviewed the text of proposed amendments to the Code of Regulations to implement the three proposed changes but cannot formally approve the amendments at this time due to the advance notice requirement for approving amendments to the Code of Regulations; and

WHEREAS: The Foundation Board understands the Board of Trustees intends to consider the proposed Code of Regulations amendments at its next meeting, which is scheduled to be held later this month; and

NOW THEREFORE BE IT RESOLVED: That the Foundation Board hereby approves the three proposed amendments to the Code of Regulation in concept; and

FURTHER RESOLVED: That, assuming the Board of Trustees approves the proposed amendments at its next meeting, a special meeting of the Board shall be called to formally approve these proposed amendments.

DocuSigned by:
David Koschik

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David N. Koschik
Chair

2/16/2023

Date

DocuSigned by:
Nichole S. Prescott

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Nichole S. Prescott
Secretary

2/15/2023

Date

DRAFT February 13, 2023

Approved July 11, 2022

AMENDED AND RESTATED
CODE OF REGULATIONS
OF THE
MIAMI UNIVERSITY FOUNDATION

MISSION STATEMENT:

The mission of the Miami University Foundation (the "Foundation") is to support the educational and research activities of Miami University (the "University"), as well as the University's vibrant student life including arts, athletics and co-curricular endeavors. The Foundation does so through the identification and solicitation of philanthropic support and effective oversight of the management and stewardship of the endowment and other financial assets of the Foundation.

ARTICLE I: OFFICES

The principal office of the Foundation at which the general business shall be transacted and where the records of the Foundation shall be kept shall be located in the City of Oxford, Butler County, Ohio. The Foundation may have such other offices, either within or outside the State of Ohio, as the Board of Directors ("Board") may designate or as the activities of the Foundation may require from time to time.

ARTICLE II: FISCAL YEAR

The fiscal year of the Foundation shall commence on the first day of July in each year and end on the last day of the following June, or be such other period as the Board designates by resolution.

ARTICLE III: MEMBERS

The Foundation shall have no members. The Directors shall have all the rights and privileges of members as are provided under Ohio nonprofit corporation law in accordance with Ohio Revised Code Section 1702.14, as it may be amended.

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ARTICLE IV: DIRECTORS

4.1 Powers. The Board shall have the control and management of the business and property of the Foundation. It may adopt by-laws not inconsistent with these Regulations. The Board shall consist of individuals (hereafter collectively referred to as "Directors" and individually as a "Director") who are Appointed Directors or Elected Directors, as provided in these Regulations. Each Director shall perform his or her duties as a Director of the Foundation, including his or her duties as a member of any committee of the Board, in good faith, in a manner the Director reasonably believes to be in, or not opposed to, the best interests of the Foundation and with the care that an ordinarily prudent person in a like position would use under similar circumstances. All Directors shall comply with all the policies of the Foundation to the extent that those policies are not inconsistent with the policies of the University provided, however, in the event and to the extent of any conflict between Ohio law or University policy applicable to Appointed Directors and a Foundation policy, such conflicting Ohio law or University policy shall take precedence for Appointed Directors.

4.2 Number. The number of Appointed Directors shall be up to nine (9) persons who shall be determined as provided in Section 4.3 of these Regulations. The number of Elected Directors shall not be fewer than fifteen (15) or more than ~~twenty-five (25)~~ thirty (30) persons elected as provided in Section 4.4 of these Regulations. The Board shall determine and fix the exact number of persons to serve as Elected Directors from time to time provided, however, that no decrease in the number of Elected Directors shall have the effect of removing an Elected Director prior to the expiration of such Elected Director's term of office.

4.3 Appointed Directors.

4.3.1 Designation of Appointed Directors. The following persons shall serve as Appointed Directors:

- (a) The Chair of the Board of Trustees of the University (the "Board of Trustees")

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or a member of the Board of Trustees appointed by the Chair of the Board of Trustees;

(b) A second member of the Board of Trustees appointed by the Chair of the Board of Trustees;

(c) The President of the University;

(d) The President of the Foundation;

(e) The Vice President or, if there is one serving, the Senior Vice President for Advancement of the University or, if neither is serving, then the most senior officer position leading the Advancement of the University;

(f) Executive Vice President for Academic Affairs and Provost of the University;

(g) The Vice President or, if there is one serving, the Senior Vice President for Finance and Business Services of the University;

(h) The Vice President or, if there is one serving, the Senior Vice President for Student Life of the University; and

(i) The Vice President or, if there is one serving, the Senior Vice President for Enrollment Management and Student Success.

4.3.2. Vacancies. In the event that a University officer position described in Section 4.3.1(e)-(i) is not currently held by an individual with that title, the Appointed Director position will be filled by the University employee appointed by the University President to serve in that role or position.

4.4 Elected Directors.

4.4.1 Election. The Elected Directors shall be elected by the Directors from the slate of candidates nominated by the Governance Committee (as that term is hereinafter defined). Election shall be by a majority vote of the Directors constituting a quorum at a meeting of the Directors. At least two-thirds (2/3) of the Elected Directors shall be alumni or former students of the University.

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4.4.2 Term. Elected Directors shall be elected to a term of four (4) years which shall commence at the conclusion of the Annual Meeting following their election and shall terminate at the conclusion of the fourth Annual Meeting thereafter.

4.4.3 Term Limits. Elected Directors may serve a maximum of two (2) full four-year terms. Service as an Elected Director for fewer than 30 months of a four-year term shall not be considered a full term for the purpose of term limit restrictions. Notwithstanding the foregoing, Elected Directors who were serving at the time these Regulations were amended to increase the term from three (3) years to four (4) years are permitted to serve for a maximum of eight (8) years. In exceptional, extraordinary or unusual circumstances as determined by the Board, an Elected Director who has served two full terms (as defined at the time of service) may be elected by the Board to an additional term of two (2) years or less. Election of a Director to serve a third term should be rare and unusual and must be justified by a significant need that cannot otherwise be satisfied by a current Director or by the election of another Director who has not yet served two terms.

4.4.4 Removal of Elected Directors. Any Elected Director may be removed from Office for any reason upon the affirmative vote of a majority of the total number of Directors then serving.

4.4.5 Vacancies. If a vacancy is created by the early termination of an Elected Director's term, for any reason, such vacancy shall be filled through the election process set out in Section 4.4.1.

4.5 Meetings.

4.5.1 Annual Meeting. The Board shall hold an annual meeting during each fiscal year (the "Annual Meeting") for the election of officers and the transaction of such other business as the Directors determine.

4.5.2 Regular Meetings. The Board may establish regular meetings

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("Regular Meetings") of the Board. There shall be at least two Regular Meetings during each fiscal year (in addition to the Annual Meeting).

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4.5.3 Special Meetings. Special meetings of the Board (“Special Meetings”) may be called by the Chair, by the Board of Directors or upon the written request of two (2) or more Directors.

4.5.4 Meeting Logistics. Each Annual Meeting and each Regular Meeting shall be held in person (at such time and place, within or without the State of Ohio, as the Board designates) unless the Foundation Chair and the Foundation President determine that circumstances render an in person meeting inadvisable, in which case such meeting shall be by Authorized Communications Equipment (as defined in Section 4.7). Special Meetings may be held in person (at such time and place, within or without the State of Ohio, as the Foundation Chair or Foundation President designates), or by Authorized Communications Equipment.

4.6 Notice of Meetings.

4.6.1 Annual and Regular Meetings. Written notice of each Annual Meeting and other Regular Meeting of the Board stating the time and place thereof (or Authorized Communications Equipment details, as applicable) shall be delivered personally, sent by fax or email, or sent by U.S. mail or courier service with postage and fees prepaid or by means of any Authorized Communications Equipment not fewer than seven (7) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Foundation, unless notice is waived.

4.6.2 Special Meetings. Written notice of each Special Meeting of the Board stating the time, place (or Authorized Communications Equipment details, as applicable) and purpose thereof shall be delivered personally, sent by fax or email, or sent by U.S. mail or courier service with postage and fees prepaid or by means of any Authorized Communications Equipment not less than seven (7) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the

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Foundation, unless notice is waived. No business shall be transacted at any Special Meeting other than the business specified in the notice of such meeting.

4.6.3 Waiver of Notice. Notice of any meeting of the Board may be waived in writing before, at or after such meeting by any Director. Such waiver shall be filed with or entered upon the records of such meeting. Attendance of any Director at any meeting of the Board without protesting, prior to or at the commencement of the meeting, the lack of proper notice of such meeting shall be deemed to be a waiver of such notice by such Director.

4.7 Attendance. Directors may attend meetings in person, or participate by any authorized communications equipment (as provided in Chapter 1702 of the Ohio Revised Code) including, but not limited to, by telephone conference, video conference or other electronic technology or communications equipment as long as all persons participating in the meeting can contemporaneously communicate with each other ("Authorized Communications Equipment"). Participation by Authorized Communications Equipment shall constitute presence at such meeting.

4.8 Quorum. The attendance by any means authorized pursuant to section 4.7 above of a majority of the total number of Directors then serving shall be necessary to constitute a quorum for a meeting of the Directors. At all meetings of the Board, each Director shall be entitled to cast one vote on any question coming before the Board. Unless otherwise provided in these Regulations, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board.

4.9 Written Action. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if authorized in a writing or writings signed by all of the Directors, which writing or writings shall be filed or entered upon the records of the Foundation. Any electronic transmission by Authorized Communications Equipment (as provided in Chapter 1702 of the Ohio Revised Code) that contains an affirmative vote or approval of a Director is a signed

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writing for such purposes.

4.10 Committees.

4.10.1 Authority. The Board shall appoint such committees as shall be necessary from time to time and shall designate the duties of such committees. The committee members shall serve at the pleasure of the Board. No committee shall consist of fewer than four (4) Directors. At least one member of each committee shall be an Appointed Director. A majority of the quorum of any such committee may determine its action and the chair of a committee shall fix the time and place of its meetings unless the Board otherwise provides. All committees at all times shall be subject to the control and direction of the Board and shall report all actions taken at the next succeeding meeting of the Board. With the exception of the President of the University, all Directors, whether Appointed or Elected, must serve on at least one (1) committee.

4.10.2 Executive Committee. The Foundation shall have an Executive Committee to help the Board function efficiently and effectively. The Executive Committee shall have the broad authority of the Board to act on behalf of the full Board during the interval between meetings of the Board on any matters that the Executive Committee determines should not be delayed until the Board's next regularly scheduled meeting, or until a Special Meeting of the Board is called as specified in these Regulations. The Executive Committee shall be composed of the Chair of the Board, who shall act as the Chair of the Executive Committee, the President of the Foundation, and such other Directors appointed by the Board upon the recommendation of the Chair of the Foundation.

4.10.3 Governance Committee. The Foundation shall have a Governance Committee to (a) provide oversight of the Foundation's structure, policies and processes to ensure compliance with the Foundation's mission and general good governance practices and (b) identify, recruit, nominate and educate qualified and diverse candidates to serve as Elected Directors and Officers of the Foundation (unless such persons are otherwise designated or appointed under

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the terms of these Regulations). The Governance Committee shall be composed of not fewer than five (5) nor more than nine (9) Directors, including within that number, the President of the Foundation and the Chair of the Foundation. The Governance Committee Chair shall be appointed by the Board upon the recommendation of the President of the Foundation and the Chair of the Foundation.

4.11 Special Appointees. Persons may be appointed by the Directors to serve on the Board and/or a committee(s) to assist the Board or a committee in carrying out its responsibilities. Such special appointees shall serve for a term of one (1) year which term may be renewed for one (1) additional year. Special appointees shall be advisory only to the Board or committee on which they serve and shall have no voting rights at any meeting of the Board or any committee meeting.

ARTICLE V: ELECTED OFFICERS OF THE FOUNDATION

5.1 Generally. The elected officers of the Foundation shall be elected by a majority vote of the Directors present at the Annual Meeting, if there is a quorum. The elected officers shall be a Chair, Vice Chair, Secretary, and any other officers the Board may designate or determine. All elected officers shall be Elected Directors of the Foundation.

5.2 Chair. The Chair shall preside at all Board meetings and perform such other and further duties as may be from time to time be required by the Directors.

5.3 Vice Chair. The Vice Chair shall perform all of the duties and have all the authority of the Chair in case of the latter's absence or disability. In case both the Chair and Vice Chair are absent or unable to perform their duties, the Directors may appoint a Chair pro tempore by a majority vote of the Directors present at a meeting, if there is a quorum.

5.4 Secretary. The Secretary shall review and certify all minutes of the Foundation as prepared by the Chief Administrative Officer.

5.5. Term. The Chair shall be elected for one (1) two-year term. The Chair shall not

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be eligible for re-election to such position. The Vice-Chair and Secretary shall be elected for a one (1) year term, but may serve two (2) consecutive one-year terms. Terms shall commence at the conclusion of the Annual Meeting at which the officer is elected and end at the conclusion of the applicable Annual Meeting, or until such officer's successor is elected and qualified.

5.6 Removal. The Board may remove any elected officer at any time, with or without cause, by the majority vote of the Directors present at a meeting, if there is a quorum.

5.7 Vacancies. The Board may fill any vacancy that may occur in any office by electing a successor to hold office during the unexpired term of the vacant office.

ARTICLE VI: ADDITIONAL OFFICERS OF THE FOUNDATION

6.1 Generally. The additional officers of the Foundation shall be the President, Treasurer, Chief Financial Officer, Chief Development Officer, Chief Administrative Officer, and any other officers as the Board may designate or determine. The Persons serving as additional officers may hold more than one office and shall be employees of the University.

6.2 President. The President of the University shall nominate for election by the Board a person to serve as the President of the Foundation. The President of the Foundation may be removed by the President of the University after consultation with the Foundation Chair. The University President and the Foundation Chair will consult regularly regarding the Foundation President's performance. The Board will review and assess the performance of the President of the Foundation annually and provide a report of such assessment to the President of the University for use in connection with the President's official performance reviews. Subject to Ohio law and the rules, policies, and procedures of the University, the President shall have overall responsibility for the day to day operation of all functions of the Foundation. The President shall provide reports on the operation of the Foundation to the Board on a periodic basis or as requested by the Board. The President shall keep an accurate record of all transactions of the Foundation. The President shall give all notices required by law or

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these Regulations. The President shall keep a proper record book and shall properly record therein all minutes of all corporate meetings and such other matters as shall be proper or necessary. Further, the President may also advise the Board with respect to potential matters or issues. During such time that this position may be vacant, the Chief Administrative Officer shall serve as the acting President of the Foundation.

6.3 Treasurer of the Foundation. Unless otherwise determined by the Board in consultation with the University President, the Treasurer of the Foundation shall be the Vice President or, if there is one then serving, the Senior Vice President for Finance and Business Services of the University as referenced under Section 4.3(g) of these Regulations. Subject to Ohio law and the rules, policies, and procedures of the University, the Treasurer of the Foundation shall be responsible for the oversight of the financial operations of the Foundation.

6.4 Chief Financial Officer. Unless otherwise determined by the Board in consultation with the University President, the Chief Financial Officer ("CFO") shall be the Associate Treasurer of the University. Unless otherwise directed or provided by the Board, the CFO shall have the duties and responsibilities provided in this section. Subject to Ohio law and the rules, policies, and procedures of the University, the CFO shall be responsible for planning, implementing, managing, and controlling all financial activities of the Foundation. The CFO shall supervise the annual preparation of the Foundation's financial statements and the external audit of such statements. The CFO shall support such committees as determined by the Board and the committee chairs.

6.5 Chief Development Officer. Unless otherwise determined by the Board in consultation with the University President, the Chief Development Officer ("CDO") shall be a person serving in the role of the Associate Vice President of University Advancement or, if there is one, the Senior Associate Vice President of University Advancement of the University. Subject to Ohio law and the rules, policies, and procedures of the University, and unless otherwise directed or provided by the Board, the CDO shall have the duties and responsibilities provided in this section. The CDO shall oversee

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the donor development activities of the Foundation. The CDO shall support such committees and fulfill such other duties as determined by the Board and the committee chairs.

6.6 Chief Administrative Officer. Unless otherwise determined by the Board in consultation with the University President, the Chief Administrative Officer ("CAO") shall be the Assistant Vice President for University Advancement, Donor Engagement and Board Relations of the University. Subject to Ohio law and the rules, policies, and procedures of the University, and unless otherwise directed or provided by the Board, the CAO shall have the duties and responsibilities provided in this section. The CAO shall oversee the administration of the Foundation and stewardship of gifts to the Foundation. The CAO shall coordinate and schedule the meetings of the Foundation, prepare resolutions, and fulfill such other duties as determined by the President or the Board. The CAO shall support such committees as determined by the Board or Committee chairs.

6.7 Vacancies. In the event that a University officer position under this Article VI is not then currently held by an individual with that title, the Foundation officer position will be filled by the University employee appointed by the University President to serve in that role.

ARTICLE VII: INDEMNITY

The Foundation shall indemnify to the full extent permitted by the nonprofit Foundation laws of the State of Ohio each person who was, is or will be a Director, officer, volunteer or employee of the Foundation (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Director, officer, volunteer or employee, or arising out of such person's status as such a Director, officer or employee (including serving at the request of the Foundation as a trustee, director, officer, partner, member, employee or agent of another organization). The Foundation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

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ARTICLE VIII: CONSISTENCY WITH ARTICLES OF INCORPORATION

If any provision of this Code of Regulations shall be inconsistent with the Foundation's Articles of Incorporation (as they may be amended), the Articles of Incorporation shall govern.

ARTICLE IX: SECTION HEADINGS

The headings contained in this Code of Regulations are for reference only and shall not be construed as part of or as affecting the meaning or interpretation of this Code of Regulations.

ARTICLE X: AMENDMENTS

This Code of Regulations (as in effect from time to time) may be amended or restated by the affirmative vote of a majority of the total number of Directors then serving; provided, however, that Articles III and IV, providing for the selection of Directors and defining Members, and Section 6.1,-- shall not be amended without the approval and consent of the Board of Trustees of the University given by the affirmative vote of two thirds (2/3) of all members of the Board of Trustees of the University. Any proposed amendment shall be submitted in writing to each Director at least fifteen (15) days prior to the meeting at which the same is to be voted upon by mailing, faxing or otherwise sending a copy thereof to each Director in any manner authorized for delivering notices of meetings under Section

4.6 of these Code of Regulations.

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ARTICLE XI: EMERGENCY REGULATIONS

In the event of an "emergency" as defined in Ohio Revised code section 1701.01(U), as it may be amended, corporate actions may be taken in accordance with Ohio Revised Code section 1702.11(C) and (G), as they may be amended.

ARTICLE XII: PROVISIONS FOR REGULATIONS OF BUSINESS

AND CONDUCT OF AFFAIRS OF THE FOUNDATION

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12.1 Books and Records. The Foundation shall keep correct and complete books of

account and minutes of the proceedings of the Board and any committees.

12.2 Conflicts of Interest.

12.2.1 Gifts. As provided in further detail in the Foundation's Conflict of Interest Policy (the "Policy), no Covered Person (as defined in the Policy) shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Foundation without first making a disclosure of such conflict of interest to the Board. All of the Directors, officers, employees, committee members and certain other volunteers of the Foundation are "Covered Persons" as defined under the Policy (with respect to volunteers of the Foundation the Policy applies to such other volunteers determined and identified as a "Covered Person" under the Policy).

12.2.2 Conflict of Interest Procedure. When the Board is considering a proposed transaction that may benefit the private interest of a Covered Person of the Foundation, the procedure outlined in the Conflict of Interest Policy adopted by the Board shall be followed.

12.2.3 Appointed Directors. Appointed Directors (under Section 4.3 of these Regulations) are subject to all applicable laws and University policies including Ohio Ethics laws and related University policies. In the event of any conflict between such Ohio Ethics laws and University policies for Appointed Directors, the Ohio Ethics laws and University policies shall prevail and take priority over the conflict of interest procedures and provisions contained in this Section 12.2.

12.3 Compensation. Service by Elected Directors shall be strictly voluntary and such Elected Directors shall not receive compensation for their services to the Foundation as Directors.

12.4 Dissolution. The Foundation shall be dissolved only upon the affirmative vote of a majority of the total number of Directors then serving and with approval of two-thirds of the members of the Board of Trustees of the University voting at a regular meeting of the Board of

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Trustees of the University. Upon dissolution, all of its property of whatever nature and wheresoever situated shall vest immediately and absolutely in the University, to be used in total for the purposes of the University, subject, however, to any and all limitations and conditions under which it is held by the Foundation at the time of dissolution.

ARTICLE XIII: DEADLOCK

In the event of deadlock in the Directors' management of the corporate affairs, the provisions for the appointment of the provisional Director under Ohio Revised Code section 1702.521 shall be used to resolve the deadlock.

ARTICLE XIV: SUPERSEDES PRIOR CODE OF REGULATIONS

This Amended and Restated Code of Regulations amends, restates and supersedes in the entirety all previous codes of regulations (regardless of how titled) and all prior resolutions by the Directors amending such codes of regulations. This Amended and Restated Code of Regulations shall be the only code of regulations of the Foundation and only may be amended, modified, or restated only in accordance with the terms of these Regulations.

CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Code of Regulations was duly adopted by the Board as of the 11th day of July, 20223, and by the Board of Trustees of the University effective as of the -24 day of June, 20223.

Foundation Secretary Signature

Board of Trustees Secretary Signature

Printed Name

Printed Name

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AMENDED AND RESTATED
CODE OF REGULATIONS
OF THE
MIAMI UNIVERSITY FOUNDATION

MISSION STATEMENT:

The mission of the Miami University Foundation (the “Foundation”) is to support the educational and research activities of Miami University (the “University”), as well as the University’s vibrant student life including arts, athletics and co-curricular endeavors. The Foundation does so through the identification and solicitation of philanthropic support and effective oversight of the management and stewardship of the endowment and other financial assets of the Foundation.

ARTICLE I: OFFICES

The principal office of the Foundation at which the general business shall be transacted and where the records of the Foundation shall be kept shall be located in the City of Oxford, Butler County, Ohio. The Foundation may have such other offices, either within or outside the State of Ohio, as the Board of Directors (“Board”) may designate or as the activities of the Foundation may require from time to time.

ARTICLE II: FISCAL YEAR

The fiscal year of the Foundation shall commence on the first day of July in each year and end on the last day of the following June, or be such other period as the Board designates by resolution.

ARTICLE III: MEMBERS

The Foundation shall have no members. The Directors shall have all the rights and privileges of members as are provided under Ohio nonprofit corporation law in accordance with Ohio Revised Code Section 1702.14, as it may be amended.

ARTICLE IV: DIRECTORS

4.1 Powers. The Board shall have the control and management of the business and property of the Foundation. It may adopt by-laws not inconsistent with these Regulations. The Board shall consist of individuals (hereafter collectively referred to as “Directors” and individually as a “Director”) who are Appointed Directors or Elected Directors, as provided in these Regulations. Each Director shall perform his or her duties as a Director of the Foundation, including his or her duties as a member of any committee of the Board, in good faith, in a manner the Director reasonably believes to be in, or not opposed to, the best interests of the Foundation and with the care that an ordinarily prudent person in a like position would use under similar circumstances. All Directors shall comply with all the policies of the Foundation to the extent that those policies are not inconsistent with the policies of the University provided, however, in the event and to the extent of any conflict between Ohio law or University policy applicable to Appointed Directors and a Foundation policy, such conflicting Ohio law or University policy shall take precedence for Appointed Directors.

4.2 Number. The number of Appointed Directors shall be up to nine (9) persons who shall be determined as provided in Section 4.3 of these Regulations. The number of Elected Directors shall not be fewer than fifteen (15) or more than thirty (30) persons elected as provided in Section 4.4 of these Regulations. The Board shall determine and fix the exact number of persons to serve as Elected Directors from time to time provided, however, that no decrease in the number of Elected Directors shall have the effect of removing an Elected Director prior to the expiration of such Elected Director’s term of office.

4.3 Appointed Directors.

4.3.1 Designation of Appointed Directors. The following persons shall serve as Appointed Directors:

- (a) The Chair of the Board of Trustees of the University (the “Board of Trustees”)

or a member of the Board of Trustees appointed by the Chair of the Board of Trustees;

(b) A second member of the Board of Trustees appointed by the Chair of the Board of Trustees;

(c) The President of the University;

(d) The President of the Foundation;

(e) The Vice President or, if there is one serving, the Senior Vice President for Advancement of the University or, if neither is serving, then the most senior officer position leading the Advancement of the University;

(f) Executive Vice President for Academic Affairs and Provost of the University;

(g) The Vice President or, if there is one serving, the Senior Vice President for Finance and Business Services of the University;

(h) The Vice President or, if there is one serving, the Senior Vice President for Student Life of the University; and

(i) The Vice President or, if there is one serving, the Senior Vice President for Enrollment Management and Student Success.

4.3.2. Vacancies. In the event that a University officer position described in Section 4.3.1(e)-(i) is not currently held by an individual with that title, the Appointed Director position will be filled by the University employee appointed by the University President to serve in that role or position.

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4.4.1 Election. The Elected Directors shall be elected by the Directors from the slate of candidates nominated by the Governance Committee (as that term is hereinafter defined). Election shall be by a majority vote of the Directors constituting a quorum at a meeting of the Directors. At least two-thirds (2/3) of the Elected Directors shall be alumni or former students of the University.

4.4.2 Term. Elected Directors shall be elected to a term of four (4) years which shall commence at the conclusion of the Annual Meeting following their election and shall terminate at the conclusion of the fourth Annual Meeting thereafter.

4.4.3 Term Limits. Elected Directors may serve a maximum of two (2) full four-year terms. Service as an Elected Director for fewer than 30 months of a four-year term shall not be considered a full term for the purpose of term limit restrictions. Notwithstanding the foregoing, Elected Directors who were serving at the time these Regulations were amended to increase the term from three (3) years to four (4) years are permitted to serve for a maximum of eight (8) years. In exceptional, extraordinary or unusual circumstances as determined by the Board, an Elected Director who has served two full terms (as defined at the time of service) may be elected by the Board to an additional term of two (2) years or less. Election of a Director to serve a third term should be rare and unusual and must be justified by a significant need that cannot otherwise be satisfied by a current Director or by the election of another Director who has not yet served two terms.

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Approved July 11, 2022

4.5.3 Special Meetings. Special meetings of the Board ("Special Meetings") may be called by the Chair, by the Board of Directors or upon the written request of two (2) or more Directors.

4.5.4 Meeting Logistics. Each Annual Meeting and each Regular Meeting shall be held in person (at such time and place, within or without the State of Ohio, as the Board designates) unless the Foundation Chair and the Foundation President determine that circumstances render an in person meeting inadvisable, in which case such meeting shall be by Authorized Communications Equipment (as defined in Section 4.7). Special Meetings may be held in person (at such time and place, within or without the State of Ohio, as the Foundation Chair or Foundation President designates), or by Authorized Communications Equipment.

4.6 Notice of Meetings.

4.6.1 Annual and Regular Meetings. Written notice of each Annual Meeting and other Regular Meeting of the Board stating the time and place thereof (or Authorized Communications Equipment details, as applicable) shall be delivered personally, sent by fax or email, or sent by U.S. mail or courier service with postage and fees prepaid or by means of any Authorized Communications Equipment not fewer than seven (7) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Foundation, unless notice is waived.

4.6.2 Special Meetings. Written notice of each Special Meeting of the Board stating the time, place (or Authorized Communications Equipment details, as applicable) and purpose thereof shall be delivered personally, sent by fax or email, or sent by U.S. mail or courier service with postage and fees prepaid or by means of any Authorized Communications Equipment not less than seven (7) days before the meeting, excluding the day of the

meeting, to each Director at his or her address according to the current records of the Foundation, unless notice is waived. No business shall be transacted at any Special Meeting other than the business specified in the notice of such meeting.

4.6.3 Waiver of Notice. Notice of any meeting of the Board may be waived in writing before, at or after such meeting by any Director. Such waiver shall be filed with or entered upon the records of such meeting. Attendance of any Director at any meeting of the Board without protesting, prior to or at the commencement of the meeting, the lack of proper notice of such meeting shall be deemed to be a waiver of such notice by such Director.

4.7 Attendance. Directors may attend meetings in person, or participate by any authorized communications equipment (as provided in Chapter 1702 of the Ohio Revised Code) including, but not limited to, by telephone conference, video conference or other electronic technology or communications equipment as long as all persons participating in the meeting can contemporaneously communicate with each other ("Authorized Communications Equipment"). Participation by Authorized Communications Equipment shall constitute presence at such meeting.

4.8 Quorum. The attendance by any means authorized pursuant to section 4.7 above of a majority of the total number of Directors then serving shall be necessary to constitute a quorum for a meeting of the Directors. At all meetings of the Board, each Director shall be entitled to cast one vote on any question coming before the Board. Unless otherwise provided in these Regulations, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board.

4.9 Written Action. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if authorized in a writing or writings signed by all of the Directors, which writing or writings shall be filed or entered upon the records of the Foundation. Any electronic transmission by Authorized Communications Equipment (as provided in Chapter 1702 of the Ohio Revised Code) that contains an affirmative vote or approval of a Director is a signed

writing for such purposes.

4.10 Committees.

4.10.1 Authority. The Board shall appoint such committees as shall be necessary from time to time and shall designate the duties of such committees. The committee members shall serve at the pleasure of the Board. No committee shall consist of fewer than four (4) Directors. At least one member of each committee shall be an Appointed Director. A majority of the quorum of any such committee may determine its action and the chair of a committee shall fix the time and place of its meetings unless the Board otherwise provides. All committees at all times shall be subject to the control and direction of the Board and shall report all actions taken at the next succeeding meeting of the Board. With the exception of the President of the University, all Directors, whether Appointed or Elected, must serve on at least one (1) committee.

4.10.2 Executive Committee. The Foundation shall have an Executive Committee to help the Board function efficiently and effectively. The Executive Committee shall have the broad authority of the Board to act on behalf of the full Board during the interval between meetings of the Board on any matters that the Executive Committee determines should not be delayed until the Board's next regularly scheduled meeting, or until a Special Meeting of the Board is called as specified in these Regulations. The Executive Committee shall be composed of the Chair of the Board, who shall act as the Chair of the Executive Committee, the President of the Foundation, and such other Directors appointed by the Board upon the recommendation of the Chair of the Foundation.

4.10.3 Governance Committee. The Foundation shall have a Governance Committee to (a) provide oversight of the Foundation's structure, policies and processes to ensure compliance with the Foundation's mission and general good governance practices and (b) identify, recruit, nominate and educate qualified and diverse candidates to serve as Elected Directors and Officers of the Foundation (unless such persons are otherwise designated or appointed under

the terms of these Regulations). The Governance Committee shall be composed of not fewer than five (5) nor more than nine (9) Directors, including within that number, the President of the Foundation and the Chair of the Foundation. The Governance Committee Chair shall be appointed by the Board upon the recommendation of the President of the Foundation and the Chair of the Foundation.

4.11 Special Appointees. Persons may be appointed by the Directors to serve on the Board and/or a committee(s) to assist the Board or a committee in carrying out its responsibilities. Such special appointees shall serve for a term of one (1) year which term may be renewed for one (1) additional year. Special appointees shall be advisory only to the Board or committee on which they serve and shall have no voting rights at any meeting of the Board or any committee meeting.

ARTICLE V: ELECTED OFFICERS OF THE FOUNDATION

5.1 Generally. The elected officers of the Foundation shall be elected by a majority vote of the Directors present at the Annual Meeting, if there is a quorum. The elected officers shall be a Chair, Vice Chair, Secretary, and any other officers the Board may designate or determine. All elected officers shall be Elected Directors of the Foundation.

5.2 Chair. The Chair shall preside at all Board meetings and perform such other and further duties as may be from time to time be required by the Directors.

5.3 Vice Chair. The Vice Chair shall perform all of the duties and have all the authority of the Chair in case of the latter's absence or disability. In case both the Chair and Vice Chair are absent or unable to perform their duties, the Directors may appoint a Chair pro tempore by a majority vote of the Directors present at a meeting, if there is a quorum.

5.4 Secretary. The Secretary shall review and certify all minutes of the Foundation as prepared by the Chief Administrative Officer.

5.5 Term. The Chair shall be elected for one (1) two-year term. The Chair shall not

be eligible for re-election to such position. The Vice-Chair and Secretary shall be elected for a one (1) year term, but may serve two (2) consecutive one-year terms. Terms shall commence at the conclusion of the Annual Meeting at which the officer is elected and end at the conclusion of the applicable Annual Meeting, or until such officer's successor is elected and qualified.

5.6 Removal. The Board may remove any elected officer at any time, with or without cause, by the majority vote of the Directors present at a meeting, if there is a quorum.

5.7 Vacancies. The Board may fill any vacancy that may occur in any office by electing a successor to hold office during the unexpired term of the vacant office.

ARTICLE VI: ADDITIONAL OFFICERS OF THE FOUNDATION

6.1 Generally. The additional officers of the Foundation shall be the President, Treasurer, Chief Financial Officer, Chief Development Officer, Chief Administrative Officer, and any other officers as the Board may designate or determine. The Persons serving as additional officers may hold more than one office and shall be employees of the University.

6.2 President. The President of the University shall nominate for election by the Board a person to serve as the President of the Foundation. The President of the Foundation may be removed by the President of the University after consultation with the Foundation Chair. The University President and the Foundation Chair will consult regularly regarding the Foundation President's performance. The Board will review and assess the performance of the President of the Foundation annually and provide a report of such assessment to the President of the University for use in connection with the President's official performance reviews. Subject to Ohio law and the rules, policies, and procedures of the University, the President shall have overall responsibility for the day to day operation of all functions of the Foundation. The President shall provide reports on the operation of the Foundation to the Board on a periodic basis or as requested by the Board. The President shall keep an accurate record of all transactions of the Foundation. The President shall give all notices required by law or

these Regulations. The President shall keep a proper record book and shall properly record therein all minutes of all corporate meetings and such other matters as shall be proper or necessary. Further, the President may also advise the Board with respect to potential matters or issues. During such time that this position may be vacant, the Chief Administrative Officer shall serve as the acting President of the Foundation.

6.3 Treasurer of the Foundation. Unless otherwise determined by the Board in consultation with the University President, the Treasurer of the Foundation shall be the Vice President or, if there is one then serving, the Senior Vice President for Finance and Business Services of the University as referenced under Section 4.3(g) of these Regulations. Subject to Ohio law and the rules, policies, and procedures of the University, the Treasurer of the Foundation shall be responsible for the oversight of the financial operations of the Foundation.

6.4 Chief Financial Officer. Unless otherwise determined by the Board in consultation with the University President, the Chief Financial Officer (“CFO”) shall be the Associate Treasurer of the University. Unless otherwise directed or provided by the Board, the CFO shall have the duties and responsibilities provided in this section. Subject to Ohio law and the rules, policies, and procedures of the University, the CFO shall be responsible for planning, implementing, managing, and controlling all financial activities of the Foundation. The CFO shall supervise the annual preparation of the Foundation’s financial statements and the external audit of such statements. The CFO shall support such committees as determined by the Board and the committee chairs.

6.5 Chief Development Officer. Unless otherwise determined by the Board in consultation with the University President, the Chief Development Officer (“CDO”) shall be a person serving in the role of the Associate Vice President of University Advancement or, if there is one, the Senior Associate Vice President of University Advancement of the University. Subject to Ohio law and the rules, policies, and procedures of the University, and unless otherwise directed or provided by the Board, the CDO shall have the duties and responsibilities provided in this section. The CDO shall oversee

the donor development activities of the Foundation. The CDO shall support such committees and fulfill such other duties as determined by the Board and the committee chairs.

6.6 Chief Administrative Officer. Unless otherwise determined by the Board in consultation with the University President, the Chief Administrative Officer (“CAO”) shall be the Assistant Vice President for University Advancement, Donor Engagement and Board Relations of the University. Subject to Ohio law and the rules, policies, and procedures of the University, and unless otherwise directed or provided by the Board, the CAO shall have the duties and responsibilities provided in this section. The CAO shall oversee the administration of the Foundation and stewardship of gifts to the Foundation. The CAO shall coordinate and schedule the meetings of the Foundation, prepare resolutions, and fulfill such other duties as determined by the President or the Board. The CAO shall support such committees as determined by the Board or Committee chairs.

6.7 Vacancies. In the event that a University officer position under this Article VI is not then currently held by an individual with that title, the Foundation officer position will be filled by the University employee appointed by the University President to serve in that role.

ARTICLE VII: INDEMNITY

The Foundation shall indemnify to the full extent permitted by the nonprofit Foundation laws of the State of Ohio each person who was, is or will be a Director, officer, volunteer or employee of the Foundation (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Director, officer, volunteer or employee, or arising out of such person's status as such a Director, officer or employee (including serving at the request of the Foundation as a trustee, director, officer, partner, member, employee or agent of another organization). The Foundation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

ARTICLE VIII: CONSISTENCY WITH ARTICLES OF INCORPORATION

If any provision of this Code of Regulations shall be inconsistent with the Foundation's Articles of Incorporation (as they may be amended), the Articles of Incorporation shall govern.

ARTICLE IX: SECTION HEADINGS

The headings contained in this Code of Regulations are for reference only and shall not be construed as part of or as affecting the meaning or interpretation of this Code of Regulations.

ARTICLE X: AMENDMENTS

This Code of Regulations (as in effect from time to time) may be amended or restated by the affirmative vote of a majority of the total number of Directors then serving; provided, however, that Articles III and IV, providing for the selection of Directors and defining Members, and Section 6.1, shall not be amended without the approval and consent of the Board of Trustees of the University given by the affirmative vote of two thirds (2/3) of all members of the Board of Trustees of the University. Any proposed amendment shall be submitted in writing to each Director at least fifteen (15) days prior to the meeting at which the same is to be voted upon by mailing, faxing or otherwise sending a copy thereof to each Director in any manner authorized for delivering notices of meetings under Section 4.6 of these Code of Regulations.

ARTICLE XI: EMERGENCY REGULATIONS

In the event of an "emergency" as defined in Ohio Revised code section 1701.01(U), as it may be amended, corporate actions may be taken in accordance with Ohio Revised Code section 1702.11(C) and (G), as they may be amended.

ARTICLE XII: PROVISIONS FOR REGULATIONS OF BUSINESS

AND CONDUCT OF AFFAIRS OF THE FOUNDATION

12.1 Books and Records. The Foundation shall keep correct and complete books of

account and minutes of the proceedings of the Board and any committees.

12.2 Conflicts of Interest.

12.2.1 Gifts. As provided in further detail in the Foundation's Conflict of Interest Policy (the "Policy), no Covered Person (as defined in the Policy) shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Foundation without first making a disclosure of such conflict of interest to the Board. All of the Directors, officers, employees, committee members and certain other volunteers of the Foundation are "Covered Persons" as defined under the Policy (with respect to volunteers of the Foundation the Policy applies to such other volunteers determined and identified as a "Covered Person" under the Policy).

12.2.2 Conflict of Interest Procedure. When the Board is considering a proposed transaction that may benefit the private interest of a Covered Person of the Foundation, the procedure outlined in the Conflict of Interest Policy adopted by the Board shall be followed.

12.2.3 Appointed Directors. Appointed Directors (under Section 4.3 of these Regulations) are subject to all applicable laws and University policies including Ohio Ethics laws and related University policies. In the event of any conflict between such Ohio Ethics laws and University policies for Appointed Directors, the Ohio Ethics laws and University policies shall prevail and take priority over the conflict of interest procedures and provisions contained in this Section 12.2.

12.3 Compensation. Service by Elected Directors shall be strictly voluntary and such Elected Directors shall not receive compensation for their services to the Foundation as Directors.

12.4 Dissolution. The Foundation shall be dissolved only upon the affirmative vote of a majority of the total number of Directors then serving and with approval of two-thirds of the members of the Board of Trustees of the University voting at a regular meeting of the Board of

Trustees of the University. Upon dissolution, all of its property of whatever nature and wheresoever situated shall vest immediately and absolutely in the University, to be used in total for the purposes of the University, subject, however, to any and all limitations and conditions under which it is held by the Foundation at the time of dissolution.

ARTICLE XIII: DEADLOCK

In the event of deadlock in the Directors' management of the corporate affairs, the provisions for the appointment of the provisional Director under Ohio Revised Code section 1702.521 shall be used to resolve the deadlock.

ARTICLE XIV: SUPERSEDES PRIOR CODE OF REGULATIONS

This Amended and Restated Code of Regulations amends, restates and supersedes in the entirety all previous codes of regulations (regardless of how titled) and all prior resolutions by the Directors amending such codes of regulations. This Amended and Restated Code of Regulations shall be the only code of regulations of the Foundation and only may be amended, modified, or restated only in accordance with the terms of these Regulations.

CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Code of Regulations was duly adopted by the Board as of the ____ day of _____, 2023, and by the Board of Trustees of the University effective as of the ____ day of _____, 2023.

Foundation Secretary Signature

Board of Trustees Secretary Signature

Printed Name

Printed Name

Approved by the Board of Trustees
March 3, 2023

March 3, 2023
Other Business



T. O. Pickerill II
Secretary to the Board of Trustees

Resolution 2023-33

Resolution of Appreciation for
Dawson Cosgrove

Whereas, Dawson Cosgrove was appointed a Miami University Student Trustee on March 19, 2021; and

Whereas, Ohio law sets the length of this appointment, which expires on February 28, 2023; and

Whereas, Dawson has thoughtfully and ardently served Miami University as a member of the Board of Trustees, and as a tireless and dedicated Miami supporter and student.

Now, Therefore Be It Resolved, that the members of the Board of Trustees do hereby express to Dawson their appreciation for his service to this Board and to the Miami University student body, and offer him their best wishes for good health and good fortune in all future endeavors.

Steve Anderson
Biff Bowman, National Trustee
Ryan D. Burgess
Sandra Drabik Collins, Secretary
Jack Fazio, Student Trustee
Deborah Feldman, Vice Chair
Zachary T. Haines

Beth McNellie
Dinesh Paliwal, National Trustee
John C. Pascoe
Jeff Pegues, National Trustee
H. Roderick Robinson, Treasurer
Mary Schell, Chair
Mark Sullivan, National Trustee

Done, by the Miami University Board of Trustees, this Third Day of
March, Two Thousand Twenty Three at Miami University,
in the City of Oxford, County of Butler, State of Ohio,
during the Two Hundred and Fourteenth year of the University's Charter.