

UNIVERSITY OF MISSOURI  
Columbia . Kansas City . Rolla . St. Louis



BOARD OF CURATORS

Minutes of the Board of Curators Development Session  
July 26-27, 2018  
Springfield, Missouri

**BOARD OF CURATORS MEETING – PUBLIC SESSION**

A meeting of the University of Missouri Board of Curators was convened in public session at 1:30 PM on Thursday, July 26, 2018, at the White River Conference Center, James River and Dogwood Canyon Halls, 600 W. Sunshine, Springfield, Missouri, pursuant to public notice given of said meeting. Curator David L. Steelman, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic  
The Honorable Darryl M. Chatman  
The Honorable Jamie L. Farmer  
The Honorable Maurice B. Graham  
The Honorable Jeffrey L. Layman  
The Honorable John R. Phillips  
The Honorable Phillip H. Snowden  
The Honorable David L. Steelman  
The Honorable Jon T. Sundvold

Also Present

Dr. Mun Y. Choi, President  
Mr. Stephen J. Owens, General Counsel  
Ms. Cindy Harmon, Secretary of the Board of Curators  
Ms. Courtney Lauer, Student Representative to the Board of Curators  
Dr. C. Mauli Agrawal, Chancellor of University of Missouri – Kansas City  
Dr. Gary Allen, Vice President of Information Technology  
Mr. Rick Baniak, Chief Financial Officer, UMSL  
Dr. Barbara Bichelmeyer, Provost, UMKC  
Dr. Alex Cartwright, Chancellor of University of Missouri – Columbia  
Ms. Jeri Doty, Chief Planning Officer, MU Health Care  
Ms. Kamrhan Farwell, Chief Marketing and Communications Officer

Ms. Marsha Fischer, Chief Human Resources Officer  
Dr. Tom George, Chancellor of University of Missouri – St. Louis  
Ms. Rhonda Gibler, Chief Financial Officer, MU  
Mr. Steve Graham, Senior Associate Vice President of Academic Affairs  
Ms. Christine Holt, Chief of Staff, UM System  
Ms. Sharon Lindenbaum, Chief Financial Officer, UMKC  
Dr. Chris Maples, Interim Chancellor of Missouri University of Science & Technology  
Dr. Robert Marley, Provost, Missouri S&T  
Mr. Kevin McDonald, Chief Diversity Officer  
Dr. Mark McIntosh, Vice President of Research and Economic Development  
Ms. Michelle Piranio, Interim Chief Audit Executive  
Ms. Cuba Plain, Chief Financial Officer, Missouri S&T  
Mr. Ryan D. Rapp, Interim Vice President for Finance  
Mr. Dustin Schnieders, Director of Government Relations  
Ms. Kristin Sobolik, Provost, UMSL  
Mr. Jim Spain, Interim Provost, MU  
Dr. Marshall Stewart, Chief Engagement Officer  
Mr. Christian Basi  
Ms. Kelly Wiemann  
Media representatives

### **General Business**

Consent Agenda Review – No discussion.

### **Consent Agenda**

It was endorsed by President Choi, moved by Curator Graham and seconded by Curator Phillips, that the following item be approved by consent agenda:

#### Action

1. Sole Source, Decision Support and Continuous Improvement System, MUHC

That MU Health Care (MUHC) be authorized to purchase Decision Support and Continuous Improvement Systems from Strata Decision Technology, Chicago, Illinois, at a total cost of \$3,584,139.

Funding is as follows:

MUHC IT Business Applications Operating Fund

H2788 739800

The motion carried unanimously (9-0) by voice vote with no abstentions.

## **General Business**

The Board of Curators held a strategic development session regarding the following:

- Initial briefing on the University Task Force Report on governance – Board Chair Steelman (slides on file)
- Review and discussion of the report – Task Force Chair Chatman and Dr. MacTaggart
- Discussion, University of Missouri System Vision and Mission

The discussions were facilitated by Dr. Terrence MacTaggart with the Association of Governing Boards (AGB).

### Amendment to Collected Rules and Regulations Section 20.010, General Organization, UM

It was moved by Curator Chatman and seconded by Curator Phillips, that the following action be approved:

that Collected Rules and Regulations 20.010 General Organization be amended as presented to the Board of Curators, and further amended, at their meeting July 26-27, 2018 (and as on file with the minutes of this meeting).

### **Collected Rules and Regulations Administration Chapter 20: Organization**

#### **20.010 General Organization**

Bd. Min. 6-25-67, p. 33,423; amended Bd. Min. 7-26-18.

The corporate body known as The Curators of the University of Missouri is organized as a university system. The University of Missouri System was formed in 1963 and consists of system administration and four universities: the University of Missouri-Columbia, the University of Missouri-Kansas City, the Missouri University of Science and Technology, the University of Missouri-St. Louis, and all of their component parts, including MU Health, MU Extension and UM Engagement (hereinafter referred to as “University” or “UM System”). The University of Missouri Board of Curators (“Board”) reaffirms the value and importance of the University’s general organization

as a university system and the basic concept that the University will be one university system. This one university system concept requires a centrally directed and unified administration and operation and the Board reaffirms the authority already granted to the President to direct the manner of implementation of this concept. The Board expects full cooperation of all faculty and staff to carry out this general policy. The Board directs that in the consideration and drafting of proposed rules and regulations that such concept be followed.

The motion passed unanimously (9-0) by voice vote with no abstentions.

Amendment, Collected Rules and Regulations 20.030, Executive Philosophy, UM

It was moved by Curator Chatman and seconded by Curator Graham, that the following action be approved:

That Collected Rules and Regulations 20.030 Executive Philosophy be amended as presented to the Board of Curators, and further amended, at their meeting July 26-27, 2018 (and as on file with the minutes of this meeting).

**Collected Rules and Regulations**

**Administration**

**Chapter 20: Organization**

**20.030 Executive Philosophy**

Executive Order No. 1, 2-15-68; Revised 4-5-73; Revised 3-3-76; Amended by Executive Order No. 13, 11-8-73; Revised 4-5-76; Revised 9-23-79; Revised 6-25-86; Revised 2-4-92; Revised 5-28-96; Revised 4-7-97; Revised 10-1-98; Revised 8-5-99; Revised 10-1-04; Revised 6-10-09; Revised 7-26-18.

The UM System exists to deliver excellence in teaching, research, engagement and economic development for the people of Missouri, the nation and the world.

The UM System is organized as a system to achieve more collectively than its component parts could achieve individually and this principle will guide decision makers in managing the affairs of the UM System, whether they be academic affairs or business affairs. The Constitution of Missouri vests the Board of Curators (“Board”) with governing authority for the UM System. The Board is the governing authority for the UM System, including its system administration, and

each of its universities and component parts. The Board delegates decision-making authority to the President of the UM System, but governing responsibility always resides with the Board, which has the authority to change any decision at any time.

The President is delegated general power to act for and on behalf of the Board and the UM System subject only to the Bylaws, Board Rules and Regulations or specific instructions of the Board. The President is the chief executive and academic officer of the UM System and all faculty and staff shall be under his/her direction and authority, and he/she shall be in charge of all academic, public, business, financial and related affairs of the UM System under the policies and general supervision of the Board.

The Chancellors of the UM System are appointed by and report to the President. The Chancellors are the chief academic and administrative officers charged with providing academic and administrative leadership and management on each of the four university campuses. The primary duty of the Chancellors is to attain excellence in: academic and teaching programs to educate students of all ages; research; outreach to the citizens of Missouri through extension and other services; and the advancement of economic growth of Missouri and its citizens; all within the resources available to each university as approved by the Board. Consistent with Collected Rule and Regulation 30.010, the Chancellors will also grow their university advancement programs through private fundraising and other activities that increase community support for the universities and the UM System. With the approval of the President, the Chancellors may delegate some of their responsibilities to other university officials. In addition to their university responsibilities, the Chancellors serve as General Officers to advise the President on all matters affecting the UM System.

It is the fundamental responsibility of the Board, President, Chancellors and officers to seek and manage resources to achieve the vision and mission of the UM System. This fundamental responsibility compels all General Officers to look beyond individual universities and interests to enable the UM System to meet the needs of Missouri.

The basic principle that will be followed in leading and managing the UM System is that authority and accountability will be linked. Managerial authority to make decisions will be coupled with managers being held accountable for results. Outcomes achieved will be measured against goals.

The motion passed unanimously (9-0) by voice vote with no abstentions.

Dr. MacTaggart led a facilitated discussion continued regarding the guiding principles for the UM System and guidelines for proactive leadership and governance.

The Board of Curators development session recessed at 4:45 PM on Thursday, July 26, 2018.

**6:00 – 7:30 P.M. – Reception for Southwest Missouri Community and University Leaders with Development Session Participants**

Location: Sportsman's Lodge, White River Conference Center

**BOARD OF CURATORS MEETING**

**PUBLIC SESSION**

A meeting of the University of Missouri Board of Curators reconvened in public session at 8:30 A.M. on Friday, July 27, 2018 at the White River Conference Center, James River and Dogwood Canyon Halls, 600 W. Sunshine, Springfield, Missouri, pursuant to public notice given of said meeting. Curator David L. Steelman, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic  
The Honorable Darryl M. Chatman  
The Honorable Jamie L. Farmer  
The Honorable Maurice B. Graham  
The Honorable Jeffrey L. Layman  
The Honorable John R. Phillips  
The Honorable Phillip H. Snowden  
The Honorable David L. Steelman  
The Honorable Jon T. Sundvold

Also Present

Dr. Mun Y. Choi, President  
Mr. Stephen J. Owens, General Counsel  
Ms. Cindy Harmon, Secretary of the Board of Curators  
Ms. Courtney Lauer, Student Representative to the Board of Curators  
Dr. C. Mauli Agrawal, Chancellor of University of Missouri – Kansas City  
Dr. Gary Allen, Vice President of Information Technology  
Mr. Rick Baniak, Chief Financial Officer, UMSL  
Dr. Barbara Bichelmeyer, Provost, UMKC  
Dr. Alex Cartwright, Chancellor of University of Missouri – Columbia  
Ms. Jeri Doty, Chief Planning Officer, MU Health Care

Ms. Kamrhan Farwell, Chief Marketing and Communications Officer  
Ms. Marsha Fischer, Chief Human Resources Officer  
Dr. Tom George, Chancellor of University of Missouri – St. Louis  
Ms. Rhonda Gibler, Chief Financial Officer, MU  
Mr. Steve Graham, Senior Associate Vice President of Academic Affairs  
Ms. Christine Holt, Chief of Staff, UM System  
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Dr. Chris Maples, Interim Chancellor of Missouri University of Science & Technology  
Dr. Robert Marley, Provost, Missouri S&T  
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Mr. Ryan D. Rapp, Interim Vice President for Finance  
Mr. Dustin Schnieders, Director of Government Relations  
Ms. Kristin Sobolik, Provost, UMSL  
Mr. Jim Spain, Interim Provost, MU  
Dr. Marshall Stewart, Chief Engagement Officer  
Mr. Christian Basi  
Ms. Kelly Wiemann  
Media representatives

### **General Business**

Dr. MacTaggart continued a facilitated discussion regarding the guiding principles for the UM System and guidelines for proactive leadership and governance.

#### New Vision Statement for the UM System

The Board of Curators and University leadership accepted the new vision statement for the UM System as follows:

*Advance the opportunities for success and well-being for Missouri, our nation and the world through transformative teaching, research, innovation, engagement and inclusion.*

#### The University Task Force Report

The Board of Curators modified and adopted The University Task Force Report as presented and discussed with UM System leadership July 26-27, 2018.

#### University of Missouri Board of Curators Resolution: System Governance

It was moved by Curator Graham and seconded by Curator Phillips, that the Resolution below on System Governance be approved, as amended (and as on file with the minutes of this meeting).

**UNIVERSITY OF MISSOURI BOARD OF CURATORS RESOLUTION:  
SYSTEM GOVERNANCE**

The University of Missouri Board of Curators, meeting in Springfield on this 27<sup>th</sup> day of July, 2018, resolves as follows:

**WHEREAS**, the University of Missouri System was formed in 1963 and consists of system administration and four universities: the University of Missouri-Columbia, the University of Missouri-Kansas City, the Missouri University of Science and Technology, the University of Missouri-St. Louis, and all of their component parts, including, but not limited to, MU Health, MU Extension and UM Engagement (“University” or “UM System”); and

**WHEREAS**, the University is organized as a university system in order to achieve more collectively than its component parts could achieve individually; and

**WHEREAS**, the Constitution of Missouri vests the Board of Curators (“Board”) with authority to govern the University; the Board delegates to the President the general power to act on behalf of the Board, subject to specified limitations; and the President appoints, subject to approval by the Board, Chancellors for each of the four universities of the UM System who report to the President; and

**WHEREAS**, in January 2018, the Board Chair appointed a task force to review, among other things, the UM System’s patterns of governance, leadership and operations (“Task Force”); and

**WHEREAS**, the Task Force reviewed the history of the UM System and its formation, other public university system structures, and sought and received input from chancellors, provosts, vice presidents, faculty, staff, students and other concerned stakeholders through a variety of media, including a university community input session at the Board meeting on June 22, 2018; and

**WHEREAS**, after due deliberation and study, the Task Force issued a thoughtful report to the Board (“Task Force Report”) which the Board discussed over two days during meetings on July 26-27, 2018.

**NOW THEREFORE, BE IT RESOLVED** that:



1. The Board reaffirms the value and importance of being organized as one university system and that the Board is the governing board for the UM System and each of its universities and their component parts; and
2. The Board reaffirms the authority delegated to the President to act on behalf of the Board, subject only to specified limitations, and to act as the chief academic and administrative officer of the UM System and each of its universities and their component parts including, but not limited to, all faculty, staff and students; all academic, public, business, financial and related affairs; and all advancement programs; and
3. The Board approves and adopts the Vision Statement and the Guiding Principles and Recommendations for Proactive Leadership and Governance set forth in the Task Force Report, as they may have been modified by the Board's discussion; and
4. The Board acknowledges the UM System's existing Mission Statement set forth in the Task Force Report and directs the President to review it for possible revision in the near future; and
5. The Board, through its actions during this meeting, amends Collected Rule and Regulation (CRR) 20.010, General Organization, and CRR 20.030, Executive Authority, in order to make them consistent with the governance structure set forth in the Task Force Report and the Board intends to update and amend other CRRs to assure they are consistent with such a governance structure and the Task Force Report; and
6. The Board recognizes sound leadership and positive culture as integral to the success of the UM System and directs the President or his designee to design and promote orientation programs for new leaders and on-going training for existing leaders, including the chancellors, vice-presidents, provosts, deans and department chairs, and that such orientation and training programs include, among other things, this Resolution and the Task Force Report, as it may have been modified by the Board; and
7. The Board expresses its appreciation to the Task Force and its members Curator Darryl Chatman (Chair), Curator Julia Brncic, Curator John Phillips, President Mun Choi, Chancellor Mauli Agrawal, Interim Chancellor and Provost Barbara Bichelmeyer, Chancellor Alex Cartwright, Chancellor Tom George, Interim Chancellor Chris Maples, Vice President Ryan Rapp, General Counsel Steve Owens, and for the assistance of AGB Consultant Terry MacTaggart, Board Secretary Cindy Harmon and UM Counsel Nick Beydler.

**BE IT FURTHER RESOLVED**, that the Secretary of the Board of Curators cause this Resolution to be spread upon the minutes of this meeting.

The motion carried unanimously (9-0) by voice vote with no abstentions.

It was moved by Curator Graham and seconded by Curator Phillips, that there shall be an executive session with a closed record and closed vote of the Board of Curators Development Session July 26-27, 2018 for consideration of:

- **Section 610.021(1), RSMo**, relating to matters identified in that provision, which include legal actions, causes of action or litigation, and confidential or privileged communications with counsel; and
- **Section 610.021(2), RSMo**, relating to matters identified in that provision, which include leasing, purchase, or sale of real estate; and
- **Section 610.021(3), RSMo**, relating to matters identified in that provision, which include hiring, firing, disciplining, or promoting of particular employees; and
- **Section 610.021(12), RSMo**, relating to matters identified in that provision, which include sealed bids and related documents and sealed proposals and related documents or documents related to a negotiated contract; and
- **Section 610.021 (13), RSMo**, relating to matters identified in that provision, which include individually identifiable personnel records, performance ratings, or records pertaining to employees or applicants for employment.

Roll call vote of the Board:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Farmer voted yes.  
Curator Graham voted yes.  
Curator Layman voted yes.  
Curator Phillips voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Sundvold voted yes.

The motion carried.

The public session of the Board of Curators meeting recessed at 9:50 AM on Friday, July 27, 2018.

### **Board of Curators Meeting – Executive Session**

A meeting of the University of Missouri Board of Curators was convened in executive session at 10:10 A.M., on Friday, July 27, 2018, at the White River Conference Center, Sportsman’s Lodge, 600 W. Sunshine, Springfield, Missouri, pursuant to public notice given of said meeting. Curator David L. Steelman, Chair of the Board of Curators, presided over the meeting.

#### Present

The Honorable Julia G. Brncic  
The Honorable Darryl M. Chatman  
The Honorable Jamie L. Farmer  
The Honorable Maurice B. Graham  
The Honorable Jeffrey L. Layman  
The Honorable John R. Phillips  
The Honorable Phillip H. Snowden  
The Honorable David L. Steelman  
The Honorable Jon T. Sundvold

#### Also Present

Dr. Mun Y. Choi, President  
Mr. Stephen J. Owens, General Counsel  
Ms. Cindy Harmon, Secretary of the Board of Curators  
Ms. Courtney Lauer, Student Representative of the Board of Curators

### **Consent Agenda – Executive Session**

It was recommended and endorsed by President Choi, moved by Curator Layman and seconded by Curator Snowden, that the following item be approved by consent agenda:

1. <sup>297</sup>Property Purchase, MUHC – this item may be given public notice upon completion.

Roll call vote of the full Board:

Curator Brncic voted yes.  
Curator Chatman voted yes.

Curator Farmer voted yes.  
Curator Graham voted yes.  
Curator Layman voted yes.  
Curator Phillips voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Sundvold voted yes.

The motion carried.

### **General Business**

President Choi excused himself from the meeting.

First Amendment to Contract for Employment, Mun Y. Choi, President of the University of Missouri System– presented by Board Chair Steelman

It was moved by Curator Graham and seconded by Curator Snowden, that the following recommendation be approved:

that the Curators of the University of Missouri are authorized to enter into a First Amendment to the Contract for Employment with Mun Y. Choi, President of the University of Missouri System, under the same or substantially similar terms as provided to the members of the Board of Curators at the July 26-27, 2018 Board of Curators meeting (and as on file with the minutes of this meeting), said Amendment to be approved as to legal form by General Counsel.

Roll call vote:

Curator Brncic voted yes.  
Curator Chatman voted yes.  
Curator Farmer voted yes.  
Curator Graham voted yes.  
Curator Layman voted yes.  
Curator Phillips voted yes.  
Curator Snowden voted yes.  
Curator Steelman voted yes.  
Curator Sundvold voted yes.

The motion carried.

President Choi rejoined the meeting.

Chancellors Agrawal, Cartwright, George and Maples were invited to join the meeting.

Report on Personnel Matters – presented by Chair Steelman and President Choi

No action taken by the Board.

It was moved by Curator Brncic and seconded by Curator Chatman, that the meeting of the Board of Curators Executive Session, July 26-27, 2018, be adjourned.

Roll call vote:

Curator Brncic voted yes.

Curator Chatman voted yes.

Curator Farmer voted yes.

Curator Graham voted yes.

Curator Layman voted yes.

Curator Phillips voted yes.

Curator Snowden voted yes.

Curator Steelman voted yes.

Curator Sundvold voted yes.

The motion carried.

There being no other business to come before the Board of Curators, the executive session meeting was adjourned at 10:30 A.M. on Friday, July 27, 2018.

### **Public Session**

A meeting of the University of Missouri Board of Curators reconvened in public session at 10:45 A.M. on Friday, July 27, 2018 at the White River Conference Center, James River and Dogwood Canyon Halls, 600 W. Sunshine, Springfield, Missouri, pursuant to public notice given of said meeting. Curator David L. Steelman, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic  
The Honorable Darryl M. Chatman  
The Honorable Jamie L. Farmer  
The Honorable Maurice B. Graham  
The Honorable Jeffrey L. Layman  
The Honorable John R. Phillips  
The Honorable Phillip H. Snowden  
The Honorable David L. Steelman  
The Honorable Jon T. Sundvold

Also Present

Dr. Mun Y. Choi, President  
Mr. Stephen J. Owens, General Counsel  
Ms. Cindy Harmon, Secretary of the Board of Curators  
Ms. Courtney Lauer, Student Representative to the Board of Curators  
Dr. C. Mauli Agrawal, Chancellor of University of Missouri – Kansas City  
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Dr. Marshall Stewart, Chief Engagement Officer  
Mr. Christian Basi  
Ms. Kelly Wiemann  
Media representatives

### **General Business**

Dr. MacTaggart facilitated a continued strategic discussion regarding key areas the Board of Curators would like to see further study including reporting lines and fundraising.

The discussion held during the development session produced a modified, approved and adopted University Task Force Report on Governance and a Board of Curators Resolution on System Governance. These documents will be provided to all development session participants and communicated to the University community. Additional ideas from this development session will be further considered by administration in future strategic planning.

It was moved by Curator Phillips and seconded by Curator Graham, that the meeting of the Board of Curators, July 26-27, 2018, be adjourned.

The motion carried unanimously (9-0) by voice vote with no abstentions.

There being no other business to come before the Board of Curators, the meeting was adjourned at 12:45 P.M. on Friday, July 27, 2018.

Respectfully submitted,



Cindy S. Harmon  
Secretary of the Board of Curators  
University of Missouri System

Approved by the Board of Curators on September 20, 2018