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

BOARD OF CURATORS

Minutes of the Board of Curators Meeting
Thursday, November 16, 2023

A Health Affairs Committee meeting was held November 9, 2023 in conjunction with the November 16, 2023 Board meeting.

**BOARD OF CURATORS MEETING – PUBLIC SESSION**

A meeting of the Board of Curators was convened in public session at 8:00 A.M. on Thursday, November 16, 2023, in Century Rooms A&B of the Millennium Student Center on the University of Missouri – St. Louis campus, St. Louis, Missouri, pursuant to public notice given of said meeting. Curator Michael A. Williams, Chair of the Board of Curators, presided over the meeting.

Present
The Honorable Robert D. Blitz
The Honorable Julia G. Brncic
The Honorable Robert W. Fry
The Honorable Todd P. Graves
The Honorable Keith A. Holloway
The Honorable Jeffrey L. Layman
The Honorable Jeanne C. Sinquefield
The Honorable Robin R. Wenneker
The Honorable Michael A. Williams

Also Present
Dr. Mun Y. Choi, President, University of Missouri
Mr. Mark A. Menghini, General Counsel
Ms. Cindy S. Harmon, Secretary of the Board of Curators
Dr. C. Mauli Agrawal, Chancellor, University of Missouri–Kansas City
Dr. Richard Barohn, Executive Vice Chancellor for Health Affairs
Dr. Mohammad Dehghani, Chancellor, Missouri University of Science and Technology
Ms. Marsha Fischer, Vice President for Human Resources and Chief Human Resources Officer

Mr. Chad Higgins, Interim Vice Chancellor for Extension and Engagement
Dr. John Middleton, Associate Vice President for Academic Affairs and Chief of Staff
Mr. Ryan D. Rapp, Executive Vice President for Finance and Operations, Chief Financial Officer and Treasurer
Dr. Kristin Sobolik, Chancellor for University of Missouri-St. Louis
Mr. Christian Basi, Director of Media Relations
Media representatives

**General Business**

University of Missouri Board Chair's Report – presented by Chair Williams (slides on file)

Chair Williams recognized a Curators' Distinguished Professor from University of Missouri – St. Louis - - Professor Susan Brownell. He also recognized the Remington R. Williams Student Leader of the Year Awardee from University of Missouri – St. Louis, Alex Entwistle.

Resolution, Darryl M. Chatman, Jr.

It was endorsed by President Choi, recommended by Chair Williams, moved by Curator Wenneker, and seconded by Curator Layman, that the following resolution recognizing the dedicated service of Darryl M. Chatman, Jr. to the University be approved:

**RESOLUTION**

WHEREAS, Darryl M. Chatman, Jr. served the people of Missouri with distinction as a member of the University of Missouri Board of Curators from February 14, 2017 until January 26, 2023; and

WHEREAS, during his term, he was a member of several Standing Committees and the Executive Committee, and served as Chair of the Governance, Resources and Planning Committee; Academic, Student Affairs/Research and Economic Development Committee; and the Executive Committee in 2021 and 2022; and

WHEREAS, after Curator Chatman served as Vice Chair in 2019, he was elected Chair of the Board of Curators, beginning January 1, 2021 through December 31, 2021, and was re-elected to a second term, serving from January 1, 2022 until December 31, 2022; and

WHEREAS, while serving as Chair he ensured all voices were heard at the table and made a concerted effort to highlight top researchers from each university in his Chair reports, adding student mentees to that recognition as well; and

WHEREAS, Curator Chatman provided leadership during the COVID-19 pandemic through unprecedented times in higher education, the state and the country; and

WHEREAS, during his time as Curator he supported research enterprise growth across all four UM System universities and advocated for heightened recognition of Curators' Distinguished Professors. Most of all, he deeply cared for students, believing that all students should be provided support networks, outreach, and educational opportunities; and

WHEREAS, Darryl Chatman is a True Son of Old Mizzou. As an undergrad student athlete from 1992-1996, Darryl was a football Tiger linebacker nicknamed "Chopper," who went on to earn four degrees from MU: a bachelor's and two master's degrees from CAFNR, and a Juris Doctor from the School of Law. He also earned a master's degree in public administration from North Carolina State University; and

WHEREAS, he led the University Task Force in 2018 to review the University of Missouri System's patterns of governance, leadership and operations. The result was a call for energetic and decisive leadership and a commitment to highly participatory governance wherein serious input is sought in advance of decisions made; and

WHEREAS, Curator Chatman believed in the mission of the University, and as a Curator, worked to achieve it and set the example of how a system of four distinct universities achieves excellence in teaching, research and engagement with Missourians, the nation and the world; and

WHEREAS, he received the 2017 Citation of Merit Award, given each year by the CAFNR Alumni Association for professional attainment by a CAFNR alumnus in their chosen career field, and received the CAFNR Column Award for Distinguished Alumni in 2019; and

WHEREAS, Curator Chatman also received the Distinguished Recent Graduate Award in 2017 at the University of Missouri-Columbia Law Day Awards ceremony. This award is presented to an outstanding alumnus who graduated within the past ten years; and

WHEREAS, he advocated for accountability in athletics to produce the best programs and student athletes possible; and

WHEREAS, Curator Chatman is a true professional. His contributions will have a lasting influence on the future of the University of Missouri System and the State:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Curators, on behalf of the students, faculty, staff and alumni of the University of Missouri System, and on behalf of the citizens of the State of Missouri, does hereby adopt this resolution in sincere appreciation of the dedicated and devoted leadership of Darryl M. Chatman, Jr.;

AND ALSO, that his future relations with the University of Missouri System be formally recognized by bestowing the title of "Curator Emeritus" upon Darryl M. Chatman, Jr.; and

BE IT FURTHER RESOLVED that the Secretary of the Board of Curators cause this resolution to be spread upon the minutes of this meeting and that a duly inscribed copy thereof be furnished to Darryl M. Chatman, Jr.

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

University of Missouri System President's Report – presented by President Choi (slides on file)

President Choi presented a report that included updates for each university regarding:

- Admissions Update
- Online Students Enrolled and Revenues
- Student and Faculty Success Highlights
- Research and Development
- Major Grants from each University
- Tech Hubs Announced

Review of Consent Agenda – No discussion.

**Consent Agenda**

It was endorsed by President Choi, moved by Curator Wenneker and seconded by Curator Holloway, that the following items be approved by consent agenda:

**CONSENT AGENDA**

Action

A. Minutes, September 7, 2023 Board of Curators Meeting
B. Minutes, September 7, 2023 Board of Curators Committee Meetings
C. Minutes, September 1, 2023 Board of Curators Special Meeting
D. Minutes, October 26-27, 2023 Board of Curators Retreat

A. Minutes, September 7, 2023 Board of Curators Meeting – as provided to the Curators for review and approval.

B. Minutes, September 7, 2023 Board of Curators Committee Meetings – as provided to the Curators for review and approval.

C. Minutes, September 1, 2023 Board of Curators Special Meeting – as provided to the Curators for review and approval.

D. Minutes, October 26-27, 2023 Board of Curators Retreat – as provided to the Curators for review and approval.

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

Resolution for Executive Session

It was moved by Curator Graves and seconded by Curator Brncic, that there shall be an executive session with a closed record and closed vote of the Board of Curators meeting November 16, 2023 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 Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.

Curator Holloway voted yes.
Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

**Board of Curators Meeting – Executive Session**

A meeting of the University of Missouri Board of Curators was convened in executive session at 8:35 A.M., on Thursday, November 16, 2023, in Century Room C of the Millennium Student Center on the University of Missouri – St. Louis campus, pursuant to public notice given of said meeting. Curator Michael A. Williams, Chair of the Board of Curators, presided over the meeting.

Present
The Honorable Robert D. Blitz
The Honorable Julia G. Brncic
The Honorable Robert W. Fry
The Honorable Todd P. Graves
The Honorable Keith A. Holloway
The Honorable Jeffrey L. Layman
The Honorable Jeanne Cairns Sinquefield
The Honorable Robin R. Wenneker
The Honorable Michael A. Williams

Also Present
Dr. Mun Y. Choi, President, University of Missouri
Mr. Mark A. Menghini, General Counsel
Ms. Cindy Harmon, Secretary of the Board of Curators
Mr. John Denker, Chief Marketing and Communications Officer
Ms. Marsha Fischer, Vice President for Human Resources and Chief Human Resources Officer
Mr. Ryan D. Rapp, Executive Vice President for Finance and Chief Financial Officer
Ms. Valerie Slayton, Senior Executive Assistant

Report on contracts and real estate – presented by Athletic Director Reed-Francois

Recessed the executive session at 10:25 AM on Thursday, November 16, 2023.

**Reconvened Public Session**

A meeting of the Board of Curators was reconvened in public session at 10:34 A.M. on Thursday, November 16, 2023, in Century Rooms A&B of the Millennium Student Center on the University of Missouri – St. Louis campus, St. Louis, Missouri, pursuant to public notice given of said meeting. Curator Michael A. Williams, Chair of the Board of Curators, presided over the meeting.

Present
The Honorable Robert D. Blitz
The Honorable Julia G. Brncic
The Honorable Robert W. Fry
The Honorable Todd P. Graves
The Honorable Keith A. Holloway
The Honorable Jeffrey L. Layman
The Honorable Jeanne C. Sinquefield
The Honorable Robin R. Wenneker
The Honorable Michael A. Williams

Also Present
Dr. Mun Y. Choi, President, University of Missouri
Mr. Mark A. Menghini, General Counsel
Ms. Cindy S. Harmon, Secretary of the Board of Curators
Dr. C. Mauli Agrawal, Chancellor, University of Missouri–Kansas City
Dr. Richard Barohn, Executive Vice Chancellor for Health Affairs
Dr. Mohammad Dehghani, Chancellor, Missouri University of Science and Technology
Ms. Marsha Fischer, Vice President for Human Resources and Chief Human Resources Officer
Mr. Chad Higgins, Interim Vice Chancellor for Extension and Engagement
Dr. John Middleton, Associate Vice President for Academic Affairs and Chief of Staff
Mr. Ryan D. Rapp, Executive Vice President for Finance and Operations, Chief Financial Officer and Treasurer
Dr. Kristin Sobolik, Chancellor for University of Missouri-St. Louis
Mr. Christian Basi, Director of Media Relations
Media representatives

Board of Curators standing committee meetings were convened at 10:35 A.M. and concluded at 2:11 P.M. on Thursday, November 16, 2023. Committee actions were presented to the full Board for action following each Committee vote.

**Academic, Student Affairs, Research and Economic Development Committee**

Curator Layman provided time for discussion of committee business.

UMSL Annual Intercollegiate Athletics Report – presented by UMSL Athletic Director Lori Flanagan (slides on file for this information only item)

New Degree Program, Bachelor of Science in Engineering Technology, MU – presented by Praveen Edara and Michael Klote (information on file)

It was recommended by the University of Missouri System Office of Academic Affairs, endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Layman, seconded by Curator Brncic that the following action be approved:

> that the University of Missouri-Columbia be authorized to submit the attached proposal (and as on file with the minutes of this meeting) for a BS in Engineering Technology to the Coordinating Board for Higher Education for approval.

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

New Degree Program, Bachelor of Science in Environmental Engineering, MU – presented by Praveen Edara and Maria Fidalgo (information on file)

It was recommended by the University of Missouri System Office of Academic Affairs, endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Layman, seconded by Curator Brncic that the following action be approved:

> that the University of Missouri-Columbia be authorized to submit the attached proposal (and as on file with the minutes of this meeting) for a BS in Environmental Engineering to the Coordinating Board for Higher Education for approval.

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

New Degree Program, Doctor of Philosophy in Bioengineering, S&T – presented by David Borrok and Hu Yang (information on file)

It was recommended by the University of Missouri System Office of Academic Affairs, endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Layman, seconded by Curator Brncic that the following action be approved:

> that the Missouri University of Science and Technology be authorized to submit the attached proposal (and as on file with the minutes of this meeting) for a PhD in Bioengineering to the Coordinating Board for Higher Education for approval.

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

New Degree Program, Doctor of Philosophy in Biological Sciences, S&T – presented by Merzhad Boroujerdi and David Duvernell (information on file)

It was recommended by the University of Missouri System Office of Academic Affairs, endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Layman, seconded by Curator Brncic that the following action be approved:

> that the Missouri University of Science and Technology be authorized to submit the attached proposal (and as on file with the minutes of this meeting) for a PhD in Biological Sciences to the Coordinating Board for Higher Education for approval.

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

New Degree Program, Bachelor of Science in Data Science, MU – presented by Cooper Drury and Roger Fales (information on file)

It was recommended by the University of Missouri System Office of Academic Affairs, endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee,

moved by Curator Layman, seconded by Curator Brncic that the following action be approved:

> that the University of Missouri-Columbia be authorized to submit the attached proposal (and as on file with the minutes of this meeting) for a BS in Data Science to the Coordinating Board for Higher Education for approval.

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

Amendment, MU School of Medicine Student Honor Code – presented by Mark Menghini (information on file)

It was recommended and endorsed by President of the University of Missouri Mun Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Layman, and seconded by Curator Brncic, that the following action be approved:

> that the University of Missouri – Columbia School of Medicine Student Honor Code, pursuant to Collected Rules and Regulations, Section 200.020.E.9., be revised as attached (and as on file with the minutes of this meeting).

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

The only other business for this committee was a resolution for an executive session later in the day, which passed unanimously.

**Governance, Compensation and Human Resources Committee**

Curator Holloway provided time for discussion of committee business.

Amendments, Collected Rule and Regulation 320.040, Nepotism and 10.090, Ethics and Conflict of Interest – presented by Mark Menghini (information on file)

It was recommended by the Governance, Compensation and Human Resources Committee moved by Curator Holloway, and seconded by Curator Blitz, that the following action be approved:

Collected Rules and Regulations CRR 320.040 Nepotism and 10.090 Ethics and Conflict of Interest be amended as indicated in the attached documents (and as on file with the minutes of this meeting):

## 320.040 Nepotism

Bd. Min. 2-14-57, p. 10,425; Bd. Min. 6-5-63, p. 22,810, Amended Bd. Min. 7-25-97; Revised 10-1-98, Amended 10-21-11; Amended 7-28-20; Amended 11-16-23.

A. **Relatives of Curators Not to be Employed** – No person who is related by blood or marriage to any current member of the Board of Curators shall be appointed to any position in the university as officer, member of any faculty or employee during the time such curator is a member of the Board of Curators. Further, no member of the Board of Curators, during the time such curator is a member of the Board of Curators, shall participate in, advocate for or influence in any way the hiring or appointment of any person as an employee at any level of the University or any affiliated entity who is related by blood or marriage to any current member of the Board of Curators within the fourth degree by consanguinity or affinity. No exceptions shall be made to this rule.

B. **Employees Not to Hire or Appoint Relatives** -- No employee of the University shall hire or appoint an individual who is related by blood or marriage within the fourth degree by consanguinity or affinity to the employee making the decision to hire or appoint. No exceptions shall be made to this rule.

C. **Restrictions on being Administrative Superior to Relatives—** Notwithstanding any other provision of University policy inconsistent herewith and even though the prohibitions found in Section 320.040A and Section 320.040B above have been complied with, no employee of the University shall be the Administrative Superior of an individual who is related by blood or marriage within the fourth degree by consanguinity or affinity to that employee.

D. **No Other Restrictions on Employment of Relatives—**Other than the restrictions found in Section 320.040A, Section 320.040B and Section 320.040C above, the University imposes no restrictions on the employment of relatives who have been hired or appointed pursuant to normal University human resources and equal employment opportunity policies.

E. **Definitions** -- For the purpose of interpreting and applying the provisions of Section 320.040, the following terms shall have the following meanings:

    1. **Relatives by Blood or Marriage**

a. **Relatives by Blood Within the Fourth Degree** -- A person is related by blood (consanguinity) as closely as the fourth degree to the following: children; grandchildren; great-grandchildren; great-great-grandchildren; parents; grandparents; great-grandparents; great-great-grandparents; brothers and sisters; nephews; grand nephews; nieces; grand nieces; uncles; grand uncles; aunts; grand aunts; and first cousins.

b. **Relatives by Marriage With the Fourth Degree** -- A person is related by marriage (affinity) as closely as the fourth degree to that person's spouse and to the spouse's following blood relatives: children; grandchildren; great-grandchildren; great-great-grandchildren; parents; grandparents; great-grandparents; great-great-grandparents; brothers and sisters; nephews; grand nephews; nieces; grand nieces; uncles; grand uncles; aunts; grand aunts; and first cousins.

c. **Other Persons Considered as Relatives** -- The half-blood shall be considered the same as the whole blood. Stepchildren, stepparents, etc., shall be considered the same as blood relatives of the person or the person's spouse as the case may be. An *in loco parentis* relationship shall be considered the same as a blood relationship to the person or the person's spouse as the case may be.

2. **Employees** -- The term "employees" shall include officers, academic staff members, and all other employees of the University.

3. **Administrative Superior** -- An "Administrative Superior" is any employee of the University who has responsibility for deciding whether to appoint, promote or grant tenure; who has the responsibility for recommending whether to appoint, promote or grant tenure; who has the responsibility for setting or approving the salary or deciding whether to increase the salary of another University employee; or who has the responsibility for recommending the salary, recommending approval of the salary or recommending whether to increase the salary of another University employee. The term Administrative Superior includes faculty and staff members responsible for making recommendations, whether such recommendation is made individually, is made as a member of a committee, or is made collectively with others. The term is not limited to upper levels of University administration, but includes a University employee at any level who has any of the responsibilities described in the first two sentences of Section 320.040E.3.

4. **Immediate Supervisor—**An "Immediate Supervisor" is an employee's direct supervisor.

F. **Full Disclosure Required--** In any circumstance in which an individual who is an Administrative Superior becomes aware of being in a position in which performance of regular duties with regard to a University employee would cause this nepotism policy to be violated, such individual has an obligation to fully disclose the circumstances to the individual's Immediate Supervisor and to cooperate with such Immediate Supervisor in being removed from any involvement in those activities prohibited by this policy and which are related to any person who is related by blood or marriage within the fourth degree by consanguinity or affinity to such Administrative Superior.

G. **Consequences of Violations--**A violation of this policy, regardless of the manner in which it is brought to the attention of the University, may lead to disciplinary action as appropriate, up to and including termination of employment in the most serious circumstances, following appropriate processes for such discipline.

## 10.090 Ethics and Conflict of Interest

Board Minutes 7-21-06, Amended 2-6-09, Amended 1-27-11, 6-26-12; 7-28-20; 11-16-23.

Each member of the University of Missouri Board of Curators (hereinafter "Board") has a fiduciary obligation and responsibility with respect to service on the Board, which is ultimately responsible and accountable for governing the University pursuant to Article IX, Section 9(a) of the Missouri Constitution of 1945 and applicable statutes. Each member of the Board is expected to serve the public trust and to exercise duties and responsibilities solely in the interest of the public, the University and the Board and not in the member's own interest, the interest of the member's spouse, parents, siblings or children or in the interest of any business with which any of the foregoing are associated.

To implement the foregoing general principles, the Board has adopted the following:

A. **Prohibited Transactions**
   1. No member of the Board shall vote on, attempt to influence the vote of other members of the Board or attempt to influence the decision of the University with regard to any matter under consideration by the Board or by the University in which said action will result in a material financial gain or personal gain for said Board member, the member's spouse, parents, siblings or children or any business with which any of the foregoing are associated.
   2. No member of the Board shall act or refrain from acting, in connection with duties and responsibilities as a member of the Board, by reason of the payment, offer to pay, promise to pay, or receipt of anything of

actual pecuniary value by said Board member, by the member's spouse, parent, siblings or children or any business with which any of the foregoing are associated.

3. No member of the Board shall use in any manner whatsoever or disclose to others confidential information obtained in connection with duties and responsibilities as a member of the Board with the intent to result in material financial gain or personal gain for said Board member, for the member's spouse, parents, siblings or children or any business with which any of the foregoing are associated.
4. Consistent with Section 320.115 of the Collected Rules and Regulations of the University of Missouri, no member of the Board shall be employed by the University, either full-time or part-time, during service as a member of the Board or for two (2) years after the cessation of such service. Further, no member of the Board shall enter into any contract to provide goods or services under contract with the University during service as a member of the Board or for two (2) years after the cessation of such service; provided, however, that such prohibition shall not apply if the goods or services are donated to the University or if the contract is entered into in conformity with the University's rules and regulations pertaining to acquisition of goods or services, the University's competitive bidding processes, if applicable, and after compliance with all applicable conflict of interest statutes and policies.
5. Consistent with the provisions of Article VII, Section 6 of the Missouri Constitution of 1945, Section 172.310, RSMo 2000 and Section 320.040 of the Collected Rules and Regulations of the University of Missouri, no person who is related by blood or marriage to any member of the Board shall, during said Board member's service as a member of the Board, be appointed to any position in the University as officer, member of any faculty or employee and no member of the Board of Curators, during the time such curator is a member of the Board of Curators, shall participate in, advocate for or influence in any way the hiring or appointment of any person as an employee at any level of the University or any affiliated entity who is related by blood or marriage to any current member of the Board of Curators within the fourth degree by consanguinity or affinity.

B. **Full Disclosure**

1. Each member of the Board shall complete and shall submit annually to the Secretary of the Board on or before August 15 of each year, the University of Missouri Board of Curators' Conflict of Interest Disclosure Form, for the purpose of disclosing to the Board and to the public said Board member's financial interests and the financial interests of the member's spouse, parents, siblings or children, including the identity of any business with which any of the foregoing are associated. Each member of the Board of Curators shall file with the Secretary of the Board of Curators a copy of the required filing which they make with the State of Missouri Ethics Commission entitled Personal Financial Disclosure Statement. Additionally, all current members of the Board, as of August 15, 2006, and in the future new Board members, upon initial appointment to the Board of Curators, shall file with the Secretary of the Board of Curators a listing containing the name of the member's

spouse, parents, siblings and children together with their current place of employment and the name of any business in which the person has an ownership interest in excess of ten percent. A Board member shall promptly update this listing when warranted by a change in circumstances.

2. If a member of the Board reasonably believes that the member or another Board member has a conflict of interest, a potential conflict of interest or reasonably believes that the general public might perceive that a conflict of interest exists with regard to any matter that is under consideration by the Board, the member shall report such conflict of interest, potential conflict of interest or perceived conflict of interest to the Chair of the Board at the earliest opportunity and, if possible, prior to any discussion, deliberation or vote by the Board on that matter. Unless the member of the Board voluntarily agrees to abstain from all such discussions and voting on the matter, the Chair of the Board shall determine whether an actual or perceived conflict of interest exists and, if so, shall request that such member of the Board refrain from all such discussions and voting on the matter. If the Chair of the Board is the Board member whose financial or personal interest is at issue, the Vice Chair of the Board shall determine whether an actual or perceived conflict of interest exists and, if so, shall request that the Chair of the Board refrain from all such discussions and voting on the matter. In all cases the Board is the final authority on conflict of interest issues. The Board member whose financial or personal interest is the subject of any vote shall not be eligible to vote thereon.
3. If a member of the Board becomes aware that the University is about to engage in a permitted transaction, as defined below, with the Board member, the member's spouse, parents, siblings or children or with any business with which any of the foregoing are associated, the Board member shall inform the other members of the Board at the earliest opportunity and, if possible, prior to the execution of the permitted transaction. The disclosure required in this paragraph shall be required whether or not the Board is expected to be involved in discussing or approving the permitted transaction.

C. **Prohibition Against Acceptance of Gifts**

Members of the Board of Curators of the University of Missouri shall avoid accepting gifts for personal use, directly or indirectly, from prohibited sources, except as permitted in Section 10.090 C.2. below.

1. For the purposes of this policy, the following definitions shall apply:
    1. **Gift** -- Gift shall mean any tangible or intangible item or items having a monetary value in excess of $75.
    2. **Prohibited Source** -- Prohibited source shall mean any person or entity, public or private, outside the University, with interests, financial or otherwise, that may be substantially affected by the recommendations, decisions, performance or non-performance of the official duties of the Board member.
2. Exceptions -- The following shall not be considered a violation of this policy:
    1. Gifts that are available to the Board member on the same conditions as for the general public;

2. Educational materials utilized in the performance of the Board member's official duties;
3. Awards or honoraria administered by or through the University;
4. Gifts from the Board member's relatives, by blood or marriage; and
5. Any item of food, refreshment, entertainment or other benefit provided to the Board member while attending a meeting, conference or convention, as long as such item is provided on the same conditions as for other attendees and could not be considered as lavish.

D. **Permitted Transactions**

1. Contingent upon compliance with the requirements of this Board Policy on Ethics and Conflict of Interest, it shall not be inappropriate for a Board member, the member's spouse, parents, siblings or children or for any business with which any of the foregoing are associated to enter into a contract with the University if the goods or services are donated to the University or if the contract is entered into in conformity with the University's rules and regulations pertaining to acquisition of goods or services, the University's competitive bidding processes, if applicable, and after compliance with all applicable conflict of interest statutes and policies.

E. **Definitions**

1. For purposes of interpreting and applying the provisions of this Board Policy on Ethics and Conflict of Interest, the phrase "business with which any of the foregoing are associated" shall include the following:
2. Any sole proprietorship owned by the Board member, the Board member's spouse, parents, siblings or children;
3. Any partnership or joint venture in which the Board member, the Board member's spouse, parents, siblings or children is/are a partner, other than as a limited partner of a limited partnership, and any corporation or limited partnership in which the Board member, the Board member's spouse, parents, siblings or children is/are an officer or director or of which either the Board member, the Board member's spouse, parents, siblings or children, whether singularly or collectively, owns in excess of ten percent of the outstanding shares of any class of stock or partnership units; or
4. Any trust in which the Board member is a trustee or settlor or in which the Board member, the Board member's spouse, parents, siblings or children, whether singularly or collectively, is a beneficiary or holder of a reversionary interest of ten percent or more of the corpus of the trust.
5. For purposes of interpreting and applying the provisions of this Board Policy on Ethics and Conflict of Interest, the phrase "conflict of interest" shall mean any act, action or situation that could lead to a violation of any of the matters set forth above entitled "PROHIBITED TRANSACTIONS" and shall further include an existing or potential financial interest of the Board member, the member's spouse, parents, siblings or children, in any matter pending before the Board or under consideration by the University.
6. For purposes of interpreting and applying the provisions of this Board Policy on Ethics and Conflict of Interest, the phrase "spouse, parents,

siblings or children," whether in the singular or the plural or the conjunctive or the disjunctive, shall mean any current spouse, regardless of residence or degree of support by the Board member; and shall mean any and all parents, stepparents, foster parents, siblings, stepsiblings, foster siblings, children, stepchildren or foster children residing in the Board member's household or who receive in excess of fifty percent of their support from the Board member.

7. For purposes of interpreting and applying the provisions of this Board Policy on Ethics and Conflict of Interest, the phrase "material financial gain" shall mean a financial gain of more than a nominal amount and which is distinguishable from the anticipated realizable financial gain of the public at large or of a special class of the public at large. For example, a curator will not be considered to have the potential for material financial gain by participating in a decision on whether or not there should be a change in tuition and/or fees at the University of Missouri for all similarly situated students even if such curator, his or her spouse, parents, siblings or children will be affected by such increase.

F. **Conflict of Interest Disclosure Form**
   1. Conflict of Interest Disclosure Form (PDF)

G. **Family Disclosure Form**
   1. Family Disclosure Form (PDF)

The motion passed unanimously (8-0) by voice vote with Curator Graves abstaining.

Amendment, Collected Rule and Regulation 530.010, Retirement Plan Amendments to Comply with SECURE Act, SECURE Act 2.0, and to Operationalize Paid Time-Off Plan – presented by Vice President Fischer (information on file)

It was recommended by Vice President and Chief Human Resources Officer Marsha Fischer, endorsed by President Choi, recommended by the Governance, Compensation and Human Resources Committee, moved by Curator Holloway, and seconded by Curator Graves, that the following action be approved:

that the Retirement, Disability and Death Benefit Plan (RDD) be amended as indicated in the attached document (and as on file with the minutes of this meeting) containing the proposed language changes, effective January 1, 2024 (unless otherwise noted):

that the Employee Retirement Investment Plan (ERIP) be amended as indicated in the attached document (and as on file with the minutes of this meeting) containing proposed language changes, effective January 1, 2024 (unless otherwise noted);

that the Supplemental Retirement Plan (SRP) be amended as indicated in the attached document (and as on file with the minutes of this meeting) containing proposed language changes, effective January 1, 2024 (unless otherwise noted);

that the 403(b) Tax Deferred Annuity Plan (403(b) Plan) be amended as indicated in the attached document (and as on file with the minutes of this meeting) containing proposed language changes, effective January 1, 2024 (unless otherwise noted);

that the 457(b) Eligible Deferred Compensation Plan (457(b) Plan) be amended as indicated in the attached document (and as on file with the minutes of this meeting) containing proposed language changes, effective January 1, 2024 (unless otherwise noted); and

that the Retirement Benefit Restoration Plan (BRP) be amended as indicated in the attached document (and as on file with the minutes of this meeting) containing proposed language changes, effective January 1, 2024.

The motion carried unanimously (8-0) by voice vote with Curator Layman abstaining.

Amendment, Plan Document for Previously Authorized Short-Term Disability Program – presented by Vice President Fischer (information on file)

It was recommended by Vice President and Chief Human Resources Officer Marsha Fischer, endorsed by President Choi, recommended by the Governance, Compensation and Human Resources Committee, moved by Curator Holloway, and seconded by Curator Wenneker, that the following action be approved:

that the University of Missouri Short-Term Disability Plan be adopted in the same form as the attached plan document (and as on file with the minutes of this meeting), effective January 1, 2024, with further management of the plan to be governed by Collected Rules and Regulations Section 520.010 Benefit Programs.

The motion carried unanimously (8-0) by voice vote with Curator Layman abstaining.

The only other business to come before this committee was a resolution for an executive session later in the day, which passed unanimously.

**Health Affairs Committee Chair Report**

Curator Wenneker provided an overview of committee business.

Executive Vice Chancellor Report – presented by Richard Barohn, MD (slides on file for this information only item)

The minutes for the August 29, 2023 Health Affairs Committee meeting were approved at the November 9, 2023 meeting. All information reports presented at the committee meeting are on file with the minutes of this meeting.

**General Business**

University of Missouri – St. Louis Campus Highlights – presented by Chancellor Sobolik (slides on file for this information only item)

**12:00 P.M. – Luncheon for the Board of Curators, President and University of Missouri System Leaders,**
Location: Third Floor Rotunda, Millennium Student Center

**Reconvened public session at 12:45 P.M.**

**Finance Committee**

Curator Graves provided time for discussion of committee business.

Center for Energy Innovation, MU – presented by Praveen Edara, Roseanna Zia, Cooper Drury (information and slides on file for this information only item)

Development and Fundraising Report, MU, S&T, UMKC and UMSL – presented by Victoria Verkamp, Jackie Lewis, Amanda Davis and Lisa Capone (information and slides on file for this information only item)

Fiscal Year 2023 Financial Status Report, UM – presented by Executive Vice President Rapp (information and slides on file for this information only item)

Financial Aid Report, UM – presented by Executive Vice President Rapp (information and slides on file for this information only item)

Fiscal Year 2025 Student Housing and Dining Rates, UM – presented by Executive Vice President Rapp (information and slides on file)

It was recommended by the respective Chancellors, endorsed by President Choi, recommended by the Finance Committee, moved by Curator Graves and seconded by Curator Fry, that the attached schedule of rates for the Residence Halls and Family Student Housing at MU, UMKC, Missouri S&T, and UMSL (and as on file with the minutes of this meeting) be approved effective beginning with the 2024 Summer Session.

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

Project Approval, Veterinary Medical Expansion, MU – presented by Executive Vice President Rapp (information on file)

It was recommended by President Choi and recommended by the Finance Committee, moved by Curator Graves and seconded by Curator Fry, that the following action be approved:

The project approval for the Veterinary Medical Expansion, MU

Funding of the project budget is from:

| | |
|---|---|
| State Appropriation | $43,000,000 |
| Total Funding | $43,000,000 |

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

Amendment of Endowment or Gift Agreements with Racial or Ethnic Award Criteria or Preferences, UM – presented by Executive Vice President Rapp and General Counsel Menghini (information on file)

It was recommended by Executive Vice President, Ryan Rapp, endorsed by President Choi, moved by Curator Graves and seconded by Curator Holloway, that the following action be approved:

**WHEREAS**, In light of the U.S. Supreme Court's decision in Students for Fair Admissions, Inc. v. President and Fellows of Harvard College, 600 U.S. 181 (2023), and the directive from Missouri Attorney General Andrew Bailey to all Missouri institutions dated June 29, 2023, the University is required to discontinue immediately use of race or ethnicity criteria or preferences for scholarships and other valuable program benefit awards.

**WHEREAS**, In accordance with these authorities, the Office of General Counsel has determined that provisions or portions of provisions in any endowment or gift agreement

of the University, regardless of form or funding source ("Endowment or Gift Agreement"), reciting any racial or ethnic criterion or preference in the scholarship or other valuable program benefit award process ("Racial Criteria") are unlawful, and has recommended to all Financial Aid and Advancement Offices that no future awards shall be made therefrom with use of such Racial Criteria.

**WHEREAS**, certain Endowment and Gift Agreements bear the following clause, or similar derivations of the following clause, which permits amendment of such Endowment and Gift Agreements by the Board of Curators ("Board Amendment Clause") :

> *Realizing that the human mind cannot predict the circumstances of the future, the Board of Curators is hereby authorized to change the terms and conditions for the handling of this fund, if, in its judgment, it becomes advisable to do so in order to better carry out the original purpose and intent of the fund.*

**NOW THEREFOR,** be it Resolved by the Board of Curators as follows:

**1**. **Findings**. The Board of Curators, in its judgment, deems it advisable to amend the terms and conditions of all Endowment and Gift Agreements containing Racial Criteria.

**2. Amendment of Endowment and Gift Agreements.** For all Endowment and Gift Agreements which contain Racial Criteria, and which contain a Board Amendment Clause, all Racial Criteria are hereby deemed to be amended and removed, with all remaining portions of the applicable Endowment or Gift Agreement to remain in force and unaffected thereby, and to be administered in accordance with such remaining portions only for all future awards. A copy of this Board Action should be attached to each applicable Endowment or Gift Agreement.

**3. Further Authority.** The President, the Executive Vice President for Finance and Operations, Chief Financial Officer and Treasurer (EVP), and the General Counsel or their designees, as well as each officer or employee of the University charged with awarding or administering the amended Endowment and Gift Agreements are hereby authorized and directed to, take such further action and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this Board Action, and to carry out, comply with and perform the duties of the University with respect to the amended Endowment and Gift Agreements.

**4. Severability.** The sections, paragraphs, sentences, clauses and phrases of this Board Action shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of the Board Action are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the University has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing

alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

**5. Governing Law.** This Board Action shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

**6. Effective Date.** This Board Action shall take effect and be in full force immediately after its adoption by the Board of Curators.

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

**General Business**

Election of Board of Curators Chair, 2024

Upon the motion of Curator Blitz, Curator Wenneker was nominated to serve as Chair of the Board of Curators for the term January 1, 2024 through December 31, 2024. The nomination was seconded by Curator Sinquefield.

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

Election of Board of Curators Vice Chair, 2024

Upon the motion of Curator Fry, Curator Graves was nominated to serve as Vice Chair of the Board of Curators for the term January 1, 2024 through December 31, 2024. The nomination was seconded by Curator Holloway.

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

Good and Welfare of the Board - Draft February 8, 2024 Board of Curators meeting agenda – no discussion (on file)

The public session of the Board of Curators meeting recessed at 2:30 P.M. on Thursday, November 16, 2023.

**Board of Curators Meeting – Executive Session**

A meeting of the University of Missouri Board of Curators was reconvened in executive session at 3:08 P.M., on Thursday, November 16, 2023, in Century Room C of the Millennium Student Center on the University of Missouri – St. Louis campus, pursuant to public notice given of said meeting. Curator Michael A. Williams, Chair of the Board of Curators, presided over the meeting.

Present
The Honorable Robert D. Blitz
The Honorable Julia G. Brncic
The Honorable Robert W. Fry
The Honorable Todd P. Graves
The Honorable Keith A. Holloway
The Honorable Jeffrey L. Layman
The Honorable Jeanne Cairns Sinquefield
The Honorable Robin R. Wenneker
The Honorable Michael A. Williams

Also Present
Dr. Mun Y. Choi, President, University of Missouri
Mr. Mark A. Menghini, General Counsel
Ms. Cindy Harmon, Secretary of the Board of Curators
Mr. John Denker, Chief Marketing and Communications Officer
Ms. Marsha Fischer, Vice President for Human Resources and Chief Human Resources Officer
Mr. Ryan D. Rapp, Executive Vice President for Finance and Chief Financial Officer

**Academic, Student Affairs, Research and Economic Development Committee – Executive Session**

Curators' Distinguished Professor Emeritus, Deepankar Medhi, UMKC – presented by Steven Chaffin (information on file)

It was recommended Chancellor C. Mauli Agrawal and endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Layman, and seconded by Curator Fry, that the following action be approved:

that upon the recommendation of Chancellor Agrawal, the Provost, and the University of Missouri System Office of Academic Affairs, it is recommended that Professor Deepankar Medhi be named to the position University of Missouri Curators' Distinguished Professor Emeritus, effective 11/16/2023.

Roll call vote of Board:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.
Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

**General Business**

Appointment, Interim Chief Audit and Compliance Officer - presented by Executive Vice President Rapp and General Counsel Menghini (information on file)

It was recommended by Vice President and Chief Human Resources Officer Marsha Fischer, endorsed by President Choi, moved by Curator Brncic, and seconded by Curator Graves, that the following action be approved:

The Internal Audit and Compliance Reporting structure and the role of Chief Audit and Compliance Officer will report to executive leadership (President, General Counsel or Chief Financial Officer) and the interim Chief Audit and Compliance Officer will report to and be selected by the Chief Financial Officer.

Roll call vote of the Board:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.

Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

[336]Property Sale, UMKC – presented by Executive Vice President Rapp (information on file)

This item is closed and may be given public notice upon completion.

**Consent Agenda – Executive Session**

It was endorsed by President Choi, moved by Curator Wenneker and seconded by Curator Graves, that the following items be approved by consent agenda:

**CONSENT AGENDA – EXECUTIVE SESSION**

Action
E. [337]Property Lease, S&T – this item is closed and may be given public notice upon completion.
F. [338]Property Lease, S&T – this item is closed and may be given public notice upon completion.
G. [339]Property Lease, UMSL – this item is closed and may be given public notice upon completion.

Roll call vote of the Board:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.
Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

President's Report on personnel, property and contracts – presented by President Choi

No action taken by the Board.

General Counsel's Report – presented by General Counsel Menghini

No action taken by the Board.

**Governance, Compensation and Human Resources Committee – Executive Session**

Annual Performance Review, President Mun Y. Choi

It was recommended by the Governance, Compensation and Human Resources Committee, moved by Curator Holloway and seconded by Curator Wenneker, that based on the review of the performance of President Mun Y. Choi for the period July 1, 2022 through June 30, 2023, the Board of Curators approves that the base salary of Mun Y. Choi be increased to $950,000 effective July 1, 2023.

Roll call vote of Board of Curators:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.
Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

Annual Performance Review, General Counsel Mark A. Menghini

It was recommended by the Governance, Compensation and Human Resources Committee, moved by Curator Holloway and seconded by Curator Brncic, that based on the

review of the performance of General Counsel Mark Menghini for the period April 2022, through September 2023, the Board of Curators approves that the base salary of Mark Menghini be increased by 4%, effective July 1, 2023 and that Chair Michael A. Williams be authorized to negotiate terms of his appointment on behalf of the Board.

Roll call vote of Board of Curators:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.
Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

Annual Performance Review, Secretary of the Board of Curators, Cindy S. Harmon

It was recommended by the Governance, Compensation and Human Resources Committee, moved by Curator Holloway and seconded by Curator Wenneker, that based on the review of the performance of Secretary of the Board of Curators, Cindy S. Harmon for the period July 1, 2022 through August 31, 2023, the Board of Curators approves that the base salary of Cindy S. Harmon be increased to $125,000 effective September 1, 2023.

Roll call vote of Board of Curators:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.
Curator Layman voted yes.

Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

Adjourn, Board of Curators Meeting and Committee Meetings, November 16, 2023.

It was moved by Curator Holloway and seconded by Curator Brncic that the Board of Curators meeting and committee meetings, November 16, 2023, be adjourned.

Roll call vote of the Board:

Curator Blitz voted yes.
Curator Brncic voted yes.
Curator Fry voted yes.
Curator Graves voted yes.
Curator Holloway voted yes.
Curator Layman voted yes.
Curator Sinquefield voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

There being no other business to come before the Board of Curators, the meeting was adjourned at 6:00 P.M. on Thursday, November 16, 2023.

Respectfully submitted,

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

Approved by the Board of Curators on February 8, 2024.