

MINUTES OF THE MEETING  
OF THE  
MICHIGAN STATE UNIVERSITY  
BOARD OF TRUSTEES

June 17, 2011

President Simon called the meeting of the Board of Trustees to order at 9:30 a.m. in room 250 of the Secchia Center.

Trustees present: Brian Breslin, Dianne Byrum, Joel Ferguson, Melanie Foster, Mitch Lyons, Faylene Owen, George Perles and Diann Woodard.

University officers present: President Simon, Provost Wilcox, Vice President Poston, Secretary Beekman, Vice President and General Counsel Noto, Vice Presidents Burnham, Gray, and Groves, Interim Vice President Maybank, and Senior Advisor and Director Granberry Russell. Faculty liaisons present: Deborah Moriarty, John Powell, and Mariam Sticklen. Student liaisons present: Stefan Fletcher and Steve Marino.

All actions taken were by unanimous vote of the Trustees present, unless otherwise noted.

1. On a motion by Trustee Foster, supported by Trustee Lyons, the **BOARD VOTED to approve** the agenda.
2. On a motion by Trustee Foster, supported by Trustee Owen, the **BOARD VOTED to approve** the minutes of the Board meeting of April 15, 2011.
3. President's Report

President Simon provided the following report to the Board.

A. Visiting MIT Professor

Daniel G. Nocera, the Henry Dreyfus Professor of Energy and Professor of Chemistry from the Massachusetts Institute of Technology who honored MSU as the keynote speaker at the Spring 2010 commencement, will return to MSU this fall as a visiting faculty member.

Dr. Nocera's research group studies energy conversion in biology and chemistry. It has recently realized artificial photosynthesis by the solar splitting of water into hydrogen and oxygen under benign conditions. In doing so, the Nocera group can now provide solar

energy and clear water to the poor and those in less developed parts of the world via a storage technique that is revolutionizing the value of solar power. It is an honor to welcome Dr. Nocera to MSU.

**B. MSU Awarded Three Sustainable Bioenergy Research Grants**

The U.S. Department of Agriculture has awarded MSU \$2.9 million in federal grants to continue advancing research regarding alternative energy and biofuels. Research from these grants will examine soil loss and greenhouse gas emissions, pests and insects, and a process to convert glycerol, a byproduct of biodiesel production, into succinate.

**C. MSU Professor Receives Major Research Award**

President Simon asked Vice President Gray to announce a major research award.

Vice President Gray said that MSU received official word that Dr. Sheng-Yang He, a professor in the Plant Research Laboratory, has received a Howard Hughes Medical Institute Investigator award. This prestigious award includes a five-year appointment to HHMI and substantial research support.

Dr. He's work involves studying how and why some microbial pathogens cause disease in plants while others are successfully fought off. Understanding such cellular mechanisms could add to the understanding of infectious diseases in plants and humans.

**D. MSU Honored for Sustainability on Campus**

MSU has been honored by the Association for the Advancement of Sustainability in Higher Education with a silver rating for its sustainability achievements. The Association cited the University's new sustainability specialization, the student organic farm, the residential environmental studies initiative, local and sustainable food purchases, and sustainability research incentives as reasons for the rating.

**E. MSU Receives Michigan Initiative for Innovation and Entrepreneurship**

MSU received a total of \$280,000 for six awards in the 2011 Michigan Initiative for Innovation & Entrepreneurship competition for research in biofuel production, water technology, medical technology, agricultural technology, and entrepreneurship.

F. Epilepsy Researcher Recognized

Gretchen Birbeck, director of MSU's International Neurologic and Psychiatric Epidemiology Program, has been selected as a regional winner of the 2011 Outreach Scholarship/W.K. Kellogg Foundation Engagement Award for her work on epilepsy in Zambia. Dr. Birbeck's research includes linking cerebral malaria and epilepsy and evaluating the risks of treating epilepsy in HIV-positive patients.

G. University Receives Eight Michigan Emmys

Faculty, students, and staff received a total of eight Emmy Awards for a variety of projects produced at MSU, including a documentary on Terrie Taylor's work on fighting malaria in Malawi, the student-run newscast "Focal Point," and the MSU Today group's production of "Izzo Goes to Broadway."

H. Women's Ice Hockey

The MSU Women's Ice Hockey club team won the American Collegiate Hockey Association (ACHA) National Championship this past March. The club's first ACHA championship win was in 2003. The President congratulated the team for the outstanding accomplishment.

I. Women's Golf

MSU Women's golf team claimed its ninth Big Ten title in program history this past April, defeating three-time defending champion Purdue by five strokes. It is the third title won under head coach Stacy Slobodnik-Stoll. The President congratulated the golfers and their coaches.

J. MSU Baseball

Spartan baseball clinched a share of its first Big Ten Championship under Head Coach Jake Boss, Jr., this past May. This success was accompanied by many individual awards, including Jeff Holm being named Player of the Year; Kurt Wunderlich, Pitcher of the Year; and Jake Boss, Coach of the Year. The President congratulated the team and its coaches.

K. Rowing

MSU senior rower Laura Cowal was named the Big Ten Rowing Athlete of the Year for 2010-2011. Cowal became the first athlete in Big Ten history to earn four gold medals in the varsity eight in Big Ten Championship competition. Rowing Coach Matt Weise has now coached five Big Ten Athletes of the Year over the last seven seasons.

L. One Book, One Community

This year's One Book, One Community selection is *Extremely Loud and Incredibly Close* by Jonathan Safran Foer. This year's selection tells the story of a young boy's heartbreaking, and sometimes humorous search to make sense of his father's death in the September 11, 2001 attacks. Programs related to the book will be offered throughout the fall semester, including a visit from the author. MSU will incorporate this book reading into both the University and community remembrances of the tenth anniversary of the tragedy.

M. Closing Thanks

President Simon asked Secretary Beekman to make closing remarks.

Secretary Beekman extended sincere thanks on behalf of the Board of Trustees to Dean Rappley for hosting the Board of Trustees meeting. He also thanked Liz Lawrence, Jessica Eash, Ron Pranica, and Pete Redovich for their assistance.

4. There was no public participation on issues germane to the agenda.
5. Personnel Actions

President Simon presented the following personnel action:

Heller, Donald E., AN—Dean, College of Education; Professor, Department of Educational Administration, with Tenure, \$230,000, effective January 1, 2012.

Floden, Robert, AN—Associate Dean, College of Education; Director Institute for Research on Teaching and Learning Across Life Span; University Distinguished Professor, Departments of Teacher Education; Counseling, Educational Psychology and Special Education, for a change in title to Interim Dean, College of Education and for a change in salary rate to \$271,171, effective August 16, 2011 to December 31, 2011.

Trustee Ferguson **moved to approve** the recommendations, with support from Trustee Byrum.

Provost Wilcox said that Professor Heller is presently a professor of education and senior scientist at Pennsylvania State University. He is an expert in higher education policy and finance and has studied the participation of urban and underrepresented groups in K-12 education.

**THE BOARD VOTED to approve** the recommendations.

Provost Wilcox recommended approval of the University Distinguished Professor designation for the ten faculty listed below, to be effective June 17, 2011.

Raymond Brock	Department of Physics and Astronomy
Jay Pil Choi	Department of Economics
Deborah L. Feltz	Department of Kinesiology
John R. Hollenbeck	Department of Management
Paul F. Mantica	Department of Chemistry; National Superconducting Cyclotron Laboratory
Richard Merritt	Department of Entomology
James Pestka	Departments of Food Science and Human Nutrition; Microbiology and Molecular Genetics
Steven W. Shaw	Department of Mechanical Engineering
Jerry Weinberger	Department of Political Science
Ning Xi	Department of Electrical and Computer Engineering

Trustee Ferguson **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

Provost Wilcox recommended continuing appointments with Tenure, effective July 1, 2011. (Appendix A)

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Byrum.

**THE BOARD VOTED to approve** the recommendation.

## 6. Gifts, Grants, and Contracts

It was recommended that the Board of Trustees approve the Gift, Grant and Contract Report for the period of April 1, 2011 through May 23, 2011.

The report is a compilation of 922 Gifts, Grants and Contracts, 69 Consignment/Non-Cash Gifts, with a total value of \$78,259,841.

Trustee Owen **moved to approve** the recommendation, with support from Trustee Foster.

**THE BOARD VOTED to approve** the recommendation.

Vice President Gray introduced Dr. Asgi Fazleabas, Professor in the College of Human Medicine and Dr. George Smith, Professor in the College of Agriculture & Natural Resources. Drs. Fazleabas and Smith made a presentation to the Board on the MSU Reproductive Developmental Sciences Initiative. (Appendix B)

Dean Forger introduced Molly Fillmore, Associate Professor in the College of Music. Ms. Fillmore provided a vocal performance accompanied by pianist Professor Deborah Moriarty.

7. Finance Committee

Trustee Breslin presented the Trustee Finance Committee Report and recommendations.

A. Approval of Budget Guidelines for 2011-12 and Preliminary Guidelines for 2012-13

It was recommended that the Board of Trustees adopt the 2011-12 Budget Development Guidelines and 2012-13 Preliminary General Fund Budget Guidelines, which include revenue and expenditure totals and tuition and fee rates for 2011-12 and revenue and expenditure totals and tuition and fee rates for 2012-13.

In accordance with the Budget Guidelines, the administration is directed to develop and implement the 2011-12 General Fund, MSU AgBioResearch, Michigan State University Extension, and Intercollegiate Athletics budgets.

To provide students and families an extended opportunity to plan, MSU has developed 2012-13 Preliminary Guidelines. The Preliminary Guidelines establish 2012-13 tuition and fee rates, revenue totals, and expenditure totals. The Preliminary Guidelines also establish the financial aid budget and the estimated State appropriation for 2012-13. The administration is directed to develop the 2012-13 Budget Development Guidelines in accordance with Preliminary Guidelines.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Woodard.

President Simon said that the budget is not a tool for balancing numbers, but is designed to build the status of MSU as one of the world's Top 100 Universities, serving Michigan first. Budget planning is an effort to sustain the land grant mission, preserve access for talented students, and prepare students to be part of a highly talented work force while engaging in cutting edge research and outreach. Budget planning is also designed to assure that MSU remains one of the best values for its students and stakeholders.

**THE BOARD VOTED to approve** the recommendation.

- B. Fund Functioning as an Endowment—W.G. Shedd Memorial Football Scholarship

It was recommended that the Board of Trustees establish a fund functioning as an endowment entitled W. G. Shedd Memorial Football Scholarship.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Ferguson.

**THE BOARD VOTED to approve** the recommendation.

- C. Fund Functioning as an Endowment—Research Endowment for the Upper Peninsula Research Center

It was recommended that the Board of Trustees establish a fund functioning as an endowment entitled Research Endowment for the Upper Peninsula Center.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Ferguson.

**THE BOARD VOTED to approve** the recommendation.

- D. Fund Functioning as an Endowment—Laurence D. Harrup Research Scholarship

It was recommended that the Board of Trustees establish a fund functioning as an endowment entitled Laurence D. Harrup Research Scholarship.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

- E. Fund Functioning as an Endowment—MSU AgBioResearch Entomology Research Fund

It was recommended that the Board of Trustees establish a fund functioning as an endowment entitled MSU AgBioResearch Entomology Research Fund.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Woodard.

**THE BOARD VOTED to approve** the recommendation.

- F. Fund Functioning as an Endowment—Preparing Teachers for the Global Classroom

It was recommended that the Board of Trustees establish a fund functioning as an endowment entitled Preparing Teachers for the Global Classroom.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Lyons.

**THE BOARD VOTED to approve** the recommendation.

- G. New Investment Manager—Freshford Capital Management, LLC

It was recommended that the Board of Trustees select Freshford Capital Management, LLC as an investment manager.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

- H. New Investment Manager—Samlyn Capital, LLC

It was recommended that the Board of Trustees select Samlyn Capital, LLC as an investment manager.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Woodard.



**THE BOARD VOTED to approve** the recommendation.

I. Rau Property Purchase—Manistee County, Michigan

It was recommended that the Board of Trustees authorize the purchase of approximately 5.0 acres from Dianna and Donald Rau, located in Manistee County, Michigan, for \$25,000, and upon such other terms and conditions as may be acceptable to the Vice President for Finance and Operations and Treasurer.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Woodard.

**THE BOARD VOTED to approve** the recommendation.

J. Morris Property Sale—Clinton County, Michigan

It was recommended that the Board of Trustees authorize the sale of approximately 2.70 acres of the Morris Property, located in Clinton County, Michigan, to Daniel Bengel for \$8,000, with such other terms and conditions as may be acceptable to the Vice President for Finance and Operations and Treasurer.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

K. Judson Property Trade—Delta County, Michigan

It was recommended that the Board of Trustees authorize the trade of approximately 4.0 acres of land in Delta County, Michigan, valued at \$5,500, to Mike and Angela Judson in exchange for 12.0 acres of land in Delta County, Michigan, valued at \$8,000, with such other terms and conditions as may be acceptable to the Vice President for Finance and Operations and Treasurer.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Byrum.

**THE BOARD VOTED to approve** the recommendation.

L. Authorization to Plan—Old Michigan State Police Post

It was recommended that the Board of Trustees authorize the Administration to plan for the project entitled Old Michigan State Police Post.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

- M. Authorization to Plan—Saginaw Valley Research and Extension Center—Agricultural Education

It was recommended that the Board of Trustees authorize the Administration to plan for the project entitled Saginaw Valley Research and Extension Center—Agricultural Education Center.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

- N. Authorization to Plan—MSU Union—Renovations to First Floor Lobby

It was recommended that the Board of Trustees authorize the Administration to plan for the project entitled MSU Union—Renovations to First Floor Lobby.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Byrum.

**THE BOARD VOTED to approve** the recommendation.

- O. Authorization to Plan—Akers Hall—Elevator Replacement

It was recommended that the Board of Trustees authorize the Administration to plan for the project entitled Akers Hall—Elevator Replacement.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Foster.

**THE BOARD VOTED to approve** the recommendation.

- P. Project Approval—Authorization to Proceed—Spartan Stadium—Alterations to Rooms on Levels 200 and 300

It was recommended that the Board of Trustees authorize the Administration to proceed with the project entitled Spartan Stadium—Alterations to Rooms on Levels 200 and 300, and to approve a budget of \$2,200,000.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Foster.

**THE BOARD VOTED to approve** the recommendation.

Q. Project Approval—Authorization to Proceed—Kellogg Center—Meeting Room Renovations

It was recommended that the Board of Trustees authorize the Administration to proceed with the project entitled Kellogg Center—Meeting Room Renovations, and to approve a budget of \$2,240,000.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

R. Bid and Contract Award (budget reduction) Library—Chiller Replacement

It was recommended that the Board of Trustees authorize the Administration to award a contract in the amount of \$5,787,000 to A.Z. Shmina, Inc., and that the budget be reduced from \$9,500,000 to \$8,400,000 for the project entitled Library—Chiller Replacement.

Trustee Breslin **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

8. Policy Committee

Trustee Byrum presented the Trustee Policy Committee Report and recommendations.

A. Investment Advisory Subcommittee Membership

It was recommended that the Board of Trustees amend the Stipulations for the Selection and Participation of Outside Members

of the Investment Advisory Subcommittee, adopted by the Board of Trustees at its meeting on October 20, 2006, to state that the Investment Advisory Subcommittee will have three outside members, instead of two, to clarify the nomination process for outside members, and to provide that the outside members of the Investment Advisory Subcommittee will serve staggered three-year terms. (Appendix C)

Trustee Byrum **moved to approve** the recommendation, with support from Trustee Owen.

**THE BOARD VOTED to approve** the recommendation.

B. Spartan Cornerstone Scholarship Challenge

It was recommended that the Board of Trustees authorize the administration to make funds available from a portion of the April, 2009 anonymous gift to implement the Spartan Cornerstone Scholarship Challenge Matching Gift Program described in Attachment A, pursuant to which such funds will be designated as endowment or funds functioning as an endowment when matched with other donors' qualifying new or existing gifts. (Appendix D)

Trustee Byrum **moved to approve** the recommendation, with support from Trustee Lyons.

**THE BOARD VOTED to approve** the recommendation.

C. Title IX Policies and Adjudication

It was recommended that the Board of Trustees authorize the President to implement interim measures to conform the University's policies to recent Title IX guidance from the U.S. Department of Education.

Trustee Byrum **moved to approve** the recommendation, with support from Trustee Breslin.

**THE BOARD VOTED to approve** the recommendation.

D. Law College Integration

It was recommended that the Board of Trustees approve the following resolution.

Be it resolved, that the President and the Vice President for Finance and Operations are each hereby authorized to execute, on behalf of Michigan State University, a new Memorandum of Understanding Regarding Affiliation between the University and Michigan State University College of Law (the "Law College"), in substantially the form annexed hereto as Attachment 1 (the "MOU"); and be it further

Resolved, that the President is authorized to serve as the President of the Law College and to take such other actions as may be necessary or appropriate to implement the MOU; and be it further

Resolved, that the new MOU shall be effective July 1, 2011. (Appendix E)

Trustee Byrum **moved to approve** the recommendation, with support from Trustee Breslin.

Trustee Woodard voiced discomfort with agreeing to an MOU that mandates the Board consult with any one group. She said that she believed that in the process of selecting and hiring the President, the Board would take into consideration all constituency groups.

**Trustee Woodard voted no.**

**THE BOARD VOTED to approve** the recommendation.

E. Approval of Contract Terms

It was recommended that the Board of Trustees approve the execution of a license agreement with *Bio Plastic Polymers and Composites, LLC*, consistent with earlier public notice given at a Board meeting and with the "License Agreement Term Sheet" presented to the Board. (Appendix F)

It was recommended that the Board of Trustees approve the execution of an agreement with *ZuvaChem, Inc.*, consistent with earlier public notice given at a Board meeting and with the "Research Contract Term Sheet" presented to the Board. (Appendix G)

It was recommended that the Board of Trustees approve the execution of a contract with *Draths Corporation*, consistent with earlier public notice given at a Board meeting and with the "Contract Term Sheet" presented to the Board. (Appendix H)

It was recommended that the Board of Trustees approve the execution of a restated and amended license agreement with *Phenometrics, Inc.*, consistent with earlier public notice given at a Board meeting and with the "Restated and Amended License Agreement Term Sheet" presented to the Board. (Appendix I)

Trustee Byrum **moved to approve** the recommendation, with support from Trustee Woodard.

**THE BOARD VOTED to approve** the recommendation.

F. Notice of Intent to Negotiate a Contract

Pursuant to State law, the Chair of the Policy Committee gave public notice to the full Board of the University's intent to negotiate contracts with *Hemodynamic Monitoring Solutions, LLC*, a Delaware limited liability company based in New Rochelle, New York. Dr. Ramakrishna Mukkamala, an Associate Professor in the Department of Electrical and Computer Engineering, and his family may own or have options to buy an ownership interest of more than one percent of the company. Dr. Mukkamala may also be an officer of *Hemodynamic Monitoring Solutions*.

Pursuant to State law, the Chair of the Policy Committee gave public notice to the full Board of the University's intent to negotiate a contract with Dr. William B. Tyrrell regarding a publication by the MSU Press. Dr. Tyrrell is a faculty member in the Department of French, Classics, and Italian.

Pursuant to State law, the Chair of the Policy Committee gave public notice to the full Board of the University's intent to negotiate a contract with Dr. Adesoji Adelaja and Dr. Mark Wyckoff regarding a publication by the MSU Press. Dr. Adelaja is a faculty member in the Department of Agriculture, Food, and Resource Economics; the Department of Community, Agriculture, Recreation, and Resource Studies; and the Department of Geography. Dr. Mark Wyckoff is a faculty member in the Land Policy Institute.

9. Compensation Committee

Trustee Owen presented the Trustee Compensation Committee Report. The Compensation Committee met as part of the annual Board of Trustees Retreat. In preparation for the review of the President, the Committee gathered information from individuals, both inside and outside the University. The review of the President reaffirmed the Committee's confidence in her extraordinary leadership.

President Simon was uniformly recognized as a very strong leader. She is intelligent and wise and provides a strong vision. She remains driven to lead MSU, emphasizing the strengths inherent in its land grant legacy, to a new level of international leadership through the world grant ideal. President Simon reminds us that MSU's values are quality, inclusion, and connectivity. These values, inherent in the land grant/world grant tradition, are, in fact, her very personal values. The Committee remains very pleased with President Simon's leadership of Team MSU and is enthusiastic about her leadership of MSU in the years to come.

#### 10. Shaping the Future Report

Provost Wilcox said that MSU is proud of its reliance on long-term planning. The University has taken the initiative to shape its future by, among other things, increasing research in spite of a reduction in staff, prioritizing student learning, and maintaining the faculty cohort. A rethinking and reorganizing process has taken place not just as a response to the budget, but as an opportunity to think about how to best position the University for the long-term.

Provost Wilcox said that the University has targeted where to grow graduate programs, focusing both on the market and the needs of the State of Michigan and the nation. An improved system for tracking students is now in place that will help gauge MSU's success in preparing students, the nature of the positions they are assuming after graduation and what that might mean for programs. MSU is actively analyzing how to better create online programs, particularly in business.

Provost Wilcox said that MSU is rethinking how students are engaged and supported and the nature of faculty roles and responsibilities in how individuals relate to each other as professionals to create this web of support for students. MSU is focused on finding ways to match appropriate support services to students who need them.

Vice President Poston said that support units across campus have contained costs and improved efficiency. Some notable cost containment measures include the reduction of the employer contribution towards healthcare and the elimination of post-retirement health care benefits for new hires.

An additional area of focus is energy. MSU is in the process of developing a long-range energy plan. The plan will more actively focus MSU on energy conservation. It will enable the creation of smart growth plans for campus in the future, as well as decrease MSU's environmental footprint and improve human health.

Vice President Poston noted that energy is a complex social issue. As with any complex issue, people hold varying and passionate points of view regarding courses of action. Providing reliable energy to support student programs and research is crucial. MSU is engaged in a process that will bring people together in order to find a path of compromise through this complex issue.

#### 11. Trustees Comments

Trustee Ferguson thanked President Simon for her leadership. He noted that the presence of MSU in Grand Rapids enhances the University and the community.

Trustee Owen asked Dr. John Powell, faculty liaison to the Board, to comment on the Faculty Liaison meeting earlier in the morning.

Dr. Powell said that the faculty continue to pursue issues and participate in the process of developing information about a University Research Organization and its implications for the campus-wide community. The Integrity of the Student Assessment Program Task Force has met a few times this summer and is moving forward.

Trustee Lyons thanked the student liaisons for attending the meeting. He said that he was proud to be part of the great impact that MSU has had on Grand Rapids.

Trustee Breslin thanked Dean Marsha Rappley for hosting the Board meeting. He also thanked the staff at the Van Andel Institute and Spectrum Health for their hospitality during the tours they provided earlier in the week.

Trustee Byrum said she agreed with Trustee Owen's comments during the Compensation Committee report. She thanked President Simon for her comments on health care. Trustee Byrum noted that Team MSU has successfully partnered with faculty and union representatives. She said that she appreciates all the work that has gone into Shaping the Future.

Trustee Woodard said that MSU has redefined the word "retreat." She noted that the retreat has been labor intensive and full of important work.

Trustee Perles thanked everyone for their hospitality during the Board of Trustees retreat and meeting. He thanked Secretary Beekman for organizing a successful event.



Trustee Foster thanked Dean Rappley for hosting the Board meeting and representing MSU in Grand Rapids. She noted the collaborative spirit among MSU, Spectrum Health, and the Van Andel Institute that is exemplified in research and patient care.

12. Request to Adjourn

On a motion by Trustee Owen, supported by Trustee Ferguson, **THE BOARD VOTED to adjourn** at 12:00 p.m.

Respectfully submitted,



William R. Beekman  
Secretary of the Board of Trustees

# MICHIGAN STATE UNIVERSITY

The following actions which include the award of tenure are recommended to be effective July 1, 2011

<b>Promotion to Associate Professor, Effective July 1, 2011</b>			
<b>10002000 - COLLEGE OF AGRICULTURE &amp; NAT RESOURCES</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Li, Hui	CROP AND SOIL SCIENCES	CROP AND SOIL SCIENCES	CROP AND SOIL SCIENCE AES
Tsao, Jean I	FISHERIES & WILDLIFE	FISHERIES & WILDLIFE	LARGE ANIMAL CLINICAL SCIENCES
Warner, Ryan	HORTICULTURE - ANR	HORTICULTURE - ANR	HORTICULTURE-MAES
<b>10004000 - COLLEGE OF ARTS AND LETTERS</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Williams, Blake Jamison	ART & ART HISTORY	ART & ART HISTORY	
Pollock, Benjamin	RELIGIOUS STUDIES	RELIGIOUS STUDIES	
Grubbs, Anthony John	SPANISH AND PORTUGUESE, DEPARTMENT OF	SPANISH AND PORTUGUESE, DEPARTMENT OF	
<b>10010000 - COLLEGE OF COMMUNICATION ARTS &amp; SCIENCES</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Zeldes, Geraldine Marie	JOURNALISM	JOURNALISM	
<b>10014000 - COLLEGE OF EDUCATION</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Covassin, Tracey	KINESIOLOGY - ED	KINESIOLOGY - ED	INTERCOLLEGIATE ATHLETICS
Pfeiffer, Karin Allor	KINESIOLOGY - ED	KINESIOLOGY - ED	
<b>10016000 - COLLEGE OF ENGINEERING</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Ren, Jian	ELECTRICAL AND COMPUTER ENGINEERING	ELECTRICAL AND COMPUTER ENGINEERING	
Lee, Tonghun	MECHANICAL ENGINEERING	MECHANICAL ENGINEERING	
<b>10030000 - COLLEGE OF MUSIC</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Burgett Thrasher, Gwendolyn P	MUSIC	MUSIC	
Fillmore, Molly A	MUSIC	MUSIC	
Vanhandel, Leigh A	MUSIC	MUSIC	
<b>10032000 - COLLEGE OF NATURAL SCIENCE</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Lapidus, Lisa Jill	PHYSICS-ASTRONOMY	PHYSICS-ASTRONOMY	
Shiu, Shinhan	PLANT BIOLOGY CNS	PLANT BIOLOGY CNS	
<b>10033000 - COLLEGE OF NURSING</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Robbins, Lorraine Brenda	NURSING	NURSING	
<b>10034000 - COLLEGE OF OSTEOPATHIC MEDICINE</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Zheng, Yong-Hui	MICROBIOLOGY & MOLECULAR	MICROBIOLOGY & MOLECULAR	

**MICHIGAN STATE  
UNIVERSITY**

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<b>Promotion to Associate Professor, Effective July 1, 2011</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
	GENETICS COM	GENETICS COM	
<b>10038000 - COLLEGE OF SOCIAL SCIENCE</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Holt, Thomas Jeffery	CRIMINAL JUSTICE	CRIMINAL JUSTICE	
Smith, Ruth Jean Helen	CRIMINAL JUSTICE	CRIMINAL JUSTICE	
Elder, Todd Eric	ECONOMICS	ECONOMICS	
Blow, Adrian J	HUMAN DEVELOPMENT & FAMILY STUDIES - CSS	HUMAN DEVELOPMENT & FAMILY STUDIES - CSS	
Parra Cardona, Jose Ruben	HUMAN DEVELOPMENT & FAMILY STUDIES - CSS	HUMAN DEVELOPMENT & FAMILY STUDIES - CSS	
Mooradian, John	SOCIAL WORK	SOCIAL WORK	
Riebschleger, Joanne	SOCIAL WORK	SOCIAL WORK	SOCIAL WORK MAES
<b>10046000 - COLLEGE OF VETERINARY MEDICINE</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Wagner, James G	PATHOBIOLOGY & DIAGNOSTIC INVESTIGAT CVM	PATHOBIOLOGY & DIAGNOSTIC INVESTIGAT CVM	PATHOBIOLOGY & DIAGNOSTIC INVESTIGATION
<b>10008000 - ELI BROAD COLLEGE OF BUSINESS</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Jiang, Xuefeng	ACCOUNTING AND INFORMATION SYSTEMS	ACCOUNTING AND INFORMATION SYSTEMS	
Wang, Yanyan	ACCOUNTING AND INFORMATION SYSTEMS	ACCOUNTING AND INFORMATION SYSTEMS	
Scott, Brent A	MANAGEMENT	MANAGEMENT	
<b>10024000 - JAMES MADISON COLLEGE</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Blumberg, Ilana Miryam	JAMES MADISON COLLEGE DEAN	JAMES MADISON COLLEGE DEAN	
Kramer, Daniel Boyd	JAMES MADISON COLLEGE DEAN	JAMES MADISON COLLEGE DEAN	FISHERIES & WILDLIFE, GLOBAL CHG & EARTH OBSERVATIONS, CTR FOR
<b>10028000 - LYMAN BRIGGS COLLEGE</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Sweeder, Ryan D	LYMAN BRIGGS DEAN	LYMAN BRIGGS DEAN	SCIENCE & MATHEMATICS EDUCATION, DIV OF

**MICHIGAN STATE  
UNIVERSITY**

The following actions which include the award of tenure are recommended to be effective July 1, 2011

<b>Associate Professors Who Acquire Tenure with the Reappointment, Effective July 1, 2011</b>			
<b>10002000 - COLLEGE OF AGRICULTURE &amp; NAT RESOURCES</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Gardner, Elizabeth Mary	FOOD SCIENCE & HUM NUTRITION ANR	FOOD SCIENCE & HUMAN NUTRITION CNS	FOOD SCIENCE AND HUMAN NUTRITION AES
<b>10016000 - COLLEGE OF ENGINEERING</b>			
Name	Organization Name	Tenure Department	Also Reports To Organization Name(s)
Xiao, Xinran	MECHANICAL ENGINEERING	MECHANICAL ENGINEERING	

**RESEARCH  
PRESENTATION  
TO THE MSU BOARD OF TRUSTEES**

**JUNE 17, 2011**

**DR. ASGI FAZLEABAS  
COLLEGE OF HUMAN MEDICINE**

**AND**

**DR. GEORGE SMITH  
COLLEGE OF AGRICULTURE &  
NATURAL RESOURCES**

Facilitated by the Office of the Vice President for  
Research and Graduate Studies

## MSU Reproductive and Developmental Sciences Initiative

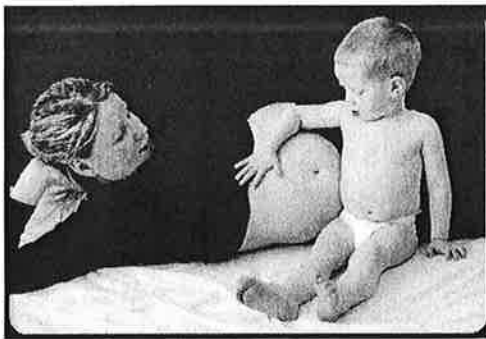
**Purpose:** To leverage and expand ongoing collaborations between faculty in animal science, human medicine, genetics, and regenerative medicine and to formalize their unique trans disciplinary focus on human and animal reproduction and development.

To attract additional national and international research faculty and funding in a focused and thematic area of research

**Lead Faculty:**

Asgi T. Fazleabas Ph.D.
Professor and Associate Chair
Director, Center for Women's Health
Department of Ob/Gyn & Reprod Biol
College of Human Medicine
George W. Smith Ph.D.
Professor of Animal Science
College of Agriculture & Natural Resources

## MSU Reproductive and Developmental Sciences Initiative



**Overall Theme:** A healthy womb is a healthy baby

## Reproductive biology research at MSU: past and present

Joseph Meites						
H. Allen Tucker						
E.L. Willett						RDSP formed
1950	1960	1970	1980	1990	2000	2011
			J. Ireland			
				R. Pursley G. Smith		
<b>Current Funding (Approximately \$15 million) :</b>						
NIH – SCCPIR – A. Fazleabas				P.S. MohanKumar S. MohanKumar		
NIH – RO 1 – A. Fazleabas, J. Jeong, J. Knott				J. Cibelli		
P.S. Mohankumar, B. Luke, K. Williams				J. Knott R. Leach		
USDA – G. Smith						
DOD - J. Risinger				A. Fazleabas		
International Initiatives – J. Cibelli, G. Smith, J. Jeong				J. Risinger J. Jeong		
P. S. Mohankumar				S. Yendrebam		

## Reproductive and Developmental Sciences Initiative : The future

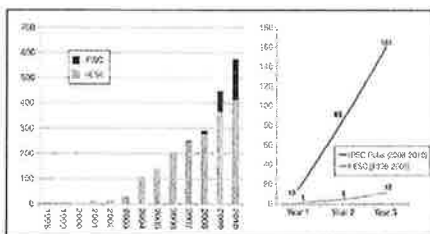
- **Cluster hire in reproductive and developmental sciences**
- **Partnership between CHM, CANR, CVM and MSU AgBioResearch**
- **8 new faculty positions**
  - 4 Sr. level (Associate Professor or Professor)
  - 4 Jr. level (Assistant Professor)
  - Search process (Summer 2011)

## Reproductive and Developmental Sciences Initiative: The future

- **Targeted research foci in faculty hires**

- **Stem Cell Biology and Regenerative Medicine**

Regenerative medicine is defined as the process of creating living, functional tissues to repair or replace tissue or organ function lost due to damage or congenital defects. Central to advancement of this field is the recent discovery of technologies to reprogram adult somatic cells to generate patient matched induced pluripotent stem cells.



### Current Faculty Focus

- J. Cibelli – Induced Pluripotent Stem Cells
- J. G. Knott – Self renewal of Stem Cells
- R. Leach – Trophoblast Stem cell Derivation
- A. Fazleabas – Stem cells and Endometriosis

## Reproductive and Developmental Sciences Initiative: The future

- **Targeted research foci in faculty hires**

- **Developmental epigenetics** defined as modifications that alter gene expression without altering the DNA sequence

**Questions:** How does a single exposure to environmental toxins affect multiple generations?

Do conditions such as diabetes, heart disease and mental illness get their start in utero?

Is the womb medicine's latest target for lifelong health?

How does diet, stress and emotion affect the fetus?



4-cell embryo



8 weeks



18 weeks



24 weeks

### Current Faculty Focus

- B. Luke – Epidemiology of obesity and smoking on fetal well being
- G. Smith – Epigenetic modifications post-fertilization
- J. Knott and R. Leach – Epigenetic changes during trophoblast development
- A. Fazleabas and J. Risinger – Epigenetic changes in benign and malignant gynecological disease



## Reproductive and Developmental Sciences Initiative: The future

- **Targeted research foci in faculty hires**

- **Women’s Health and Reproduction** - to further expand programs focused on understanding the biology of both benign and malignant gynecological diseases and identify potential biomarkers for diagnosis

- **Current Programs:**  
Two major centers are currently funded:

**A.T. Fazleabas and R. Leach** – One of 12 NIH-NICHD funded centers focused on the endometriosis, adenomyosis and early events associated with the successful establishment of pregnancy

**J. Risinger** – Department of Defense – Gynecological Cancers: Translational Research Center of Excellence for studying the biology of endometrial cancer.

The most serious living with endometriosis. It's not to diagnose and treatment costs. It's painful and disturbing.



176 million world wide

## Reproductive and Developmental Sciences Initiative: The future

- **Targeted research foci in faculty hires**

- **Impact of the environment of Reproductive Function:**

Studies of environmental influences (obesity, contaminants chronic disease and aging) on normal reproductive function and malignancy of reproductive tissues holds significant translational relevance.



This is a rapidly developing area of research and it’s impact on women’s health is far reaching (BPA is a recent example which was identified by MSU alumnus Dr. Patricia Hunt)



Oocytes

Recruitment of a NIH funded senior scientist with expertise in investigation of environmental influences on reproductive function would enhance ability of reproductive and developmental science faculty to compete for programmatic grants focused on reproductive toxicology and related areas and unite program faculty around a common theme.

## **MSU Reproductive and Developmental Sciences Initiative**



*"The vast possibilities of our great future will become realities only if we make ourselves responsible for that future." --  
Gifford Pinchot*

Attachment A

STIPULATIONS FOR THE SELECTION AND PARTICIPATION OF OUTSIDE MEMBERS OF THE INVESTMENT ADVISORY SUBCOMMITTEE

The Investment Advisory Subcommittee is a subcommittee of the Finance Committee. Its role is to aid the Finance Committee in the review and evaluation of investment opportunities and strategies.

The Investment Advisory Subcommittee includes select individuals who are not members of the Board of Trustees. The following stipulations apply to the participation of those outside members.

1. The Investment Advisory Subcommittee will have three outside members.
2. Each time the Investment Advisory Subcommittee has a vacancy for an outside member, the MSU Foundation Board will nominate at least two individuals to fill that vacancy. The Board of Trustees, in consultation with the President and the Vice President for Finance and Operations, will select the new outside member from those nominees.
3. Outside members will serve staggered three--year terms and may be re-appointed once.
4. Key qualifications for outside members include high ethical standards, wide-ranging institutional investment experience, ability to constructively debate issues, skill at asking pertinent questions to independently challenge investment opportunities, and established and beneficial affiliation with MSU.
5. Outside members will be required to comply with Board-approved conflict of interest standards for external members.
6. Outside members are expected to regularly attend Investment Advisory Subcommittee meetings in person or, when necessary, electronically.

**Attachment A****SPARTAN CORNERSTONE SCHOLARSHIP CHALLENGE  
MATCHING GIFT PROGRAM**

Michigan State University was the recipient of an anonymous contribution in April 2009. Of this gift, \$7 million was restricted in purpose, as follows:

This contribution donated to Michigan State University is for financial aid and scholarships to women and minority students. Should state or any applicable laws prohibit such assistance to women and minorities, funds may be used for the benefit of all eligible students. It is hoped that this gift will make a substantial difference to your students during these challenging times enabling a more confident, sharper focus on their studies with improved career and life prospects.

At its meeting on October 30, 2009, the Board approved the use of funds from the anonymous gift to implement the Spartan Scholarship Challenge Matching Gift Program, pursuant to which such funds were designated as endowment when matched with other donors' qualifying gifts establishing or funding new endowed scholarships. The Spartan Scholarship Challenge ended December 31, 2010, after generating over \$4 million in new undergraduate scholarship gifts to the University. Part of the \$7 million set aside for the match when the Spartan Scholarship Challenge was established remained uncommitted when the Spartan Scholarship Challenge ended.

To take full advantage of this extraordinarily generous gift by building on the success of the Spartan Scholarship Challenge, the University will use the remainder of the gift to fund another matching gift program, this time called the Spartan Cornerstone Scholarship Challenge Matching Gift Program ("Matching Gift Program"), to generate endowed scholarships for undergraduate, graduate, and graduate-professional students who might not be able to attend the University without that financial assistance.

During the Matching Gift Program, the gift from the anonymous donor will be made available to match gifts from other donors to establish or fund new endowments, and to add to certain existing endowments, whose purposes are consistent with that of the anonymous donor's gift. The match will be at a 1:2 ratio, \$1 from the anonymous donor's gift for each \$2 donated by other donors, for qualifying new gifts totaling between \$20,000 and \$99,999, and at a 1:1 ratio, \$1 from the anonymous donor's gift for each \$1 donated by other donors, for qualifying new gifts totaling between \$100,000 and \$1 million. In addition, if a donor who established an endowed scholarship under the Spartan Scholarship Challenge with a gift commitment of less than \$100,000 makes additional gifts to the endowed fund for that scholarship during the Matching Gift Program in amounts sufficient to increase the total gifts to that fund to \$100,000 or more, the University will convert the existing Spartan Scholarship Challenge Scholarship into a Spartan Cornerstone Challenge Scholarship and raise the match for the gifts, up to \$1 million, to a 1:1 ratio from a 1:2 ratio. Thus, by making new endowment gifts which qualify for the

Matching Gift Program, other donors may designate a proportional amount from the anonymous donor's gift as endowment. The designation of such funds as endowment through the Matching Gift Program is irrevocable, assuming all conditions of the Matching Gift Program are met.

The minimum gift generally required by the University for the creation of an endowed fund is presently \$30,000. At that minimum, because of the 1:2 match, individual donors or groups of donors whose gifts qualify for matching under the Matching Gift Program will be able to establish endowed funds with gifts of at least \$20,000. Initial matching funds will not be transferred to an account for an endowment fund until gifts eligible for matching actually received in that account total at least two-thirds of the minimum gift amount.

The Matching Gift Program will run until the date on which the remainder of the anonymous donor's gift is fully committed. All gifts designated for matching must be paid in full within five years of the end of the calendar year in which the pledge is made or the gift agreement is signed. Matches will be made on a quarterly basis for qualifying gifts made during the previous calendar quarter. The maximum gift eligible for a match is \$1 million, and gifts from related or affiliated donors (e.g., the immediate family members of a donor and a donor's foundations, businesses, and trusts) will be aggregated for this purpose.

Donors who contributed \$100,000 or more to establish an endowed scholarship under the Spartan Scholarship Challenge will have their match increased to a 1:1 ratio to be consistent with the Matching Gift Program. This will be accomplished by establishing a fund functioning as endowment (FFE) for each such endowment in the amount necessary to achieve the 1:1 ratio. The anonymous donor's gift will be used to fund these FFE's as of September 30, 2011. Each FFE will have the same name and purpose as the endowment to which it relates. It is necessary to employ the FFE device to achieve the 1:1 ratio because these donors will not be required to make additional gifts in order to receive the 1:1 match. Apart from the FFE's and funds used for the conversion of Spartan Scholarship Challenge Scholarships into Spartan Cornerstone Challenge Scholarships, the match will not be applied to existing scholarship pledges or to gifts for endowed funds which were established prior to the inception of the Matching Gift Program.

Corporate or foundation matching gifts may not be relied upon to fulfill a gift commitment or pledge toward an endowed fund eligible for matching, nor will corporate or foundation matching gifts be matched. Bequests and life income gifts may not be used to establish an endowed fund eligible for matching or to add to an existing endowed fund to obtain a better match. Nor will bequests and life income gifts be matched.

All gifts eligible for matching under the Matching Gift Program must be used for endowments whose purposes are consistent with that of the anonymous donor's gift. Hence, all such endowments must have as their purpose the award of scholarships to students with demonstrated financial need in a manner that will maximize opportunities for women and minorities to the extent permitted by law.

With regard to undergraduate students, Matching Gift Fund Program endowments will be administered by the Office of Financial Aid. All students who are entering their freshman or sophomore year at the University and who can demonstrate financial need by qualifying to

participate in federal financial aid programs must be eligible for undergraduate scholarships supported by endowments eligible for the Matching Gift Program. Initial undergraduate scholarship awards may be made only to such students. The Office of Financial Aid's selection criteria for undergraduate scholarship recipients will emphasize academic credentials and promise. Donors may express preferences for the award of undergraduate scholarships to students from certain metropolitan areas or counties, or to students with certain majors, or to students enrolled in certain colleges or programs. But, the Office of Financial Aid will retain final control over the award of undergraduate scholarships from endowments supported by the Matching Gift Program to achieve maximum impact from such endowments by ensuring that all expendable amounts from such endowments are utilized in the most effective manner each year, given the goals of the anonymous donor and the Matching Gift Program. Undergraduate scholarships supported by endowments eligible for the Matching Gift Program must be renewable, assuming the recipient remains eligible to participate in federal need-based financial aid programs and continues in good standing.

With regard to graduate students, Matching Gift Program endowments will be administered by the Office of Financial Aid and either the Graduate School or the relevant college or department, depending on the size of the endowed fund. Criteria for the award of scholarships may vary depending on the size of the endowed fund. All graduate students at the University who can demonstrate financial need by qualifying to participate in federal financial aid programs are eligible for scholarships supported by endowments eligible for the Matching Gift Program.

The Graduate School, in consultation with the Office of Financial Aid, shall administer all endowments for graduate students established under the Matching Gift Program and funded by gifts totaling between \$20,000 and \$99,999. The Graduate School's selection criteria for these scholarship recipients will emphasize academic credentials and promise. While separate endowments bearing the donor's name will be established at this level of gift, the Graduate School will retain financial flexibility to pool the income streams from these endowments and to determine the amount and number of graduate scholarships from endowments supported by the Matching Gift Program and funded by gifts in this range to achieve maximum impact from such endowments by ensuring that all expendable amounts from such endowments are utilized in the most effective manner each year, given the goals of the anonymous donor and the Matching Gift Program.

Donors who make gifts totaling between \$100,000 and \$1 million and who designate these gifts for the support of graduate students may create endowments under the Matching Gift Program to benefit students in specific colleges or departments who can demonstrate financial need by qualifying to participate in federal financial aid programs. These endowments will be administered by the relevant college, in consultation with the Office of Financial Aid.

Donors may also establish endowments under the Matching Gift Program for graduate-professional students at the Colleges of Human, Osteopathic, and Veterinary Medicine. Endowments established for the benefit of students at a particular college will be administered by that college, in consultation with the Office of Financial Aid, as a general graduate-professional scholarship pool for students at that college who can demonstrate financial need by qualifying to

participate in federal financial aid programs. While separately endowed funds bearing the donor's name will be established, the respective professional school will retain financial flexibility to pool the income streams from these endowments and to determine the amount and number of scholarships from endowments supported by the Matching Gift Program to achieve maximum impact for its students from such endowments by ensuring that all expendable amounts from such endowments are utilized in the most effective manner each year, given the goals of the anonymous donor and the Matching Gift Program.

All scholarships for graduate and graduate-professional students supported by endowments eligible for the Matching Gift Program must be renewable, assuming the recipient remains eligible to participate in federal need-based financial aid programs and continues in good standing.

The Provost will make any necessary interpretations of, or exceptions to, the requirements of the Matching Gift Program.

## MEMORANDUM OF UNDERSTANDING REGARDING AFFILIATION

This Memorandum of Understanding Regarding Affiliation ("Memorandum") between Michigan State University College of Law (the "Law College"), a Michigan non-profit corporation, and Michigan State University ("MSU"), a Michigan public institution of higher education, replaces the Memorandum of Understanding dated April 14, 2004, between the Law College and MSU.

### RECITALS

MSU and the Law College have been affiliated since 1995, when they entered into their first Memorandum of Understanding. The Law College operates a school of law at a building on MSU's campus which it occupies pursuant to a Lease Agreement (the "Lease") dated November 17, 1995. To build on the success of their initial affiliation, in 2004 MSU and the Law College entered into a second Memorandum of Understanding to align their academic reputations and identities more closely and to integrate Law College faculty and students more completely into the academic life of MSU, including its academic administration, academic governance, student government and curricular systems. This stronger affiliation has proved beneficial to MSU and the Law College, facilitating cross-disciplinary instruction, interdisciplinary research, and enhanced public service and outreach opportunities for both institutions. In light of these mutual benefits, MSU and the Law College have chosen to reaffirm and strengthen their affiliation through this Memorandum.

Because the Law College will remain an independent non-profit corporation, with its own board of trustees ("Law College Board"), it will continue to be responsible for its own finances, including the retention and support of Law College faculty and staff. Consequently, as set forth in Article III of this Memorandum, certain Law College practices and policies, primarily those concerning the financial affairs of the College, employee compensation and faculty tenure, will not necessarily comport completely with those of MSU. The parties intend that as to all other matters the Law College will follow MSU administrative and academic policies and practices, which will enable the Law College to function like a constituent MSU college and form a basis for Law College faculty to participate in MSU academic governance and for Law College students to participate in MSU student government.



Pursuant to these Recitals and in consideration of the mutual covenants herein, the parties agree as follows:

**ARTICLE I  
AFFILIATION**

1.1 Cooperation. MSU and the Law College shall continue to cooperate in order to obtain the maximum academic and strategic benefits from their affiliation. MSU shall continue to make available to the Law College, on an equitable cost-sharing basis where appropriate, various student and administrative services and support facilities and related services.

1.2 Name.

1.2.1 After the effective date of this Memorandum, the Law College shall be known and identified to the public solely as the "Michigan State University College of Law" and in abbreviated forms as "MSU College of Law" or "MSU Law" ("Law College Names"); provided, however, that the terms "Detroit College of Law," "DCL," "Michigan State University-Detroit College of Law," "Michigan State University-DCL College of Law," and "MSU-DCL" may be used as appropriate in reference to the Law College operation as conducted in Detroit and East Lansing prior to 2005.

1.2.2 MSU shall own all rights in the Law College Names, and MSU hereby grants to the Law College a license to use the Law College Names and to use the Michigan State University name, logos and symbols in connection with Law College operations, but in each case only in compliance with MSU policies and practices relating to the use of such names, logos and symbols by MSU administrative units, as if the Law College were a constituent MSU college.

1.2.3 The Law College shall change its corporate name to "Michigan State University College of Law," and MSU hereby consents to such change.

1.2.4 The Law College's right to any use of the Law College Names or of any form of the name "Michigan State University" shall end when this Memorandum terminates, and the Law College shall promptly take any and all actions necessary to cease such use, including without being limited to such actions as are necessary to remove MSU from its corporate name.

1.3 No Corporate Affiliation or Merger. Notwithstanding the close alignment of the parties' academic administration, academic governance, student government and curricular systems, or any other matter set forth in this Memorandum or in any other agreement between the parties, including the Lease, the relationship of the parties is not intended and shall not be construed to create or result in a corporate merger, joint venture or partnership, or any parent-subsidiary or other form of common control or joint

enterprise. The Law College and MSU shall retain their respective private and public characters. The Law College shall include in its publications a statement indicating that the Law College is a separate legal entity from MSU. Nothing contained in this Memorandum shall be construed in a way that makes the Law College or its faculty or other employees, or members of the Law College Board, state actors or that affects the status of the Law College as a private legal entity.

1.4 No Financial Obligations. MSU shall have no liability for any financial obligation incurred by the Law College, and the Law College shall have no liability for any financial obligation incurred by MSU. The Law College shall include in any contract (i) obligating it to make payments of, or otherwise to incur liability for, more than \$250,000 in any fiscal year or more than \$1 million in any five-year period, or (ii) including an indemnity from the Law College, a statement that the obligations incurred in that contract are solely the obligations of the Law College and that MSU shall have no liability with respect to the performance of that contract.

1.5 Employee Status. Law College faculty and other employees shall remain employees of the Law College, and not employees of MSU, notwithstanding their participation in MSU academic affairs or other aspects of the affiliation between the parties. This Memorandum does not change the MSU Affiliate Faculty status of Law College faculty previously established by a separate agreement between the parties.

1.6 Exculpation. No MSU Board member, officer or employee shall be personally liable to the Law College for any default or breach by MSU of any of its obligations under the terms of, or arising from, this Memorandum. No Law College Board member, officer or employee shall be personally liable to MSU for any default or breach by the Law College of any of its obligations under the terms of, or arising from, this Memorandum.

1.7 Term and Termination. The term of this Memorandum shall commence as of its effective date, which shall be the date it has been signed by the respective authorized officers of MSU and of the Law College, and shall end on the date on which the Lease terminates.

## ARTICLE II GOVERNANCE

2.1 Board and Executive Committee Membership. In order to enhance cooperation between MSU and the Law College in achieving the common goals of the affiliation, to facilitate compliance with the Law College's obligations under the Lease, and to ensure MSU's participation in the oversight of the Law College, the Law College Bylaws shall provide that:

2.1.1 MSU shall be entitled to appoint certain trustees to the Law College Board as set forth in the Bylaws of the Law College in effect on the effective date of this Memorandum;

2.1.2 The President of MSU shall be a member of the Law College Board;

2.1.3 The President of MSU shall be a member of the Executive Committee of the Law College Board; and

2.1.4 MSU shall be entitled to appoint one additional Law College trustee to the Executive Committee of the Law College Board, which may have up to five members.

The MSU appointed members of the Law College Board shall be appointed with the approval of the MSU Board of Trustees and, subject to applicable law, may be members of the MSU Board of Trustees or other representatives of MSU.

2.2 Bylaws: Consequential Matters. The Law College Board shall amend its Bylaws to provide that the Law College will not take action on a consequential matter unless it is approved by the Law College Board by the positive vote of at least three-fourths (3/4) of the total number of votes that could be cast at the meeting of the Law College Board at which action on the consequential matter will be considered. The total number of votes that could be cast at that meeting shall be calculated by adding the number of votes that would be cast if all members of the Law College Board attended the meeting in question and voted plus all the votes the Chair of the Board of the Law College and the President of MSU would be entitled to cast at the meeting pursuant to Law College Bylaw 2.02. The following are consequential matters:

2.2.1 The approval or amendment of the Law College Articles or Bylaws, of the policies and bylaws for academic governance of the Law College, of the Law College code of student rights and responsibilities, or of the strategic vision for the Law College;

2.2.2 The approval of the Law College's annual budget or of any capital or other expenditure by the Law College that reasonably could be expected materially to affect the Law College's financial condition, operations or facilities;

2.2.3 The establishment or termination of any of the Law College's academic programs;

2.2.4 The conferring of tenure at the Law College or the approval or amendment of the Law College's rules of tenure, promotion and tenure revocation;

2.2.5 The naming of the Law College, any of its centers, institutes or other academic units or programs, or any of its major physical facilities, including without being limited to the acceptance of naming gifts for any of the foregoing;

2.2.6 Any joint degree program, joint clinical program, research institute or other such affiliation between the Law College and an entity other than MSU;

2.2.7 The appointment of the Dean of the Law College; and

2.2.8 Any other matter that the Chair of the Board of the Law College or the President of MSU determines, in good faith, to be a "consequential matter" because it materially affects the Law College, MSU or the relationship between them.

### 2.3 President.

2.3.1 The President of MSU shall also be the President of the Law College and its principal executive officer and shall have the role accorded to the President of the Law College by the Bylaws of the Law College. In that regard, the President shall have such powers as are inherent in the position in managing and directing the affairs of the Law College, including, without being limited to, supervising the Provost of the Law College and the Dean of the Law College. Notwithstanding the foregoing, the members of the Law College Board may initiate contact with the Dean of the Law College or any other employee of the Law College about the affairs of the Law College when they deem it appropriate to do so, and the Dean of the Law College may seek guidance from the Law College Board in the event the interests of the Law College and MSU diverge.

2.3.2 In hiring and evaluating the President of MSU, the MSU Board of Trustees shall consult with the Law College Board regarding the President of MSU's service as the President of the Law College.

### 2.4 Provost.

2.4.1 The Provost of MSU also shall be the Provost of the Law College and shall have the role accorded to the Provost of the Law College by the Bylaws of the Law College.

2.4.2 If and to the degree the deans of the constituent colleges of MSU would do so under then existing MSU policies, procedures and practices, the Dean of the Law College shall obtain the Provost's approval before the Law College accepts any naming gift, or enters into any joint academic or research program, that is not required to be approved by the Law College Board as a consequential matter.

2.5 Treasurer. The Treasurer of the Law College shall consult with the Treasurer of MSU before the Law College takes any action which would materially affect its financial condition, including without being limited to incurring a material amount of debt, making a material capital expenditure, buying or selling real property, entering into a lease with a term in excess of ten years, or otherwise assuming a material financial obligation.

2.6 ABA Accreditation. The Law College at all times shall maintain the accreditation of its academic programs by the American Bar Association. MSU shall assist the Law College in maintaining such accreditation.

ARTICLE III  
POLICIES AND PROCEDURES

3.1 Adoption. So that the Law College may function like a constituent MSU college, effective August 15, 2004, the Law College adopts and agrees to retain all academic and administrative MSU governance policies, procedures and practices, now existing or as established or amended after August 15, 2004, except as they relate to:

3.1.1 Financial affairs of the Law College, including without being limited to its annual budgets, revenues, expenses, capital expenditures, endowment funds, affiliated foundation and indemnification policy;

3.1.2 Terms and conditions of employment for Law College faculty members hired prior to the year 2000;

3.1.3 Compensation (salary and benefits) of Law College employees;

3.1.4 Faculty appointments, which will be made by the Law College in accordance with the Law College's Bylaws for Academic Governance, and the appointment of the Dean of the Law College, which will be made by the Law College Board upon the recommendation of the President of the Law College and the Provost of the Law College;

3.1.5 Final decisions on the grant or denial of tenure or promotion for Law College faculty, which will be made by the Law College Board after compliance with MSU policies and procedures has resulted in a recommendation from the Dean of the Law College and the Provost to the Law College Board;

3.1.6 Final decisions on grievance appeals relating to disciplinary action against a Law College faculty member where dismissal is not sought, or to the denial of tenure to a Law College faculty member, each of which will be made by the President of the Law College;

3.1.7 Presidential recommendations and final decisions on revocation of tenure for Law College faculty under the MSU Dismissal of Tenured Faculty for Cause Policy, which will be made, as to recommendations, by the President of the Law College, and, as to final decisions, by the Law College Board; and

3.1.8 Conferral of the Juris Doctor degree and other advanced graduate degrees in law.

The policies, procedures and practices adopted by this section 3.1 shall supersede and replace any duplicative or contrary Law College policy, procedure or practice, unless an exception or modification is made pursuant to section 3.2.

3.2 Interpretation. In MSU policies and procedures as applied to the Law College, references to MSU faculty and MSU students shall be deemed to apply to Law College faculty and Law College students. Any question or ambiguity about the applicability to the Law College of MSU policies, procedures or practices will be resolved in favor of applicability. No exception to or modification of any MSU policies, procedures or practices, as applicable to the Law College, shall be effective unless, and then only to the extent, the exception or modification is approved in writing by a duly authorized MSU officer.

3.3 Policies, Procedures and Student Code Specific to Law College. To the same extent to which constituent MSU colleges adopt and operate under policies and procedures for academic administration and academic governance that are college-specific, the Law College may adopt college-based policies and procedures. Similarly, the Law College may adopt a code of student rights and responsibilities that is specific to Law College students. Such policies, procedures and code, and the process and requirements for their adoption, shall be consistent with sections 2.2, 3.1 and 3.2.

3.4 Participation in MSU Governance. MSU shall support the efforts of the Law College to enable Law College faculty members to participate in academic governance at MSU on the same terms as faculty members of constituent colleges of MSU do. MSU shall support the efforts of the Law College to enable Law College students to participate in the student government system at MSU on the same terms as students of constituent colleges of MSU do.

#### ARTICLE IV GENERAL CONTRACT PROVISIONS

4.1 Notices. All notices, consents, approvals, requests and other communications required or permitted under this Memorandum shall be given in writing, signed by an authorized representative of MSU or the Law College, as applicable, and (i) mailed by certified or registered mail return receipt requested, (ii) hand delivered, or (iii) sent by facsimile transmission, with confirmation of receipt, (A) to the President of MSU and the Provost of MSU, at their respective business addresses and facsimile numbers, as to MSU, or (B) to the Chair of the Board of the Law College, the President of the Law College, the Provost of the Law College and the Dean of the Law College, at their respective business addresses and facsimile numbers as to the Law College.

Notices shall be effective when delivered, if hand delivered; on the first business day after mailing, if mailed; if refused, when first refused; or when confirmation is received, if sent by facsimile.

4.2 Entire Agreement; Amendments. This Memorandum, together with the Lease and the existing Operating Agreements between the parties, constitute the entire agreement of the parties with respect to the affiliation between the parties. This Memorandum supersedes all negotiations or previous agreements between the parties (other than the Lease and such Operating Agreements) with respect to all or any part of its subject matter. No amendment of this Memorandum shall be effective unless contained in a writing signed by both MSU and the Law College.

4.3 Successors; Third Parties. The provisions of this Memorandum shall bind and inure exclusively to the benefit of MSU and the Law College and their respective permitted successors and assigns. Such provisions are not for the benefit of any third person, nor shall this Memorandum be deemed to have conferred any rights, express or implied, upon any third person.

4.4 Captions; Section Numbers. Captions and headings in this Memorandum are for convenience of reference only, are not a part of the provisions of this Memorandum, and shall not be used to affect their interpretation. When not otherwise expressly designated, section numbers refer to sections or subsections of this Memorandum.

4.5 Termination of Earlier MOU. This Memorandum is effective as of July 1, 2011. As of that date, the Memorandum of Understanding Regarding Affiliation dated April 14, 2004 between the parties is abrogated and shall have no further force or effect, being replaced in its entirety by this Memorandum.

**IN WITNESS WHEREOF, Michigan State University and the Michigan State University College of Law have duly executed this Memorandum of Understanding Regarding Affiliation.**

**MICHIGAN STATE UNIVERSITY**

**MICHIGAN STATE UNIVERSITY  
COLLEGE OF LAW**

By: \_\_\_\_\_

By: \_\_\_\_\_

Title: President

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

By: \_\_\_\_\_

Title: Vice President for Finance &  
Operations & Treasurer

Date: \_\_\_\_\_

## LICENSE AGREEMENT TERM SHEET

**Party:** Bio Plastic Polymers and Composites, LLC

**License:** Amendment to license agreement effective March 31, 2004 to use the additional technologies in all fields described below for commercial purposes.

**Term:** Extending to the expiration of the last to expire of the Patents.

**Technology:** MSU Invention Disclosure No. TEC2006-0079 “Novel Tryglycerides and Method of Preparation Thereof”; and U.S. Patent Nos. 5,801,224; 5,906,783; 5,969,089; 7,361,727; 7,367,995; 7,589,222; 7,601,677; and U.S. Patent Application Nos. 12/584,914; 61/403,199; and 61/403,494; and improvements thereto.

### **Technology’s Potential Commercial Utilization:**

Environmentally-friendly polymers.

**Payment Terms:** Payment of \$10,000 within 30 days of signing; a running royalty of 1% of net sales; 25% on sublicensing revenues; 2.0-5.0% ownership interest in Bio Plastic Polymers and Composites, LLC and joint ventures directly related to licensed rights. The agreement will include annual minimums beginning in 2014.

The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.

### **Use of University Facilities/Personnel:**

No University facilities, services or personnel will be utilized by Bio Plastic Polymers and Composites, LLC under the terms of the agreement.

**Organization Type:** Michigan-based limited liability company.

**Personnel Interest:** Dr. Ramani Narayan, a Professor in the Department of



Chemical Engineering, and his immediate family own or have options to buy an equity interest of more than 1% of the company. Dr. Narayan is also an officer of Bio Plastic Polymers and Composites, LLC.

## RESEARCH CONTRACT TERM SHEET

- Party:** ZuvaChem, Inc.
- Contracts:** Sponsored Research Agreement from ZuvaChem to MSU  
“Fermentative growth of E. coli transformed to emit isoprene”
- Term:** July 1, 2011 to June 30, 2015
- Payment Terms:** MSU contract four year total: \$300,000.
- Services Provided:** By MSU to ZuvaChem: research, testing and evaluation related to fermentation, isoprene emission collection and design of better syntheses to generate isoprene.
- By MSU to ZuvaChem: none
- Use of University Facilities/Personnel:**  
Use of MSU facilities/personnel by ZuvaChem provided at prevailing rates for industrial research.
- Organization Type:** Delaware corporation with principal place of business in Baltimore, Maryland.
- Personnel Interest:** Dr. Thomas Sharkey, a Professor in the Department of Biochemistry and Molecular Biology, and his immediate family hold an ownership interest which exceeds 1% of the company.

**CONTRACT TERM SHEET**

- Party:** Draths Corporation
- Project Description:** Use of pilot plant infrastructure and operational and analytical staff at the MSU facility in Holland, MI for production of chemicals.
- Term:** Two years, unless terminated at an earlier date at the discretion of either party.
- Contractual Terms:** Draths Corporation will be charged for supplies, personnel services, and use of equipment at standard pilot plant rates as specified in the attached rate sheet, with total expenses under the contract not to exceed \$200,000 during the Term. Draths Corporation is responsible for the cost of all raw materials, for the shipping of all products, and for disposal of all wastes generated. The company is responsible for complying with all applicable laws and regulations, as well as all MSU policies, and for cooperating fully with the MSU Office of Radiation, Chemical, and Biological Safety. The company assumes all risks of failed production runs not resulting from demonstrable MSU error or negligence. No intellectual property rights of either party are modified under the contemplated agreement.
- Services Provided:** By MSU to Draths Corporation:  
Pilot plant scale-up of chemical syntheses with associated analytical services.  
By Draths Corporation to MSU:  
None under contemplated agreement.
- Use of University Facilities/Personnel:**  
MSU personnel will execute the pilot plant synthesis runs in the MSU facility in Holland, MI, and provide any agreed supplemental analytical services.
- Organization Type:** Draths Corporation is a Delaware corporation based in Lansing, MI.
- Personnel Interest:** Dr. John Frost and Dr. Karen Frost, faculty in the Department of Chemistry, and their immediate family, own or have an option to buy an equity interest of more than 1% of the company.

**RESTATED AND AMENDED LICENSE AGREEMENT TERM SHEET**

- Party:** Phenometrics, Inc.
- License:** Exclusive License for commercial purposes.
- Term:** From the effective date of the agreement extending to the expiration of the last to expire patents.
- Technology:** TEC2011-0021 “PhotoBioreactor/Sensor Array (PBSA) for high throughput screening of algal strains and growth conditions”; U.S. provisional patent application serial number 61/416,250, filed 11/22/2010.
- Technology’s Potential Commercial Utilization:**  
Production of equipment used to optimize light-driven fermentation applications.
- Payment Terms:** Payment of \$500.00 due on signing; a running royalty of 3.75% of net sales; patent cost and milestone payments; sublicensing rights and a royalty on sublicensing revenues.
- Services Provided:** By MSU to Phenometrics: None under contemplated agreement.
- By Phenometrics to MSU: None under contemplated agreement.
- Use of University Facilities/Personnel:**  
No use of MSU facilities/personnel by Phenometrics under the contemplated agreement.
- Organization Type:** Delaware corporation based in Lansing, Michigan and San Diego, California.
- Personnel Interest:** Dr. David M. Kramer, a Professor in the Department of Biochemistry and Molecular Biology, and his family own or have options to buy an ownership interest of more than 1% of the company.