

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

January 11, 2023

Interim President Woodruff called the meeting of the Board of Trustees to order at 9:05 a.m.

Trustees present: Dianne Byrum, Dennis Denno, Renee Knake Jefferson, Dan Kelly (via livestream), Sandy Pierce, Brianna Scott (via livestream), Kelly Tebay, and Rema Vassar (via livestream).

University officers present: Interim President Woodruff; Executive Vice President Woo; Vice President and General Counsel and Acting Secretary Quinn; Senior Vice President Wilbur; Vice Presidents Bollman, Guerrant, and Swain. Faculty liaisons present: Jamie Alan, Stephanie Anthony, and Karen Kelly Blake. Student liaisons present: Carly Gomez, Jo Kovach, Belle Letcher, and Stevie Quijas.

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

1. On a motion by Trustee Pierce, supported by Trustee Byrum, the **BOARD VOTED to approve** the amended agenda.
2. Resolution on Consulting Services

BE IT RESOLVED that the Board of Trustees of Michigan State University hereby authorizes the Board Chair to negotiate and enter into an agreement, on terms acceptable to the University, for consulting services for Board governance and Bylaws and Policy Development.

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

THE BOARD VOTED to approve the recommendation.

3. Election of Officers

A. Board of Trustees Officers—Chairperson

Trustee Tebay **moved to nominate** Trustee Vassar to serve as Chairperson of the Board of Trustees. Trustee Vassar accepted the nomination.

Trustee Byrum **moved to nominate** Trustee Renee Knake Jefferson to serve as Chairperson of the Board of Trustees. Trustee Knake Jefferson accepted the nomination.

THE BOARD VOTED to elect Trustee Vassar as its Chairperson 5-3, with Dennis Denno, Dan Kelly, Brianna Scott, Kelly Tebay, and Rema Vassar voting for Trustee Vassar and Dianne Byrum, Renee Knake Jefferson, and Sandy Pierce voting for Trustee Knake Jefferson.

B. Board of Trustees Officers—Vice Chairperson

Trustee Tebay **moved to nominate** Trustee Kelly to serve as Vice Chairperson of the Board of Trustees. Trustee Kelly accepted the nomination.

THE BOARD VOTED to elect Trustee Kelly as its Vice Chairperson 8-0, with Dianne Byrum, Dennis Denno, Dan Kelly, Renee Knake Jefferson, Sandy Pierce, Brianna Scott, Kelly Tebay, Rema Vassar voting for Trustee Kelly.

4. Public Participation

- A. Kayla Williams—Swim and Dive Reinstatement
- B. Brian Turnbull—MSU Facilities—Swim and Dive Team support
- C. Michael Balow—MSU Athletics
- D. Alec McAree— Transparency and Accountability of the Board

5. Liaisons Report, Chairperson's Report and Trustees' Comments

Karen Kelly-Blake, faculty liaison, provided the following report.

Good morning, everyone, and Happy New Year to you all. Congratulations to Trustee Vassar and to Trustee Kelly. On behalf of the faculty. I want to welcome the new members of the Board Trustees Dennis Denno and Sandy Pierce. We look forward to partnering with all of you to serve the best interests of our institution. Academic governance is the process by which Spartans are reminded that we are on the same team and the university is at its best when we all work together. But as we begin this new chapter, it is important for us to make something clear about the relationship between the faculty and the Board of Trustees. The faculty is the university's most valuable asset. And we have a responsibility to speak out when the Board is acting in ways that prioritizes its members' interests over those shared by all Spartans. For example, the Board insists on continuing the Quinn Emanuel review, meddling in academic matters, wasting millions of dollars in attorney fees, and acting with the trademark lack of transparency that the Board has come to be known for. The community needs to understand the scope of the review, its results, and its cost. The Board's silence has given certain media outlets the opportunity

to peddle conspiracy theories about nonexistent palace intrigue, further damaging the university's credibility and the welfare of the individuals who serve it. Enough is enough. I do want to thank you for passing the consulting resolution for Board Governance. Effective governance requires a deep understanding of the complex and nuanced issues facing higher education institutions. It requires knowledge of best practices and board governance and the ability to critically assess information. The faculty of MSU are committed to excellence in all that we do, and we expect no less from the Board of Trustees. This is not an attack, it is a plea. Finally, I want to recognize the remarkable work of the faculty at MSU and our deep commitment to the academic mission of our university. We are dedicated to advancing knowledge, educating students, and fostering a culture of excellence. Like all organizations composed of human beings, MSU gets it wrong sometimes. When we do, we must be the first to acknowledge the mistake and implement a solution. But we must also acknowledge our success. And I would like to take this opportunity to commend the faculty for their tireless efforts in making MSU a premier institution of higher learning. To those watching us from afar, do not be fooled into thinking that drama defines our school. One need only look to the classrooms, research facilities and scholarship to find the heart and soul of Michigan State University. Thank you.

Carly Gomez, student liaison, provided the following report.

Good morning, I'm Carly Gomez. I'm the Vice President of Internal Affairs for the Council of Graduate Students speaking on behalf of COGS today. This week, COGS is excited to welcome back all graduate and professional students to the MSU campus. At our upcoming meeting, we will hear presentations from the VP of research and innovation, Doug Gage, as well as the University sustainable investment Working Group. Funding applications are currently being accepted from graduate student organizations for events and from individual students for professional development and conference awards. Additionally, the Office of Graduate Student Life and Wellness is working alongside us to improve graduate student mental health and wellbeing. Finally, planning for the 15th annual graduate academic conference is underway and on schedule. We will hold the Graduate Academic conference on February 18 at the MSU Union. Please visit the COGS website cogs.msu.edu to learn more and register for this rewarding and low stress presentation opportunity.

Jo Kovach, student liaison, provided the following report.

Hi, everyone, first of all, welcome back. I hope everyone had a wonderful and restful last month I know I slept more than I ever have in my entire life. But here we are. For those who don't know, I'm Jo Kovach, the ASMSU and undergraduate student body president. To our new trustees, Trustee Denno and Trustee Pierce, congratulations. We look forward to working with you. Some background, Student Government has been at MSU since 1907. ASMSU has been here since 1965. Throughout that time period, we've worked with the Board

to uplift the undergraduate student voice. There are 40,000 of us that I'm privileged to represent, and I hope that carries the weight that I hope it does. So to go on with what we've been up to, we had our last meeting of the semester last semester on December 8, there's a couple of things I'd like to share from that meeting, we passed about 12 bills. But Bill 5932 is a bill that asks for the publishing of data on communicable diseases tracking via wastewater. This is something that we find to be very, very important, especially for our disabled students on campus who need to know what is going around. Bill 5939 was a bill that we allocated some money to promote ASMSU services week. For those that don't know as MSU offers several services for students. We offer free iClicker and calculator rentals. Iclickers cost upwards of \$70 in case you're not sure about it, we offer free subscriptions to spotlight USA Today papers, New York Times and New York Times games. We offer free legal services and Student Rights Advocates. For students who assist students with the university judicial system. We offer safe ride which offers students a free ride home every night. We offer short term interest free, \$300 loans, we offer free blue books, yearbooks, senior pictures and printing as well. That's a lot for a \$21 tax. We always want to do more though. We still would like to ask for an open and transparent search for the next MSU president and ask for student liaisons to be able to have a voice on the four board committees. We look forward to working with Chair Rema Vassar, Dr. Rema has worked consistently with ASMSU throughout this year and has reached out in times where many seem to be silent. And we appreciate that and we hope to see that going forward as well. Thank you all, and go green!

Belle Letcher, student liaison, provided the following report.

I will echo the \$21 ASMSU tax needs to be higher standing here with my \$25 tax just to brag real quick. I have a smaller constituency. So actually, what I want to talk today is how the Trustees, not the Trustees as a collection of people, but rather this room is just so disconnected from the student experience. Since I work mostly on very small issues. I'm no ASMSU. I'm RHA. I'm the on-campus student government. I deal with the mold in rooms and I deal with the buses running late. I deal with the foot bridges. And whenever I come this room, it's always big issues. And yes, MSU is a big school. That just means it has a lot of small issues. Just like every single year, we have problems with the buses. And because they're small problems they're never addressed. But like that affects every single student without a car, and that's most of them. Students aren't rich, and even for the ones who are you can't have a car as a freshman. And even for those who aren't freshmen, it's really hard to park on campus. For a lot it's not worth it. We still have so many accessibility issues in our halls. Like Belle, I hear about mold several times a week. I don't even know what to say anymore. Just like go to IPF please, and I come to this room and I'm like, I feel like I need to pick out a big issue, I need to sound important. I need to shake the earth. I feel like we spend too much time shaking the Earth. I'm tired of leaving this room with

really, really cool things to talk about. I want to have a laundry list of positive changes we've made to improve this like university, that I take to my friends and family and they're bored out of their mind. And I don't care because I care about this. I care about this university. I care about the students. And so I would really love to see more concrete steps in that direction, more listening sessions, more liaisons, I would still love to see CORES and COPS in this room. And so with that, I yield my time.

Stevie Quijas, student liaison, provided the following report.

Good morning, everybody. Hola. Hello, my name is Stevie Quijas. I'm the at-large liaison to the Board. I want to congratulate the new Trustees. I look forward to working with you throughout 2023 I also want to thank President Woodruff for actively consulting with the liaisons in 2022. Going forward, I hope that student representation on the Board committees and in this room is increased beyond that of the four liaisons. Specifically, whether closed or open search, I urge the Board to follow the ASMSU resolution to increase that representation within the Presidential Search. Students thank the Board for making the results of the Honigman report publicly available. And we also want to thank the Board for hiring a professional development firm such that community confidence in the Board is maintained. Students also hope that this newly structured Board will be able to substantively review and revise Board policies such as the public comment process, investment policies and donor accountability, as well as naming policies. Many of them have not been updated for a very long time. And then lastly, as the founding land grant institution, we have a particular responsibility not only to raise awareness of the history of Michigan State and land grant universities, but to continue to call for increased recognition of the original inhabitants of the lands upon which our institution resides today. It is our duty to prioritize not only the agricultural cornerstones of our university, but also recognize and uplift the diverse student communities, which make our university thrive today. This includes course offerings and academic support. However, much of this has been stripped back. From 2020 to 2021, there was a 16 percent decline in the graduation rate of Native American students at MSU, the highest of any racial or ethnic group. Going forward, I urge the Board to move beyond performative land acknowledgments through proper recognition of indigenous people. So to give greater recognition of the fact that diverse communities on campus have not only survived through colonialism and genocide, but still practice their culture today on campus. Lastly, in regard to the permanent presidential search students seek a collaborator, a strategic thinker, and someone who remains committed to DEI. I hope this Board will continue to engage with community stakeholders by public processes, and roundtables discussions. So that the new president can hit the ground running. Lastly, go green!

Chairperson Vassar gave the following remarks.

I want to make sure they get their voices heard. I believe at this point it is my report and besides the excitement around training and professional development for the Board, I would just like to thank the Board for agreeing to work with me for the best of MSU. I do want to say that this moment is historic. There's been, I believe, 124 board members, four were women of color, three were black women, two of which are on the board right now. And none of those women have ever been chair and so to have me, the granddaughter of Hattie, the daughter of Robin, sitting in this seat today is pretty remarkable. I just appreciate you all giving me that trust, and I appreciate an opportunity to make history today. I anticipate a resurgence of collegiality and I'm excited about what we will do together as a cohesive team. I look forward to the transformative leadership of this board and a bright green year ahead of us, go green!

Vice Chairperson Kelly provided the following remarks.

First of all, I want to congratulate Trustee and new chair Vassar. I look forward to your leadership on the Board. I want to thank the Board and the bylaws for me being vice chair, and I do want to work together with everybody. So thank you, Happy New Year.

Trustee Byrum provided the following remarks.

I want to also congratulate our new trustees, Trustee Dennis Denno and Trustee Sandy Pierce. And I look forward to working with the new Board leadership in 2023. I wish you success.

Trustee Scott provided the following remarks.

Thank you. Much quicker to speak now. I apologize. I am a person if you haven't figured it out by now, I always have to say a little prayer. And I always try to do what I believe is best for our university. And I think being able to move forward, no offense to Trustee Kelly, but I really like our bylaws as well. And I think this is a way to move us forward. And I have all confidence that Trustee Vassar is going to lead us extraordinarily into this next phase, as we go into some very important decision making with the new presidential search and other things coming up. I look forward to working with her, as obviously the other Black person on the Board she referred to, I do recognize the historical significance of her appointment as our new Board chair, and believe it's about time, quite frankly. Congratulations to her. I look forward to working with Dan Kelly. Now I'm so excited, and I apologize, I was not there to meet Sandy Pierce in person, but I can already tell with her quick wit this morning, that we are going to get along fabulously and she brings such a depth and wealth of knowledge in finances, and that is an area that this sport absolutely needs that expertise. I am looking forward to learning from her. I hope she is ready for someone like me that asks a lot of questions and will draw in on her experiences and also ask that she hopefully mentors me so I can better understand the budget of MSU, which is

very complex. So I'm talking a lot. But also Dennis Denno, who I am super excited to work with. I've heard of Dennis for many years, got to know him a little tiny bit back when I ran. He is just a fantastic person from all accounts and from my little bit of time with him, I know that we are going to get along fabulously as well. He has already asked some very poignant questions. He is someone that has already done some deep dives, has investigated things already, and I'm like man, go Dennis go Dennis, like that's, that's what we need. So yes, I'm super excited to work with you as well. I want to say to Trustee Knake Jefferson, that I had no doubts in your leadership capabilities as well. I thank you for putting yourself out there. I certainly didn't want to be Board chair and many of the others of us did not want to and I hope that you do not take this in any way speaking to who we think you are. And your importance on this Board. The respect and admiration that I have for you is still, you know, there, it has not changed. I don't want to take anything away from that. And I want you to understand in my in the position that I'm in, I look forward to the Board just being able to move forward. And I think that's what the public needs. And I always try to do what I believe is in the best interest of the university. And so I do hope that you can understand and I look forward to continuing to work with you. Trustee Tebay my little sidekick over there – why did I call her little? I look forward to working with you in this new term two years and go green. Sorry, I had one more thing to say. I'm sorry, Brian. I did want to thank Trustee Byrum, for her four years of leadership as our board chair, quite frankly, it has been one issue after the other I think we can all appreciate we have gone through some very tumultuous times. Trustee Byrum has steadfastly led us through this. It has not been easy to be Board chair the last four years. And I recognize that and I just want to thank her and just say man she has got some Teflon skin because she has had to endure quite a bit and we just thank you Dianne, we hope that you continue to teach us all of the things that you know and work with us. I look forward to continuing to work with you but I just wanted to and I would have been remiss that to having knowledge all of your hard work and thank you personally for being an exceptional chair during the times that I've been on the Board. So thank you so much, and that's all.

Trustee Tebay provided the following remarks.

I just want to say thank you both to Trustee Jefferson and Trustee Vassar for stepping up to even be considered for leadership. I respect both of you very much and look forward to continuing to work with you and congratulations to Dr. Vassar. I'm excited for your abilities and capabilities to lead us into this new year. I want to welcome everyone back to campus. I'm very excited to kind of start fresh for 2023 and looking forward to a lot of development and continuing conversations. And yeah, that's it. Thank you.

Trustee Knake Jefferson provided the following remarks.

Thank you. So in my old office over on Shaw Lane in the Law School building, I put up a quote across my wall which became the mantra for how I've lived my life like for the past couple of decades, it the quote is, "Live the questions now." It is from an Austrian poet named Rainer Maria Rilke. Live the questions now navigated me through raising toddlers while finding my way through the tenure process at Michigan State. It's something that I tell my constitutional law students and my ethics students when they are struggling, live the questions now. It got me through training our COVID Puppy who is named Rilke, of course, and it's been my mantra for service on this Board. For from the appointment, to deciding to run to secure a full term. And also to put my hat in the ring for chair. I am so optimistic about 2023. Because we have new leadership. And that starts of course with our new chair Vassar and also having Interim President Woodruff at the helm. Interim President Woodruff hit the ground running from the moment she stepped into the role, I am confident that Chair Vassar has probably already done the same as, wouldn't surprise me at all, if she already is going to be working, even today, and in her new role to move us forward. Both of them have extraordinary commitment to campus, safety, and healing. To academic excellence to full implementation of the University's 2030 strategic plan and the DEI and RVSM strategic plans and their leadership will light the way for all of us. I'm really looking forward to working with our newest trustees, Trustee Denno and Trustee Pierce, I also want to thank Trustee Byrum for her work because the work that Chair Vassar has before her we all have seen just how very difficult and grueling being in that role can be. And so I pledge to be a real support, both for you Chair Vassar, and also for you President Woodruff as we lead this institution forward, the faculty senate shared a list of characteristics they want the chair to embody. I printed it out, it'll go on my wall next to my live the questions now quote, which is in a different office now, but still on my wall. I won't read them all here. But it occurred to me when I read them. I mean, of course, they focus on openness, communication, good governance, and everything you might imagine, but you might share them with the wider community. It occurred to me when I read them that they aren't just characteristics that the ideal chair should embody. But it's something that every single one of us as trustees should live up to. And I pledge to you that I have tried to meet this mark the entire time I've been on this board, and I certainly will continue to do so. But I appreciate the reminder. And so thank you for that.

Trustee Denno provided the following remarks.

So I'm very honored and humbled to be here today. Honestly, I can't believe I'm here. I want to thank first Dr. Rema Vassar, and congratulate her for being the chair. It was a very difficult vote. We had two wonderful people who put their name out and are willing to share their time and their lives to run this university. Renee, I think the world of you and I hope I'm still invited over to your house for coffee. I want to thank everyone who works here at MSU for making MSU one of the greatest universities in the world. And I sincerely believe that, and I really appreciate everything you do. I've met many of you and I look forward to meeting more of you and listening and learning from you. Student Leadership, thank you

for stepping up, I've met some of you, I'm excited to meet more of you and to learn and hear about your experiences. When I ran, I pledged to bring transparency to this Board and to this university. And I sincerely believe it because when an elected board loses its transparency, we start losing our democracy. Finally, I would just like to thank law enforcement for being here and for all you do every day. Thank you.

Trustee Pierce provided the following remarks.

Thank you. Well, first, let me also thank Trustee Byrum for her service. And I'm thrilled that I'll still be working with you as a Board member. I absolutely want to congratulate Dr. Vassar and Dan Kelly on your appointments. And I am honored and privileged to be sharing a seat with this Board. And I am very optimistic about the future of our work together. I'm committed to the students. I'm committed to the faculty. I'm committed to the alumni, to live by our code of ethics. I hear you loud and clear, I'm listening, on transparency. I will live up to your expectations, I promise you and if I don't call me out on it, I'm not elected, I'm appointed. I appreciate those that are depending on me for finance. I'm not that good at it. But I'm going to try and I'll do whatever I can to help this university move forward. And that's my commitment to all of you.

6. Request to Adjourn

On a motion by Trustee Tebay, supported by Trustee Scott, **THE BOARD VOTED to adjourn** at 9:50 am.

Respectfully submitted,



Brian Quinn
Acting Secretary of the Board of Trustees