UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Audit & Compliance Committee
December 15, 2022

A meeting of the Audit & Compliance Committee of the Board of Regents was held on Thursday, December 15, 2022, at 8:00 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Mike Kenyanya, presiding; Mary Davenport, Darrin Rosha, Bo Thao-Urabe, Steve Sviggum, and Kodi Verhalen.

Staff present: President Joan Gabel; Chancellor Mary Holz-Clause; Interim Chancellor David McMillan; Acting Chancellor Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Executive Director Brian Steeves; Chief Auditor Quinn Gaalswyk; and Associate Vice President Michael Volna.

Student Representatives present: Gabriel Richardson and Brandon Yang.

The docket materials for this meeting are available here.

EXTERNAL AUDITOR REPORT

Regent Kenyanya invited Sue Paulson, Controller, Judi Dockendorf, Managing Director, Deloitte & Touche LLP, and Nicole Hoium, Audit Manager, Deloitte & Touche LLP, to provide the external auditor report, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is available here.

EXTERNAL AUDIT SERVICES REQUEST FOR PROPOSAL

Regent Kenyanya invited Sue Paulson, Controller, and Mollie Viola, Director of Accounting Services, to outline the request for proposal process for hiring external auditors, as detailed in the docket.

The docket materials for this item begin on page 111. The closed captioned video of this item is available here.

INSTITUTIONAL COMPLIANCE AND CONFLICT OF INTEREST REPORTS

Regent Kenyanya invited Boyd Kumher, Chief Compliance Officer, to present the Institutional Compliance and Conflict of Interest Reports, as detailed in the docket.

The docket materials for this item begin on page 114. The closed captioned video of this item is available here.

INFORMATION ITEMS

Regent Kenyanya invited Chief Auditor Gaalswyk to discuss the information items, as detailed in the docket.

The docket materials for this item begin on page 129. The closed captioned video of this item is available here.

The meeting adjourned at 8:56 a.m.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Litigation Review Committee
December 15, 2022

A meeting of the Litigation Review Committee of the Board of Regents was held on Thursday, December 15, 2022, at 8:00 a.m. in the Hail! Minnesota Conference Room, 600 McNamara Alumni Center.

Regents present: Douglas Huebsch, presiding; James Farnsworth, Ruth Johnson, Tadd Johnson, Janie Mayeron, and Ken Powell.

Staff present: General Counsel Douglas Peterson, and Executive Director Brian Steeves.

Others present: John Casserly, Charles Gross, Susan Kratz, Peter Magnuson, Krista Overby, Tim Pramas, Brian Slovut, and Peter Walsh.

The docket materials for this meeting are available here.

RESOLUTION TO CONDUCT NON-PUBLIC MEETING
OF THE LITIGATION REVIEW COMMITTEE

The meeting convened in public session at 8:00 a.m. A motion was made and seconded that the following resolution be adopted:

> WHEREAS, based on advice of the General Counsel, the Board of Regents Litigation Review Committee has balanced the purposes served by the Open Meeting Law and by the attorney-client privilege, and determined that there is a need for absolute confidentiality to discuss litigation strategy in particular matters involving the University of Minnesota.
>
> NOW, THEREFORE, BE IT RESOLVED, that in accordance with Minn. Stat. § 13D.01, Subd. 3 and 13D.05 Subd. 3(b), a non-public meeting of Litigation Review Committee be held on Thursday, December 15, 2022 at 8:00 a.m. in the Hail! Minnesota Conference Room, 600 McNamara Alumni Center, for the purpose of discussing attorney-client privileged matters including the following:
>
> I. *Regents of the University of Minnesota v. UCare Minnesota*
>
> II. *Steven Staubus, et al. v. Regents of the University of Minnesota / Patrick Hyatte, et al. v. the University of Minnesota*
>
> III. Potential Medical Malpractice Matter

The committee voted unanimously to adopt the resolution and the public portion of the meeting ended at 8:02 a.m.

The meeting adjourned at 9:09 a.m.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Mission Fulfillment Committee
December 15, 2022

A meeting of the Mission Fulfillment Committee of the Board of Regents was held on Thursday, December 15, 2022, at 9:15 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Mary Davenport, presiding; James Farnsworth, Doug Huebsch, Ruth Johnson, Tadd Johnson, Mike Kenyanya, Janie Mayeron, Ken Powell, Darrin Rosha, Steve Sviggum, Bo Thao-Urabe, and Kodi Verhalen.

Staff present: President Joan Gabel; Chancellors Lori Carrell and Mary Holz-Clause; Interim Chancellor David McMillan; Acting Chancellor Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Vice Presidents Shashank Priya and Mercedes Ramírez Fernández; General Counsel Douglas Peterson; Executive Director Brian Steeves; Chief Auditor Quinn Gaalswyk; and Associate Vice President Pamela Webb.

Student Representatives present: Hal Johnson and Riley Tuft.

The docket materials for this meeting are available here.

BOARD OF REGENTS POLICY: *COMMERCIALIZATION OF INTELLECTUAL PROPERTY RIGHTS*

Regent Davenport invited Executive Vice President and Provost Croson, Vice President Priya and Rick Huebsch, Executive Director, Technology Commercialization, to present for action the proposed amendments to Board of Regents Policy: *Commercialization of Intellectual Property Rights*, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is available here.

A motion was made and seconded, and the committee voted unanimously to recommend adoption of the proposed amendments to Board of Regents Policy: *Commercialization of Intellectual Property Rights*.

ANNUAL REPORT ON THE STATE OF THE UNIVERSITY RESEARCH ENTERPRISE

Regent Davenport invited President Gabel and Vice President Priya to present the Annual Report on the State of the University Research Enterprise.

The docket materials for this item begin on page 14. The closed captioned video of this item is available here.

Davenport recessed the meeting at 10:05 a.m.

PROGRESS TOWARD MPACT 2025 ENROLLMENT GOALS: DULUTH

Regent Davenport reconvened the meeting at 10:20 a.m. and invited President Gabel, Executive Vice President and Provost Croson, and Interim Chancellor McMillan to report on progress of the Duluth campus toward MPact 2025 Systemwide Strategic Plan goals, as detailed in the docket.

The docket materials for this item begin on page 76. The closed captioned video of this item is available here.

CONSENT REPORT

Regent Davenport invited Executive Vice President and Provost Croson to present the Consent Report, as detailed in the docket.

The docket materials for this item begin on page 106. The closed captioned video of this item is available here.

Request for Approval of New Academic Programs

- Medical School (Twin Cities campus)—requests approval to create a fellowship in Transplant Infectious Diseases
- College of Education and Human Development (Twin Cities campus)—requests approval to create a Master's of Education in Early Care and Education degree
- School of Nursing (Twin Cities campus)—requests approval to create an Adult Gerontological Acute Care Nurse Practitioner (AGACNP) Post Graduate Certificate
- School of Public Health (Twin Cities campus)—requests approval to create a Bachelor of Arts in Public Health degree
- College of Science and Engineering (Twin Cities campus)—requests approval to create an undergraduate minor in Management of Technology

Request for Approval of New Academic Programs

- College of Continuing and Professional Studies (Twin Cities campus)—requests approval to discontinue the Integrated Food Systems Leadership (IFSL) subplan and add a Self-Design subplan in the Applied Sciences Leadership M.P.S. degree
- College of Design (Twin Cities campus)—requests approval to add a Product Design subplan in the Design Ph. D. degree
- College of Design (Twin Cities campus)—requests approval to add three subplans in the Apparel Design B.S. degree
- College of Food, Agriculture and Natural Resource Sciences (Twin Cities campus)—requests approval to discontinue all subplan options in the Fisheries, Wildlife, and Conservation Biology B.S. degree
- College of Liberal Arts (Twin Cities campus)—requests approval to change the name of the Hmong Studies subplan in the Asian and Middle Eastern Studies B.A. degree and undergraduate minor to Southeast Asian Studies

- College of Liberal Arts (Twin Cities campus)—requests approval to change the name of the Classics B.A. and undergraduate minor to the Classical and Near Eastern Religions and Cultures B.A. and undergraduate minor
- College of Liberal Arts (Twin Cities campus)—requests approval to change the name of the Classics Civilizations subplan in the Classics B.A.
- College of Liberal Arts (Twin Cities campus)—requests approval to discontinue the Greek and Latin subplan and add the Modern Hebrew subplan in the Classics B.A.
- College of Liberal Arts (Twin Cities campus)—requests approval to change the name of the History/Literature subplan in the Theater Arts B.A. degree to History/Dramaturgy
- Humphrey School of Public Affairs (Twin Cities campus)—requests approval to change the academic degree-granting college for the Master of Human Rights degree from the Graduate School to the Humphrey School of Public Affairs
- School of Public Health (Twin Cities campus)—requests approval to discontinue the Clinical Biological and Social Behavioral subplan options in the Epidemiology Ph.D. degree
- Morris campus—requests approval to change the name of the Management B.A. and undergraduate minor to the Business and Management B.A. and undergraduate minor
- Morris campus—requests approval to add four new subplans to the Philosophy B.A. degree

Request for Approval of Discontinued Academic Plans

- School of Dentistry (Twin Cities campus)—requests approval to discontinue the Advanced Dental Therapy Post Baccalaureate Certificate
- College of Liberal Arts (Twin Cities campus)—requests approval to discontinue the Bachelor of Arts degree in Biblical Studies
- College of Liberal Arts (Twin Cities campus)—requests approval to discontinue the Technical Communications undergraduate Certificate

Request for Conferral of Tenure for New Hire

- Kristin Bruk Artinger, professor with tenure, Department of Diagnostic and Biological Sciences, School of Dentistry, Twin Cities campus
- Greta Bauer, professor with tenure, Department of Family Medicine and Community Health, Medical School, Twin Cities campus
- Amanda Dalola, associate professor with tenure, Institute of Linguistics, College of Liberal Arts, Twin Cities campus
- Kate Paesani, associate professor with tenure, Department of French and Italian, College of Liberal Arts, Twin Cities campus
- Sunil Rao, professor with tenure, Division of Biostatistics, School of Public Health, Twin Cities campus
- Wayne Soon, associate professor with tenure, Department of Surgery, Medical School, Twin Cities campus

Request for Approval of Human Fetal Tissue Research Report to the Minnesota Legislature

A motion was made and seconded, and the committee voted unanimously to recommend approval of the Consent Report.

INFORMATION ITEMS

Regent Davenport invited President Gabel and Executive Vice President and Provost Croson to discuss the information items in the docket.

The docket materials for this item begin on page 120. The closed captioned video of this item is available here.

The meeting adjourned at 11:44 a.m.

Brian R. Steeves

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Finance & Operations Committee
December 15, 2022

A meeting of the Finance & Operations Committee of the Board of Regents was held on Thursday, December 15, 2022, at 1:00 p.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Janie Mayeron, presiding; Mary Davenport, James Farnsworth, Douglas Huebsch, Ruth Johnson, Tadd Johnson, Mike Kenyanya, Kendall Powell, Darrin Rosha, Steven Sviggum, Bo Thao-Urabe, and Kodi Verhalen.

Staff present: President Joan Gabel; Chancellors Mary Holz-Clause and Lori Carrell; Interim Chancellor David McMillan; Acting Chancellor Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Senior Vice President Myron Frans; Vice Presidents Bernard Gulachek, Kenneth Horstman, Matt Kramer, Shashank Priya, Mercedes Ramírez Fernández, and Julie Tonneson; General Counsel Douglas Peterson; Executive Director Brian Steeves; Chief Auditor Quinn Gallswyk; and Associate Vice President Michael Volna.

Student Representatives present: Sara Davis and Emily Gresbrink.

The docket materials for this meeting are available here.

COLLECTIVE BARGAINING AGREEMENTS

Regent Mayeron invited Vice President Horstman and Mani Vang, Senior Director, Human Resources, to present for review and action the following collective bargaining agreements, as detailed in the docket:

A. Minnesota Teamsters Public and Law Enforcement Employees Union Local 320
B. AFSCME Council 5, Health Care and Non-Professional Unit Local 3260
C. AFSCME Council 5, Clerical and Office Support Unit Locals 3800 and 3801
D. AFSCME Council 5, Technical Unit Locals 3937 and 3801

The docket materials for this item begin on page 5. The closed captioned video of this item is available here.

Regent Thao-Urabe was not in the meeting.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with Minnesota Teamsters Public and Law Enforcement Employees Union Local 320.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Health Care and Non-Professional Unit Local 3260.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Clerical and Office Support Unit Locals 3800 and 3801.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Technical Unit Locals 3937 and 3801.

PRESIDENT'S RECOMMENDED 2023 STATE CAPITAL REQUEST

Regent Mayeron invited President Gabel and Senior Vice President Frans to present for review the President's recommended 2023 State Capital Request, as detailed in the docket.

The docket materials for this item begin on page 14. The closed captioned video of this item is available here.

Regent Thao-Urabe joined the meeting.

MPACT 2025 CAPITAL FINANCING PROGRAM AND STRATEGIC PROPERTY UPDATES

Regent Mayeron invited President Gabel, Senior Vice President Frans, and Associate Vice President Volna to provide an update on the MPact 2025 Capital Financing Program and strategic property process, as detailed in the docket.

The docket materials for this item begin on page 21. The closed captioned video of this item is available here.

COMPENSATION DATA AND METRICS

Regent Mayeron invited President Gabel, Vice President Horstman, and Mary Rohman Kuhl, Senior Director, Human Resources, to discuss compensation data and metrics, as detailed in the docket.

The docket materials for this item begin on page 31. The closed captioned video of this item is available here.

Mayeron recessed the meeting at 2:42 p.m.

FY 2024 BUDGET VARIABLES & LEVERS

Regent Mayeron called the meeting to order at 2:58 p.m. and invited Vice President Tonneson to outline the FY 2024 budget variables and levers, as detailed in the docket.

The docket materials for this item begin on page 48. The closed captioned video of this item is available here.

RESOLUTION RELATED TO THE PURCHASE OF 325-329 14TH AVE SE, MINNEAPOLIS AND ESTABLISHMENT OF AND INVESTMENT IN 325 14TH AVE SE LLC

Regent Mayeron invited President Gabel, Senior Vice President Frans, Assistant Vice President Leslie Krueger, and Senior Associate General Counsel Gregory Brown to present for review and action the resolution related to the purchase of 325-329 14th Ave SE, Minneapolis, and establishment of and investment in 325 14th Ave SE LLC, as detailed in the docket.

The docket materials for this item begin on page 74. The closed captioned video of this item is available here.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the purchase of 325-329 14th Ave SE, Minneapolis and establishment of and investment in 325 14th Ave SE LLC.

CONSENT REPORT

Regent Mayeron invited President Gabel, Senior Vice President Frans, Mark Coyle, Director of Athletics, Twin Cities campus, and Boyd Kumher, Chief Compliance Officer, to present the revised version two Consent Report, as detailed in the docket.

The docket materials for this item begin on page 101. The closed captioned video of this item is available here.

Purchase of Goods and Services $1,000,000 and Over

- To Apogee for an estimated $900,000 for a bulk rate cable TV service agreement for Housing & Residential Life, Office of Classroom Management, Intercollegiate Athletics, and Office of Information Technology Video and Conferencing Services (Twin Cities campus) for the period of July 1, 2023 through June 30, 2026, with optional contract extensions through June 30, 2029, for an additional $900,000. The total contract value, if all options are exercised, would be $1,800,000. Housing and Residential Life will cover the cost to residents and departments will cover their service use. Apogee was selected as the result of a competitive Request for Proposal (RFP) conducted by Purchasing Services. Four suppliers responded to the RFP and none was a targeted business.

- To Bruker Biospin Corp for approximately $1,328,035 for BioSpec Console 9.4 T for the Center for Magnetic Resonance Research, Department of Radiology (Twin Cities campus). The funds for this service contract are coming from the newly awarded NIH High-End Instrumentation grant. See documentation for the basis of supplier selection.

- To Compass Group, USA, Inc., through its Chartwells Division, for a contract with an estimated value of approximately $33,400,000 for campus dining services for the University of Minnesota Rochester campus for the period of July 1, 2023 to June 30, 2035. The services will be funded by student dining plan charges beginning in FY24. See documentation for the basis of supplier selection.

- To Dalco Enterprises for an estimated $ 1,150,000 for custodial paper products including toilet tissue and paper towels for U Market Services on the Twin Cities campus for the period of January 1, 2023 through December 31, 2024, with possible contract extensions

through December 31, 2027, for an additional $ 1,725,000. The total contract value, if all options are exercised, would be $2,875,000. Funding for custodial paper products will come from departmental purchases through U Market. Dalco Enterprises was selected as the result of a competitive Request for Proposal (RFP) conducted by Purchasing Services. Eight suppliers responded to the RFP and one was a targeted business.

- To Mavo Systems, Inc. for approximately $2,000,000 for providing emergency water event services as needed for the Facilities Management Department (systemwide) for the period of January 1, 2023 through December 31, 2024, with possible contract extensions through December 31, 2027 for an additional $3,000,000. The total value of the contract, if all options are exercised, would be $5,000,000. Maintenance and operations of emergency water event services are budgeted for by various areas on all campuses in their facilities budget. Mavo Systems was selected as the result of a competitive Request for Proposal (RFP) conducted by Purchasing Services. Two suppliers responded to the RFP and one was a targeted business.

- To Nike USA, Inc (NIKE) for approximately $5,600,000 for the right to pre-purchase up to $16,800,000 annually of NIKE products at a discounted rate and includes an agreement granting NIKE the designation as exclusive athletic footwear, apparel, and accessories sponsor for the Department of Intercollegiate Athletics - Twin Cities (ICA) for the period of August 1, 2023 through July 31, 2027. This contract will be funded from ICA's annual operating budget. See documentation for the basis of supplier selection.

- To PIER Group for an additional estimated $1,400,000 for research data storage for the Office of Information Technology (OIT)- Twin Cities campus, for the period of approximately December 16, 2022 through December 15, 2027. This is currently budgeted and will be funded utilizing O&M funds. See documentation for the basis of supplier selection.

- To VMWare for an estimated $1,200,000 to renew the University's Enterprise Licenses (all campuses) for the Office of Information Technology (OIT) for the period of December 1, 2022 through December 31, 2025. This is a budgeted purchase and OIT will fund it utilizing O&M funds. This purchase is a continuation of OIT's current licensing use of VMWare and is necessary for continued operations. See documentation for the basis of supplier selection.

2026 Special Olympics USA Games Memorandum of Understanding

Conflict Management Plan

- The purpose of this item is to review and act on a proposed Conflict Management Plan for President Gabel's pending service on the Securian Financial Board of Directors.

Employment Agreements

- Jamie Darin Prenkert, Dean, Carlson School of Management, Twin Cities campus
- PJ Fleck, Head Coach, Football, Twin Cities campus
- Joe Rossi, Defensive Coordinator, Football, Twin Cities campus
- Kirk Ciarrocca, Offensive Coordinator, Football, Twin Cities campus
- Keegan Cook, Head Coach, Volleyball, Twin Cities campus

Real Estate Transactions

- Lease for Department of Orthopedic Surgery (Twin Cities campus)
- Lease at Two Discovery Square (Rochester campus)
- Amendment to Lease at 150 Broadway Ave S, Rochester MN (Rochester campus)

Off-Cycle Tuition Rate Changes

Mayeron announced that the amendment to the lease at 150 Broadway Ave S, Rochester MN for the Rochester campus and the Conflict Management Plan would be considered separately from the rest of the Consent Report.

Regent Verhalen recused herself from consideration of the lease at 150 Broadway Ave S, Rochester, and left the meeting.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the lease at 150 Broadway Ave S, Rochester MN for the Rochester campus.

Verhalen returned to the meeting.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the remaining items in the revised version two Consent Report.

A motion was made to recommend approval of the Conflict Management Plan. There was a second.

Mayeron moved to amend the Conflict Management Plan as follows:

Amend Paragraph #1, Page 5 of the Conflict Management Plan (page 142 of the docket) as follows:

1. You must recuse yourself, both at the University and at Securian Financial, from any discussion or decision, and shall refrain from having any involvement, ~~decision~~ relating to a current or future contract ~~award to~~, or administration of a current or future contract, ~~with~~ between the University and Securian Financial or any of its affiliates. Consistent with MINN. STAT. 15.43, as a University employee, ~~You~~ you will not directly or indirectly participate in or influence a University purchasing decision or contract by establishing specification, testing purchased products, evaluating contracted services, or otherwise have ~~official~~ any involvement in the purchasing or contracting process for employee insurance, the Minnesota Life Group Annuity Contract retirement plans, or other business lines that could involve Securian Financial. Should contract actions involving Securian require recommendations to the Board of Regents from the President's Office, the docket materials for the Board of Regents will reflect your recusal.

Amend Paragraph #5, Page 6 of the Conflict Management Plan (page 143 of the docket) as follows:

5. In order to promote transparency with the public, you must include your Securian Financial Director role in your biography posted on your "About President Gabel"

webpage at https://president.umn.edu/about. You must also disclose this Conflict Management Plan to Securian Financial.

There was a second. The committee voted unanimously to adopt the Mayeron amendment.

Regent Farnsworth requested a roll call vote. The vote on the motion to recommend approval of the Conflict Management Plan as amended was as follows:

Regent Davenport	Yes
Regent Farnsworth	No
Regent Huebsch	Yes
Regent R. Johnson	Yes
Regent T. Johnson	Yes
Regent Kenyanya	No
Regent Powell	Yes
Regent Rosha	No
Regent Sviggum	Yes
Regent Thao-Urabe	Yes
Regent Verhalen	Yes
Regent Mayeron	Yes

On a vote of 9 to 3, the committee voted to recommend approval of the Conflict Management Plan as amended.

INFORMATION ITEMS

Regent Mayeron invited Senior Vice President Frans and Andrew Parks, Deputy Chief Investment Officer, Office of Investments and Banking, to discuss the information items in the docket:

- Central Reserves General Contingency Allocations
- Annual Report on Targeted Business, Community Economic Development, and Small Business Programs.
- FY 2022 Annual Financial Report
- Investment Advisory Council Update
- MPact 2025 - Finance & Operations Implementation Updates

The docket materials for this item begin on page 196. The closed captioned video of this item is available here.

The meeting adjourned at 5:17 p.m.

Brian R. Steeves

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Governance & Policy Committee
December 16, 2022

A meeting of the Governance & Policy Committee of the Board of Regents was held on Friday, December 16, 2022, at 8:00 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Kodi Verhalen, presiding; Mary Davenport, James Farnsworth, Douglas Huebsch, Ruth Johnson, Tadd Johnson, Mike Kenyanya, Janie Mayeron, Kendall Powell, Darrin Rosha, Steven Sviggum, and Bo Thao-Urabe.

Staff present: President Joan Gabel; Chancellor Mary Holz-Clause; Interim Chancellor David McMillan; Acting Chancellor Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Senior Vice President Myron Frans; General Counsel Douglas Peterson; Executive Director Brian Steeves; and Chief Auditor Quinn Gaalswyk.

The docket materials for this meeting are available here.

POTENTIAL ENHANCEMENTS TO BOARD PUBLIC ENGAGEMENT

Regent Verhalen invited Executive Director Steeves and Krista Overby, Communications & Engagement Manager, to present for review potential enhancements to Board public engagement, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is available here.

REGENTS EMERITI EMPLOYMENT AT THE UNIVERSITY

Regent Verhalen invited Jason Langworthy, Policy Manager & Assistant Secretary, to discuss Regents Emeriti employment at the University, as detailed in the docket.

The docket materials for this item begin on page 5. The closed captioned video of this item is available here.

The meeting adjourned at 9:04 a.m.

Brian R. Steeves

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Board of Regents
December 16, 2022

A meeting of the Board of Regents of the University of Minnesota was held on Friday, December 16, 2022, at 9:20 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Kendall Powell, presiding; Mary Davenport, James Farnsworth, Douglas Huebsch, Ruth Johnson, Tadd Johnson, Mike Kenyanya, Janie Mayeron, Darrin Rosha, Steven Sviggum, Bo Thao-Urabe, and Kodi Verhalen.

Staff present: President Joan Gabel; Chancellor Mary Holz-Clause; Interim Chancellor David McMillan; Acting Chancellor Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Senior Vice President Myron Frans; Vice Presidents Kenneth Horstman, Matt Kramer, Shashank Priya, Mercedes Ramírez Fernández, and Jakub Tolar; General Counsel Douglas Peterson; Executive Director Brian Steeves; and Chief Auditor Quinn Gaalswyk.

The docket materials for this meeting are available here.

APPROVAL OF MINUTES

The Board voted unanimously to approve the following minutes as presented in the docket materials:

Litigation Review Committee – October 11, 2022
Audit & Compliance Committee – October 13, 2022
Litigation Review Committee – October 13, 2022
Mission Fulfillment Committee – October 13, 2022
Finance & Operations Committee – October 13, 2022
Governance & Policy Committee – October 14, 2022
Board of Regents – October 14, 2022

The docket materials for this item begin on page 4. The closed-captioned video of this item is available here.

REPORT OF THE PRESIDENT

President Gabel delivered the report of the President.

The docket materials for this item begin on page 27. The closed-captioned video of this item is available here.

REPORT OF THE CHAIR

Regent Powell delivered the report of the Chair.

The docket materials for this item begin on page 28. The closed-captioned video of this item is available here.

ELECTION OF VICE CHAIR

Regent Powell called for nominations to fill the vacancy in the office of Vice Chair of the Board created by the resignation of Regent Sviggum. Powell stated that the individual elected to fill the vacancy shall serve the remainder of the unexpired term, which runs through June 30, 2023. Those placed into nomination were as follows:

- Regent Farnsworth
- Regent Mayeron

The docket materials for this item begin on page 29. The closed-captioned video of this item is available here.

The vote for vice chair was as follows:

Regent Davenport	Mayeron
Regent Farnsworth	Farnsworth
Regent Huebsch	Mayeron
Regent R. Johnson	Mayeron
Regent T. Johnson	Mayeron
Regent Kenyanya	Mayeron
Regent Mayeron	Mayeron
Regent Rosha	Farnsworth
Regent Sviggum	Farnsworth
Regent Thao-Urabe	Mayeron
Regent Verhalen	Mayeron
Regent Powell	Mayeron

Nine votes were cast in favor of Mayeron, and three votes were cast in favor of Farnsworth. Mayeron was elected Vice Chair of the Board of Regents for the remainder of the unexpired term, which runs through June 30, 2023.

RECEIVE AND FILE REPORTS

Regent Powell noted the receipt and filing of reports, as described in the docket materials, including:

- Eastcliff Annual Report

The docket materials for this item begin on page 31. The closed-captioned video of this item is available here.

CONSENT REPORT

Regent Powell presented for review and action the Consent Report as described in the docket materials, including:

A. Gifts
B. Report of the All-University Honors Committee

The docket materials for this item begin on page 45. The closed-captioned video of this item is available here.

A motion was made and seconded, and the Board voted unanimously to approve the Consent Report.

2022 UNIVERSITY PERFORMANCE AND ACCOUNTABILITY REPORT & UPDATE ON MPACT 2025 SYSTEMWIDE STRATEGIC PLAN

Regent Powell invited President Gabel and Executive Vice President and Provost Croson to present for review the 2022 University Performance and Accountability Report and provide an update on the MPact 2025 Systemwide Strategic Plan, as detailed in the docket.

The docket materials for this item begin on page 58. The closed captioned video of this item is available here.

REPORT OF THE FACULTY CONSULTATIVE COMMITTEE/ SENATE CONSULTATIVE COMMITTEE

Regent Powell invited Colleen Flaherty Manchester, Chair, Faculty Consultative Committee and Senate Consultative Committee, to discuss the report of the Faculty Consultative Committee and Senate Consultative Committee, as detailed in the docket.

The docket materials for this item begin on page 96. The closed captioned video of this item is available here.

Powell recessed the meeting at 11:17 a.m.

UMTC PUBLIC SAFETY UPDATE

Regent Powell called the meeting to order at 11:28 a.m. and invited President Gabel and Senior Vice President Frans to provide an update on public safety for the Twin Cities campus, as detailed in the docket.

The docket materials for this item begin on page 100. The closed captioned video of this item is available here.

RURAL HEALTH ACADEMIC PARTNERSHIP

Regent Powell invited Vice President Tolar and Ken Holmen, President and CEO, CentraCare, to discuss the proposed academic affiliation between the University of Minnesota Medical School and CentraCare, as detailed in the docket.

The docket materials for this item begin on page 101. The closed captioned video of this item is available here.

RECOMMENDATION OF THE EASTCLIFF PROPERTY TASK FORCE

Regent Powell invited Regent Davenport to present for review the recommendation of the Eastcliff Property Task Force, as detailed in the docket.

The docket materials for this item begin on page 111. The closed captioned video of this item is available here.

REPORT OF THE AUDIT & COMPLIANCE COMMITTEE

Regent Kenyanya, chair of the committee, reported that the committee did not act on any items this month.

The committee docket materials can be found here. The closed captioned video of this item is available here.

REPORT OF THE LITIGATION REVIEW COMMITTEE

Regent Huebsch, chair of the committee, reported that pursuant to notice sent by the University, the Litigation Review Committee met on December 15, 2022. At this meeting, a resolution was considered and adopted that authorized the closing of the meeting. In the closed meeting, discussion was held on matters subject to the attorney-client privilege.

The committee docket materials can be found here. The closed-captioned video of this item is available here.

REPORT OF THE MISSION FULFILLMENT COMMITTEE

Regent Davenport, chair of the committee, provided the report of the Mission Fulfillment Committee.

The committee docket materials can be found here. The closed-captioned video of this item is available here.

Davenport reported that the committee voted unanimously to recommend the following items

1) Adoption of proposed amendments to Board of Regents Policy: *Commercialization of Intellectual Property Rights* as follows:

SECTION I. SCOPE.
This policy governs the University of Minnesota's (University) ownership and commercialization of intellectual property rights, subject to the exclusions provided in Section IX of this policy.

SECTION II. GUIDING PRINCIPLES.
The following principles shall guide the University in commercializing intellectual property rights under this policy:

(a) The primary mission of University research is the generation and dissemination of knowledge, and academic freedom requires that faculty, staff, and students be free to pursue areas of research and study without regard to the potential for the creation of inventions.
(b) The development and dissemination of new knowledge, technology, or scientific procedures resulting in innovative products, practices, and ideas is a valued supplement to scholarly publications.
(c) University commercialization activities shall not inhibit the ability of University researchers to pursue research of their choosing, to publish results of their work in a timely manner, and otherwise to exercise their rights of academic freedom.
(d) Licensing University-owned technology to private companies promotes the University's interest in successful commercial development of University-owned intellectual property. In some circumstances, a non-commercial method of distribution, such as open source sharing of technology or licensing for humanitarian needs, may be the preferred method of providing public access to, and use of, University discoveries.
(e) The University may use money earned from the commercialization of University-owned intellectual property to support commercial and other organizations that assist or promote such commercialization.

SECTION III. DEFINITIONS.
Subd. 1. Inventor.
Inventor means an individual who is employed by the University, who used substantial University resources to create technology, or who is otherwise subject to this policy. Visiting instructors and researchers, post-doctoral and other fellows, and students are subject to this policy and its exclusions.

Subd. 2. License Equity.
License Equity means securities acquired by the University under Section VI, Subd. 1(b) of this policy in connection with commercializing a technology.

Subd. 3. Net Income.
Net income means the gross monetary payments the University receives in consideration for granting rights in a technology less (a) the University's out-of-pocket expenditures (including legal and administrative fees) directly attributable to protecting, developing, and commercializing the technology, and (b) a fifteen percent (15 percent) technology commercialization administrative fee of the gross monetary payments to help defray the costs associated with operating the Technology Commercialization office. *Net income* includes the net cash proceeds received from the sale of License Equity. *Net income* does not include the net cash proceeds received from the sale of securities acquired under Section VI, Subd. 3, (a) and (b) of this policy. Fees, charges, and other monetary payments made to the University to compensate it for administering intellectual property agreements or seeking and maintaining intellectual property protection for technology shall not be considered monetary payments under this policy.

Subd. 4. Research Data.
Research Data means recorded factual material commonly accepted in the scientific or scholarly community as necessary to validate research findings, excluding preliminary analyses, drafts of scholarly or scientific work, plans for future research, peer reviews, communication with colleagues and physical objects. *Research Data* includes only recorded factual material that the University commercializes alone or jointly with technology.

Subd. 5. Substantial University Resources.
*Substantial University Resource*s means resources provided by the University that go above and beyond what is customarily provided to University employees or students. *Substantial University Resources* will vary by department/unit and context. To be substantial, the resources must be beyond the ordinary and must be more than what other members of the department or students in similar situations are regularly offered as support for their work.

Subd. 6. Student.
Student means an individual who is enrolled in a University course or who otherwise participated in a University educational activity.

Subd. 7. Technology.
Technology means the intellectual property and related rights in:
(a) a discovery or invention, patentable or not;
(b) software; and
(c) a trademark identifying a technology.

Subd. 8. University Official.
University Official means an individual defined by Board of Regents Policy: *Institutional Conflict of Interest.*

SECTION IV. ACADEMIC FREEDOM AND THE RIGHT TO PUBLISH.
To permit the registration, application for, and protection of the intellectual property rights in a technology, the University may request an inventor to delay the publication or public disclosure of a description of the technology for a brief period of time.

SECTION V. OWNERSHIP OF TECHNOLOGY.
Subd. 1. Ownership.
The University hereby claims and shall own all right, title, and interests in a technology created by an inventor in the course of their University employment or appointment or using substantial University resources and in research data generated or acquired by an inventor through research projects conducted at or under the auspices of the University, regardless of funding source.

Subd. 2. Ownership of Student-Created Technology.
The University does not claim ownership of a technology developed or research data generated or acquired by a student in connection with their participation in a University course or University educational activity. Notwithstanding the foregoing, the University hereby claims and shall own all right, title and interests in a technology developed and in research data generated or acquired by a student when:
(a) an external sponsor solely or partially funded the development of the technology;
(b) the technology was an improvement of a University-owned technology;
(c) the student used substantial University resources to develop the technology; or

(d) the student and an inventor jointly developed the technology.

In each such situation, the student shall be deemed under this policy an inventor of the technology, with all commensurate rights and obligations.

Subd. 3. Inventors' Assignments of Intellectual Property Rights in a Technology.

An inventor hereby irrevocably assigns to the University all of their rights, titles, and interests in a technology they created in the course of their University employment or appointment or they created using substantial University resources. An inventor shall cooperate with the University to effectuate this assignment.

SECTION VI. DELEGATIONS OF AUTHORITY.

Subd. 1. Commercialization.

The president or delegate is authorized to approve the University:

(a) assigning, waiving, licensing, or otherwise granting a person a right to practice the University's intellectual property rights covering a technology; and
(b) accepting equity securities and entering into related equity-ownership agreements in connection with commercializing a technology.

Subd. 2. Private Company Board Membership.

The president or delegate is authorized to approve the appointment of an individual to serve on behalf of the University as a voting member of the governing body of a privately held company commercializing a technology. The individual shall:

(a) have demonstrated experience and competence in technology commercialization and in company creation, management, and capitalization; and
(b) be reasonably insured against liability arising from service on the governing body.

The individual:

(a) shall not accept compensation (excluding reasonable reimbursement for service-related expenses) from the company for their service as a member of the governing body;
(b) shall comply with applicable Board of Regents (Board) and administrative policies and procedures;
(c) shall discharge fiduciary and contractual responsibilities to the company, subject to the performance of University duties as provided in Board and administrative policies and procedures if the individual is an employee of the University; and
(d) shall resign as a voting member of the governing body of the company prior to the company's becoming publicly held, unless the president or delegate approves an extension of the appointment.

Subd. 3. Financial Support.

The president or delegate is authorized to approve the following:

(a) the purchase of equity securities and securities that are convertible to equity securities of a company formed to develop and commercialize technology up to $1,500,000 per company. The securities may be purchased in one or a series of transactions.
(b) providing to a non-University person in a single project up to $250,000 from income the University earned from the commercialization of technology to directly encourage, promote or assist with the development or commercialization of technology.

SECTION VII. EQUITY SECURITIES.

Subd.1. Disposition of License Equity.

The University shall sell license equity as soon as practicable and in compliance with all applicable laws.

Subd. 2. Investment.
University officials shall not purchase or invest, directly or indirectly, in the equity securities of a non-public company commercializing a technology. University employees who are not University officials may purchase such equity securities if permitted under applicable Board and administrative policies.

SECTION VIII. NET INCOME DISTRIBUTION.
The University shall distribute the net income it received from commercializing a technology as follows:
(a) thirty-three and one-third percent to the inventors of the technology,
(b) twenty-five and one-third percent to the department, division, or center that supported the creation of the technology, to be spent in support of the inventor's research or directly related University work,
(c) eight percent to the collegiate unit that supported the creation of the technology, and
(d) thirty-three and one-third percent to the Office of the Vice President for Research, to be spent in support of the University's technology commercialization activities and to fund University research and scholarly activity.

The president or delegate may change the distribution to collegiate units or to departments, divisions, or centers if such cumulative amounts become disproportionate compared to their budgets or if there have been administrative organizational changes, including an inventor's movement among units or departments. The president shall inform the Board in each instance after changing a distribution to a collegiate unit or to a department, division, or center.

SECTION IX. EXCLUSIONS.
Subd. 1. Copyright.
The University only claims ownership of copyrighted works as stated in Board of Regents Policy: *Copyright* and related administrative policies and procedures, except the University claims ownership of the intellectual property rights in software developed by inventors in this policy.

Subd. 2. Trademarks.
With the exception of intellectual property rights in University trademarks that identify University-owned plant varieties or that are commercialized in conjunction with other technology covered by this policy, this policy does not apply to the use of University-owned or licensed names, trademarks, or service marks as defined by Board of Regents Policy: *Founding Date, Corporate Name and Seal, and University Marks* and related administrative policies and procedures.

SECTION X. REPORTING.
The president or delegate shall report annually to the Board on University activities under this policy as a component of the annual report on the state of the University research enterprise.

SECTION XI. IMPLEMENTATION.
The president or delegate shall implement this policy and maintain appropriate administrative policies and procedures to administer it.

REVISION HISTORY

Adopted: December 14, 2007
Amended: December 10, 2010, February 14, 2014, June 12, 2015; February 11, 2022; December 16, 2022
Last Comprehensive Review: 2022
Supersedes: Educational Materials dated April 14, 1967, Patent and Technology Transfer dated October 10, 1986, Intellectual Property adopted October 8, 1999, Use of Royalty Income to Support Technology Commercialization adopted March 12, 2004, and Acquiring Controlling Equity Interests in Technology Licensees adopted December 8, 2006.

2) Approval of the Consent Report for the Mission Fulfillment Committee as presented to the committee and described in the December 15, 2022 committee minutes.

A motion was made, and the Board voted unanimously to approve the recommendation included in the report of the Mission Fulfillment Committee.

REPORT OF THE FINANCE & OPERATIONS COMMITTEE

Regent Mayeron, chair of the committee, provided the report of the Finance & Operations Committee.

The committee docket materials can be found here. The closed-captioned video of this item is available here.

Mayeron reported that the committee voted unanimously to recommend approval of the lease at 150 Broadway Ave S, Rochester MN for the Rochester campus. Regent Verhalen recused herself from consideration of the lease at 150 Broadway Ave S, Rochester, and left the meeting.

A motion was made, and the Board voted unanimously to approve the lease at 150 Broadway Ave S, Rochester, MN for the Rochester campus.

Verhalen returned to the meeting.

Mayeron reported that the committee voted 9 to 3 to recommend approval of the Conflict Management Plan as amended. On behalf of the committee, Mayeron moved approval of the Conflict Management Plan as amended. Regent Farnsworth requested a roll call.

The vote was as follows:

Regent Davenport	Yes
Regent Farnsworth	No
Regent Huebsch	Yes
Regent R. Johnson	Yes
Regent T. Johnson	Yes
Regent Kenyanya	No
Regent Mayeron	Yes
Regent Rosha	No
Regent Sviggum	Yes
Regent Thao-Urabe	Yes
Regent Verhalen	Yes
Regent Powell	Yes

On a vote of 9 to 3, the Board voted to approve the Conflict Management Plan as amended.

Mayeron reported that the committee voted unanimously to recommend the remaining items in the committee report as follows:

1) Approval of the resolution related to the proposed labor agreement with Minnesota Teamsters Public and Law Enforcement Employees Union Local 320. The resolution is as follows:

   WHEREAS, the parties have met and negotiated and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

   WHEREAS, the Minnesota Teamsters Public and Law Enforcement Employees Union Local 320 has ratified acceptance of this agreement; and

   WHEREAS, according to the Board of Regents Policy: *Reservation and Delegation of Authority,* approval of labor agreements by the Board of Regents is required.

   NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket materials for December 15, 2022.

2) Approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Health Care and Non-Professional Unit Local 3260. The resolution is as follows:

   WHEREAS, the parties have met and negotiated and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

   WHEREAS, AFSCME Council 5, Health Care and Non-Professional Unit Local 3260 has ratified acceptance of this agreement; and

   WHEREAS, according to the Board of Regents Policy: *Reservation and Delegation of Authority,* approval of labor agreements by the Board of Regents is required.

   NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket materials for December 15, 2022.

3) Approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Clerical and Office Support Unit Locals 3800 and 3801. The resolution is as follows:

   WHEREAS, the parties have met and negotiated and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

   WHEREAS, the AFSCME Council 5, Clerical and Office Support Locals 3800 and 3801 have ratified acceptance of this agreement; and

   WHEREAS, according to the Board of Regents Policy: *Reservation and Delegation of Authority,* approval of labor agreements by the Board of Regents is required.

NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket materials for December 15, 2022.

4) Approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Technical Unit Locals 3937 and 3801. The resolution is as follows:

WHEREAS, the parties have met and negotiated and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

WHEREAS, the AFSCME Council 5, Technical Unit Locals 3937 and 3801 has ratified acceptance of this agreement; and

WHEREAS, according to the Board of Regents Policy: *Reservation and Delegation of Authority,* approval of labor agreements by the Board of Regents is required.

NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket materials for December 15, 2022.

5) Approval of the resolution related to the purchase of 325-329 14th Ave SE, Minneapolis and establishment of and investment in 325 14th Ave SE LLC. The resolution is as follows:

WHEREAS, the University of Minnesota (University) has entered into a Purchase and Sale Agreement (the Purchase Agreement) for the acquisition of the property at 325-329 14th Ave SE, Minneapolis (the Property), subject to Board of Regents' (Board) approval; and

WHEREAS, the University administration believes the University's interests are best served by causing the University to form, organize, and capitalize 325-14th Avenue SE LLC as a legally separate, University-controlled, Minnesota limited liability company (the LLC) and causing the LLC to acquire, improve, and operate the Property; and

WHEREAS, in order to complete the organization of the LLC and to provide for its efficient operations consistent with Board oversight, an Operating Agreement has been prepared that, among other provisions:

- Establishes the LLC as a single member limited liability company, with the University as the sole member;

- Empowers the LLC to engage in one business: owning, operating, and maintaining the Property;

- Reserves to the Board the sole authority to approve the LLC selling its equity membership interests, purchasing improved real property, entering into any other trade or business, or performing any other Member Reserved Act, as defined in the Operating Agreement; and

- Establishes a management committee to oversee the LLC and its property and activities and would set for the powers, authorities, and obligations of the LLC, the management committee, and officers of the LLC, subject to the authority of the University exercised directly or through delegations by the Board.

WHEREAS, the University administration has proposed that the University assign to the LLC all of the University's rights and obligations under the Purchase Agreement, that the University purchase for up to $3.5 million of an equity membership interest in the LLC (the Investment), and that the LLC use substantially all of the investment proceeds for the initial acquisition, due diligence, closing costs, and initial working capital needs for the Property; and

WHEREAS, the University administration expects the LLC, as the Property is stabilized and from time to time, may need the University, from time to time. to provide it with funds to maintain, improve, and operate the Property and that in each of those situations, the Board will be asked to approve the University lending to or making additional investments in the LLC; and

WHEREAS, the Board has the exclusive, reserved authority under Board policy to approve the University investing in or lending to the LLC; and

WHEREAS, the Board has the exclusive, reserved authority under the Operating Agreement to approve the LLC purchasing improved real property and selling an equity membership interest.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. The formation by the University of 325 14th Ave SE LLC as a Minnesota limited liability company, the terms of the Operating Agreement, and the purchase(s) by the University, in one or more transactions, of an equity membership interest in the LLC in a total amount not to exceed $3.5 million are approved;

2. The purchase by the LLC of the Property in connection with the Purchase Agreement and sales by the LLC of an equity membership interest to the University in connection with the Investment are approved;

3. The University President and the LLC President and their respective designees are hereby authorized, empowered, and directed to execute, deliver, and enter into, on behalf of the University or the LLC, as the case may be, all agreements, instruments, and other documents necessary or desirable to carry out this resolution.

6) Approval of the remaining items of the revised version two Consent Report for the Finance & Operations Committee as presented to the committee and described in the December 15, 2022 committee minutes.

A motion was made, and the Board voted unanimously to approve the remaining six recommendations included in the report of the Finance & Operations Committee.

REPORT OF THE GOVERNANCE & POLICY COMMITTEE

Regent Verhalen, chair of the committee, reported that the committee did not act on any items this month.

The committee docket materials can be found here. The closed captioned video of this item is available here.

The meeting adjourned at 12:39 p.m.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary