

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



BOARD OF CURATORS
Minutes of the Board of Curators Meeting
Thursday, June 24, 2021

A Board Committee meeting was held June 17, 2021 in conjunction with the June 24, 2021 Board meeting.

BOARD OF CURATORS MEETING – PUBLIC SESSION

A meeting of the Board of Curators was convened in public session at 8:00 A.M. on Thursday, June 24, 2021, in North 201 A, B and C of the Memorial Student Union on the University of Missouri-Columbia campus, Columbia, Missouri, pursuant to public notice given of said meeting. Curator Darryl M. Chatman, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic
The Honorable Darryl M. Chatman
The Honorable Maurice B. Graham
The Honorable Todd P. Graves
The Honorable Gregory E. Hoberock
The Honorable Jeffrey L. Layman
The Honorable Robin R. Wenneker
The Honorable Michael A. Williams

Also Present

Dr. Mun Y. Choi, President, University of Missouri
Mr. Stephen J. Owens, General Counsel
Ms. Cindy S. Harmon, Secretary of the Board of Curators
Mr. Remington Williams, Student Representative to the Board of Curators
Dr. C. Mauli Agrawal, Chancellor, University of Missouri – Kansas City
Dr. Richard Barohn, Executive Vice Chancellor for Health Affairs
Dr. Beth Chancellor, Vice President for Information Technology and MU Chief Information Officer
Dr. Mohammad Dehghani, Chancellor, Missouri University of Science and Technology
Ms. Kamrhan Farwell, Chief Marketing and Communications Officer

Ms. Marsha Fischer, Vice President for Human Resources and Chief Human Resources Officer
Dr. Steven W. Graham, Senior Associate Vice President for Academic Affairs
Ms. Christine Holt, Chief of Staff, UM System
Ms. Michelle M. Piranio, Chief Audit and Compliance Officer
Mr. Ryan D. Rapp, Vice President for Finance and Chief Financial Officer
Dr. Kristin Sobolik, Chancellor for University of Missouri-St. Louis
Dr. Marshall Stewart, Vice Chancellor, Extension and Engagement
Mr. Christian Basi, Director of Media Relations
Media representatives

General Business

Resolution for Executive Session

It was moved by Curator Hoberock and seconded by Curator Wenneker, that there shall be an executive session with a closed record and closed vote of the Board of Curators meeting June 24, 2021 for consideration of:

- **Section 610.021(1), RSMo**, relating to matters identified in that provision, which include legal actions, causes of action or litigation, and confidential or privileged communications with counsel; and
- **Section 610.021(2), RSMo**, relating to matters identified in that provision, which include leasing, purchase, or sale of real estate; and
- **Section 610.021(3), RSMo**, relating to matters identified in that provision, which include hiring, firing, disciplining, or promoting of particular employees; and
- **Section 610.021(12), RSMo**, relating to matters identified in that provision, which include sealed bids and related documents and sealed proposals and related documents or documents related to a negotiated contract; and
- **Section 610.021 (13), RSMo**, relating to matters identified in that provision, which include individually identifiable personnel records, performance ratings, or records pertaining to employees or applicants for employment; and
- **Section 610.021 (17), RSMo**, relating to matters identified in that provision, which include confidential or privileged communications between a public governmental body and its auditor.

Roll call vote of the Board:

Curator Brncic voted yes.

Curator Chatman voted yes.
Curator Graham voted yes.
Curator Graves voted yes.
Curator Hoberock voted yes.
Curator Layman voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

The oath of office was administered for Curators Hoberock, Wenneker, Graves and Student Representative Williams.

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

Chair Chatman recognized the work of outstanding researchers from each university:

- Dr. Yaw Adu-Gyamfi, College of Engineering, MU
- Dr. Mark L. Johnson, School of Dentistry, UMKC
- Dr. Yun Seong Song, Engineering, Missouri S&T, and
Dr. Jonathan Obrist-Farner, Geology and Physics, Missouri S&T
- Dr. Patricia Parker, Biology, UMSL

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

President Choi presented a report that included:

- Admissions update
- Research – major grants and awards for each university
- Legislative update

Student Representative to the Board of Curators Report – presented by Remington Williams (slides on file)

Student Representative to the Board of Curators presented an update of Intercampus Student Council initiatives. He also presented special programs led by students from each university.

Approval, Board Executive Committee and Standing Committees Appointments

It was recommended by Chair Chatman, moved by Curator Hoberock and seconded by Curator Graham, that the following Board of Curators Executive Committee and Standing Committees appointments be approved for 2021, as amended:

Executive Committee

Darryl M. Chatman, Chair
Greg E. Hoberock
Jeff L. Layman

Academic, Student Affairs, Research and Economic Development Committee

Todd P. Graves, Chair
Greg E. Hoberock
Jeff L. Layman
Robin R. Wenneker

Audit, Compliance and Ethics Committee

Jeff L. Layman, Chair
Julia G. Brncic
Maurice B. Graham
~~Keith A. Holloway~~

Finance Committee

Greg E. Hoberock, Chair
Todd P. Graves
Jeff L. Layman
Michael A. Williams

Governance, Compensation and Human Resources Committee

Michael A. Williams, Chair
Julia G. Brncic
~~Keith A. Holloway~~
Robin R. Wenneker

Health Affairs Committee

Robin R. Wenneker, Chair
Maurice B. Graham
~~Keith A. Holloway~~

Michael A. Williams
Ronald G. Ashworth (non-curator)
John R. Phillips (non-curator)

The motion carried unanimously (8-0) by voice vote with no abstentions.

Resolution for Phil H. Snowden

It was endorsed by President Choi, recommended by Chair Chatman, moved by Curator Hoberock and seconded by Curator Graham, that the following resolution recognizing the dedicated service of Phil H. Snowden to the University be approved:

RESOLUTION

WHEREAS, Phil H. Snowden served the people of Missouri with distinction as a member of the University of Missouri Board of Curators from January 2, 2015 until April 7, 2021; and

WHEREAS, Curator Snowden served on multiple Standing Committees; and during his term, he also served as Chair of the Audit; Compensation and Human Resources; and Academic, Student Affairs & Research and Economic Development Committees; and

WHEREAS, Curator Snowden was a member of the search committee for the 24th President of the University of Missouri System, and once described it as “the most important task of my time as a Curator”; and

WHEREAS, Curator Snowden promoted engagement not only with leadership, but also with faculty, staff and students. It was important to him to hear their ideas, experiences and concerns as a governing Board member; and

WHEREAS, Phil Snowden is known by fellow Curators to be engaging and enthusiastic in discussions and always brought the Board back to a team approach; and

WHEREAS, he understood the distinct strengths of each university within the UM System and supported research excellence and economic development; and

WHEREAS, he is a True Son, who graduated from Mizzou in 1960 having been on the Dean’s Honor Roll and the Mystical 7 Senior Men’s Honor. And in 1957-59, Phil was a quarterback for the Tigers, going to the Orange Bowl in 1960, and was named A.P. National Back of the Week and A.P Honorable Mention All-American; and

WHEREAS, Phil was later inducted into the Missouri Sports Hall of Fame in 2017; and

WHEREAS, Phil was elected to the Missouri State House of Representatives in 1967 where he served until 1977. He thereafter served as a Missouri State Senator from 1977 to 1985, where along with passing bills benefiting Clay County and the State of Missouri, he sponsored the US Constitutional Amendment to balance the Federal Budget, making Missouri the 37th state to do so; and

WHEREAS, Curator Snowden advocated and cared deeply about what was best for the University of Missouri, as an entity in and of itself, and in its role in the State of Missouri; and

WHEREAS, Curator Snowden is a true professional. He is considerate and kind, and has always shown his appreciation to staff who have assisted him in his duties to the Board and University. His contributions will have a lasting influence on the future of the University of Missouri System and the State:

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

AND ALSO, that his future relations with the University of Missouri System be formally recognized by bestowing the title of “Curator Emeritus” upon Phil H. Snowden; and

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

The motion carried unanimously (8-0) by voice vote with no abstentions.

Resolution for Avery J. Welker

It was endorsed by President Choi, recommended by Chair Chatman, moved by Curator Graham and seconded by Curator Brncic, that the following resolution recognizing the dedicated service of Avery J. Welker to the University be approved:

RESOLUTION

WHEREAS, Avery J. Welker served with distinction as Student Representative to the Board of Curators from July 28, 2018 until July 14, 2020; and

WHEREAS, during his term, he effectively and professionally represented the diverse interests and priorities of students from all four universities of the University of Missouri System; and

WHEREAS, he was committed and engaged while working with the Board as he advocated for students, constantly maintaining a positive attitude, actively listening and offering incisive opinions; and

WHEREAS, while addressing the Committees or the Board of Curators as a whole, he was a dedicated, articulate spokesperson who brought realistic insight to student issues and perspectives; and

WHEREAS, the Board held Avery in very high esteem, as witnessed by Curator Graham, who stated: “First and foremost, Avery was a student representative whom the Board continually learned from and heavily relied on. He was always prepared and made certain the Board was fully informed on every important student issue, and Avery’s views were always considered in Board decisions. Now, as Avery commences his law school education, we know that he will continue to exhibit the same passion, dedication, and commitment we observed during the time he was our colleague on the Board.”; and

WHEREAS, he received a B.S. in Petroleum Engineering from Missouri S&T in 2016, and while serving as Student Representative to the Board of Curators, Avery also earned a Master’s Degree in Petroleum Engineering in December 2018. He then went on to attend the University of Missouri–Columbia in August 2020 to pursue a law degree; and

WHEREAS, while diligently working for all UM System students, he provided leadership by engaging student body presidents and vice presidents from the four universities. As Chair of the Intercampus Student Council (ISC), Avery provided leadership during a time of immense uncertainty and change. He helped lead the ISC through a restructuring that had been under consideration for many years, equalizing the number of student votes across the four universities; and

WHEREAS, Avery grew as a leader while in this role. He urged students to become engaged on their campuses, knowledgeable of board actions, and to attend the Curator meetings; and

WHEREAS, Avery is spirited, lighthearted, friendly, and seemingly never meets a stranger. He has endeared himself to all who have had the pleasure of working with him:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Curators, on behalf of the students, faculty, staff and alumni of the University of Missouri System, and on behalf of the citizens of the State of Missouri, does hereby adopt this resolution in appreciation of the dedicated and devoted service of Avery J. Welker; and

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

The motion carried unanimously (8-0) by voice vote with no abstentions.

Review of Consent Agenda – Curator Chatman requested that Consent Agenda item H, Security Resolution, 2021, be removed and brought forward at a future meeting.

Consent Agenda

It was endorsed by President Choi, moved by Curator Williams and seconded by Curator Graham, that the following items be approved by consent agenda and as amended:

CONSENT AGENDA

Action

- A. Minutes, April 22, 2021 Board of Curators Meeting
- B. Minutes, April 22, 2021 Board of Curators Committee Meetings
- C. Minutes, May 19, 2021 Special Board of Curators Meeting and Finance Committee Meeting
- D. Degrees, Summer Semester 2021 for all Campuses
- E. Sole Source, Purchase of Digital Television Transmitter System, MU
- F. Insurance Broker Selection, UM
- G. Rename the International Institute for Nano and Molecular Medicine Building to the Molecular Innovations and Theranostics Center, MU
- ~~H. Security Resolution, 2021~~
- I. Amendment, Collected Rules and Regulations 520.010, Benefit Programs (University's Flexible Spending Account Plans)

- A. Minutes, April 22, 2021 Board of Curators Meeting – as provided to the Curators for review and approval.
- B. Minutes, April 22, 2021 Board of Curators Committee Meetings – as provided to the Curators for review and approval.
- C. Minutes, May 19, 2021 Special Board of Curators Meeting and Finance Committee Meeting – as provided to the Curators for review and approval.
- D. Degrees, Summer Semester 2021 for all Campuses

that the action of the President of the University of Missouri in awarding degrees and certificates to candidates recommended by the various faculties and committees of the four University of Missouri System campuses who fulfill the requirements for such degrees and certificates at the end of the Summer Semester 2021, shall be approved, and that the lists of said students who have been awarded degrees and certificates be included in the records of the meeting.

E. Sole Source Purchase of Digital Television Transmitter System, MU

that the University of Missouri – Columbia be authorized to purchase a Digital Television Transmitter System from Rohde & Schwarz USA Inc., Columbia, Maryland, at a total estimated cost of \$1,352,343.43 for the transmitter and Dielectric LLC, Raymond, Maine, at a total estimated cost of \$525,748.11 for the antenna. Funding is as follows: KOMU Reserve Funds F0101-777400

F. Insurance Broker Selection, UM

that the Vice President for Finance and Administration be authorized to retain the firm of AON to provide insurance broker services for property, casualty, and other insurance for the period July 1, 2021 thru January 31, 2023 with up to four one (1) year renewals to coincide with current contract expiration dates of January 31, 2027.

G. Rename the International Institute for Nano and Molecular Medicine Building to the Molecular Innovations and Theranostics Center, MU

that the building located at 1514 Research Park Drive be named the Molecular Imaging and Theranostics Center (currently named International Institute for Nano and Molecular Medicine).

H. Security Resolution, 2021 – This item was removed from the consent agenda.

I. Amendments to Collected Rules and Regulations 520.010, Benefit Programs for the University's Flexible Spending Account Plans

That the amendments to the University's flexible spending account plans as indicated in the attached documents (and as on file with the minutes of this meeting) containing proposed language changes are hereby approved.

Current and Proposed Flexible Spending Account Plan Language:

Grace Period Extension for Health Care Flex Spending Accounts

- **Current:** The University Health Care FSA has a 2.5-month Grace Period (through March 15 of the following year), which allows you extra time to incur expenses to use your flexible spending health care balance after the close of the plan year. The Dependent Care FSA does not have the extended period of coverage, so those expenses must be incurred during the plan year.
- **Proposed:** The University Health Care FSA has a 12-month extended Grace Period (through December 31, 2021) which allows you extra time to incur expenses to use your 2020 flexible spending health care balance after the close of the plan year. For 2021 health care expenses, the University Health Care

FSA has a 2.5-month Grace Period (through March 15 of the following year), which allows you extra time to incur expenses to use your flexible spending health care balance after the close of the plan year.

Add Grace Period to Dependent Care Flex Spending Accounts

- **Current:** The Dependent Care FSA does not have the extended period of coverage, so those expenses must be incurred during the plan year.
- **Proposed:** The University Dependent Care FSA has a 2.5-month Grace Period (through March 15 of the following year), which allows you extra time to incur expenses to use your flexible spending dependent care balance after the close of the plan year.

Allow terminated Health Care FSA participants to spend down their unused contribution balance for expenses incurred through the remainder of the plan year, including the grace period

- **Current:** You will have until April 15 of the year following your termination of participation to submit expenses for the Health Care FSA. You may include any expenses incurred up to the end of the month in which your flexible spending account deduction/(s) terminates. You may not be reimbursed for expenses incurred after this date unless you continue your health care deposits by making direct payments to the University's COBRA Administrator on a post-tax basis.
- **Proposed:** You will have until December 31, 2021 to submit expenses for your 2020 unused contribution balance in the Health Care FSA. For 2021 expenses, you will have until April 15 of the year following your termination of participation to submit expenses for the Health Care FSA. You may include any expenses incurred up to the end of the month in which your flexible spending account deduction(s) terminates. You may not be reimbursed for expenses incurred after this date unless you continue your health care deposits by making direct payments to the University's COBRA Administrator on a post-tax basis.

Allow Prospective Changes to 2021 FSA Elections without a Qualifying Event

- **Current:** No election changes can occur without a qualifying change in status event.
- **Proposed:** You may, during calendar year 2021 and on a prospective basis only, make a new election, increase or decrease an existing election or revoke an existing Health Care FSA or Dependent Care FSA. However, if you are currently enrolled in a Health Care FSA, you cannot revoke or decrease your current annual election to an amount less than the amount that you have already been reimbursed for the 2021 Plan Year. This change is only applicable to the 2021 Plan Year. If you cease all contributions to the Health Care FSA prior to the end of the 2021 Plan Year, your coverage will terminate on the last day of the month in which your last contribution was made.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Board of Curators standing committee meetings were convened at 9:10 A.M. and concluded at 11:20 A.M. on Thursday, June 24, 2021. Committee actions were presented to the full Board for action following each Committee vote.

Finance Committee

Curator Hoberock provided time for discussion of committee business.

Master Plan, University of Missouri – Kansas City – presented by Vice President Rapp and Chancellor Agrawal (information and slides on file)

It was recommended by Chancellor Agrawal, endorsed by President Choi, recommended by the Finance Committee, moved by Curator Hoberock and seconded by Curator Graham, that the following action be approved:

that the 2021 University of Missouri-Kansas City Campus Master Plan be approved (as on file with the minutes of this meeting).

The motion carried unanimously (8-0) by voice vote with no abstentions.

Fiscal Year 2022 Operating Budget, UM – presented by Vice President Rapp (information and slides on file)

It was recommended by the respective Chancellors, endorsed by President Choi, recommended by the Finance Committee, moved by Curator Hoberock and seconded by Curator Brncic, that the following recommendations be approved:

- that the President of the University System be authorized to develop the FY 2022 budgets in accordance with the attached planning assumptions and financial summaries, which include the allocation of FY 2022 state appropriations less 3.0% statutory withholdings.
- that the President of the University System be authorized to: (a) make required changes to working capital and reserve funds and (b) make supplemental allocations within the funds available to several campuses and programs, such allocations to be made on the basis of priority and need. The President will report periodically to the Board of Curators any material changes in sources and uses of current funds;
- that the operating budget for FY 2022 and allocation as stated herein can be modified as necessary by the President to bring the same into harmony with the state appropriations as finally approved by the governor and any withholdings in excess of those shown above.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Fiscal Year 2023 State Appropriations Request for Operations, UM – presented by Vice President Rapp (information and slides on file)

It was recommended by Vice President Ryan Rapp, endorsed by President Mun Y. Choi, recommended by the Finance Committee, moved by Curator Hoberock and seconded by Curator Brncic, that the following recommendations be approved:

The President is authorized to file a request for state appropriations for operations as follows:

- (1) Funding the Core Operations at current levels plus an equity adjustment continuing at equivalent level to prior year;
- (2) Submit new requests for any higher education directives that might be identified prior to submission;
- (3) Submit Other Curator Programs Requests which includes core funding continuing at the same amounts and new requests for State Historical Society; and
- (4) Submit requests in Accordance with Legislative Requirements.

Any material deviations from estimates in the paper will be reviewed with the Board.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Fiscal Year 2023 State Capital Appropriation Request, UM – presented by Vice President Rapp (information on file)

That President Choi be authorized to submit to the appropriate state offices as follows:

(1) University's Fiscal Year 2023 State Capital Appropriations Request as shown on the accompanying schedules (as on file with the minutes of this meeting).

(2) Submit new requests for any higher education capital funding directives from the State

Any new requests will be reviewed with the Board.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Amendment, Collected Rules and Regulations 100.020 Patent and Plant Variety Regulations and Collected Rules and Regulations 100.030, Copyright Regulations – presented by Vice President Rapp (information and slides on file)

It was recommended Vice President Rapp, endorsed by President Choi, recommended by the Finance Committee, moved by Curator Hoberock and seconded by Curator Brncic, that the following action be approved:

Existing Collected Rules and Regulations, Section 100.020 Patent and Plant Variety Regulations and Collected Rules and Regulations 100.030, Copyright Regulations be amended as noted in the attached document (as on file with the minutes of this meeting).

Collected Rule and Regulation 100.020 Invention and Patent Regulations

Bd. Min. 6-25-71, p. 35,974, Amended 9-17-92, 4-25-96, 4-8-05, 11-29-07, 7-23-10, 6-24-21.

A. **Purpose** – These regulations are adopted by The Curators of the University of Missouri in order to:

- Secure for the people of the State of Missouri and the United States the full benefits of research and investigation performed at the University of Missouri;

- Establish the rights and obligations of Employees with respect to any Invention made or developed by them during employment by the University and to establish the definite rights and obligations of Students with respect to any Invention made or developed by them during their period of enrollment with the University;
 - Establish a uniform process by which these rights and obligations may be equitably determined in each case;
 - Provide for a Patent Committee to assist the University with policy recommendations and to operate as a mechanism to advise on resolving disputes;
 - Encourage and recognize individual and cooperative achievement in research and investigation; and
 - Provide and support a technology transfer office to manage the day-to-day technology transfer activities at each campus of the University.
- B. **Application of Regulations** – These regulations constitute (1) a term and condition of employment of all Employees of the University and form a part of the employment contract, and (2) a term and condition of enrollment and attendance at the University by Students. These regulations shall be effective as to all Inventions disclosed during any period of employment, enrollment, or attendance from and after the date of their adoption.
- C. **Definitions**
1. **“Chancellor”** means the Chancellor of a University campus, and shall include, when applicable, the interim Chancellor or acting Chancellor.
 2. **“Dean”** as used herein means the Dean of the college or school having jurisdiction over the Employee or Student, and in case of those Employees not under jurisdiction of any Dean, the Employee’s Supervisor shall perform the duties herein prescribed for the Dean.
 3. **“Employee”** as used herein means (a) any person receiving compensation from the University for services rendered, regardless of whether the Employee be full-time or part-time, (b) any person receiving compensation paid through the University from any funds placed in its hands for distribution, (c) any person who has voluntarily elected to enter into a written agreement with the University in exchange for the University’s agreement to treat such person as an Employee for purposes of these regulations, or (d) any person with adjunct, courtesy, emeritus or “no salary” appointment (e.g., unpaid leave or unpaid sabbatical) if such person is participating in research and investigation with Substantial Use of University Resources except where the University and such person have a written agreement whereby the person is paying the University for use of such Substantial Use of University Resources. For purposes of the definition of Employee and for the avoidance of doubt, Student financial aid including, but not limited to, scholarships, grants, loans, tuition waivers and educational fee reductions, generally available to Students

and unrelated to any provision of services by the Student to the University shall not be interpreted as compensation. Also, for purposes of these regulations. Students (including graduate research assistants and graduate teaching assistants) receiving compensation from the University shall be considered "Employees" if their actual duties and responsibilities include research and investigation or the creation of computer software that led to the Invention – regardless of the position title.

4. **"Gross Proceeds"** as used herein means money received by the University from third parties (on a cash basis, as opposed to an accrual basis) from the sale, assignment, lease, licensing, optioning, or other transfer of rights in an Invention to such third parties, including but not limited to license fees, option fees, earned royalties, minimum royalties, and milestone payments. Gross Proceeds also includes money recovered (on a cash basis, as opposed to an accrual basis) by the University from lawsuits or dispute resolutions involving infringement by third parties with respect to the applicable Invention. Equity, convertible notes, or other similar ownership interests (or portions thereof) obtained by the University shall not be considered Gross Proceeds unless and until the University receives money for the equity, convertible notes, or other similar ownership interest (or portions thereof); provided that in the event that such equity is readily liquidable (for example, in the case of an IPO), then such equity may be considered Gross Proceeds for purposes of distributing the Inventor Share such that the Inventors may receive such equity. For clarity, Gross Proceeds does not include:
 - a. The reimbursement by third parties to the University of any costs, expenses, or fees associated with the preparation, filing, prosecution, or maintenance of any Patents or PVP certificates owned in whole or in part by the University (whereby such reimbursement may include an equity, convertible note, or other similar ownership interest in the third party in consideration and in lieu of the University not seeking monetary reimbursement, in whole or in part, of such costs, expenses, or fees associated with the preparation, filing, prosecution, or maintenance of any Patents or PVP certificates); or
 - b. The reimbursement by third parties to the University of any costs, expenses or fees associated with investigating, defending, or enforcing a claim or potential claim with respect to the Invention or associated license agreement, including but not limited to infringement/non-infringement, invalidity/validity, unenforceability/enforceability, and including those before any court, administrative tribunal (e.g., United States Patent and Trademark Office), or dispute resolution forum (e.g., arbitration or mediation), whether U.S. or foreign; or
 - c. Money received by the University for the negotiated indirect cost rate (facilities and administration costs) associated with a research agreement or grant from which an Invention, was conceived, reduced to practice, or otherwise made; or
 - d. Money received by the University for equity, convertible notes, or other similar ownership interest (or portions thereof) obtained from third parties in exchange for the University making a case

investment in the third party or foregoing, in whole or in part, the right to obtain reimbursement from the third party for costs, expenses, or fees associated with the preparation, filing, prosecution, or maintenance of any Patents or PVP certificates owned in whole or in part by the University. Such exchange will be treated as an investment in the third party and any proceeds to the University from such investment will not be included in Gross Proceeds.

5. **"Head of the Department"** as used herein means the person having charge of the department of the Employee reporting the Invention, and in case there be no such head of the department, the Dean, or on campuses with no schools and colleges, the Provost shall perform the duties herein provided for the Head of the Department.
6. **"Invention"** as used herein means any Invention, design, process, machine, manufacture, composition of matter, tangible research materials (e.g., cell lines, virus isolates, antibodies, prototype devices), whether or not patentable, together with any associated or supporting technology, data, know-how, or show-how necessary or useful for the protection, development or application of the same, and also includes all Patents or PVP certificates derived therefrom. A "Plant Variety" is a type of Invention.
7. **"Inventor"** as used herein means an Employee who individually or jointly with others makes an Invention. More specifically:
 - a. Inventions Covered by a Patent. For Inventions that are the subject of a Patent, "Inventor" refers to those Employees who meet the criteria for inventorship under United States patent law and are thus named on the applicable Patent. For an Invention covered by a Patent, the Inventors may change over time due to the prosecution of the Patent and the possible addition or deletion of Inventors from such Patent. Inventorship is a legal determination.
 - b. Plant Varieties Covered by a PVP Certificate. For Inventions which are Plant Varieties which are not the subject of a Patent but which are covered by a PVP certificate, "Inventor" refers to those Employees who meet the criteria for being a plant breeder under United States PVP law.
 - c. Unpatented Technologies. For Inventions that are not the subject of a Patent or PVP certificate, "Inventor" refers to those Employees who have jointly executed the Invention Disclosure Form and contributed to the making or development of the Invention. If one or more Employees cannot agree that they are all "Inventors," the matter may be referred to the Patent Committee by the Patent Administrator.
8. **"Net Proceeds"** as used herein means Gross Proceeds minus the following out-of-pocket expenses, costs, fees or other and payments incurred by the University that are associated with the applicable Invention:
 - a. costs, expenses and fees related to the evaluation, licensing, and protection of the Invention, including, but not limited to, those paid to government agencies (e.g., U.S. Patent and Trademark Office, European Patent Office) or the University's outside legal counsel

- associated with the preparation, filing, prosecution and maintenance of Patents or PVP certificates for the Invention; and
- b. payments made to joint owners or external sponsors of an Invention pursuant to an agreement with the joint owners or external sponsors. For the avoidance of doubt, such payments may include (1) revenue sharing payments due the joint owner or external sponsor and/or (2) the reimbursement to the joint owner or external sponsor of the costs, expenses, or fees related to (a) the preparation, filing, prosecution, or maintenance of a Patent or PVP certificate covering the applicable Invention; or (b) the investigation, defense, or enforcement of a claim or potential claim with respect to the applicable Invention; and
 - c. costs, expenses, and fees for investigating, defending or enforcing a claim or potential claim with respect to the Invention, including but not limited to infringement/non-infringement, invalidity/validity, unenforceability/enforceability, and including those before any court, administrative tribunal (e.g., United States Patent and Trademark Office), or dispute resolution forum (e.g., arbitration or mediation), whether U.S. or foreign.
9. "**Patent**" as used herein means any pending patent application (including an unexpired provisional patent application) or issued patent anywhere in the world. The term includes both United States patent applications and issued patents, as well as patent applications and issued patents from other regional patent offices (e.g., a European patent application) or national patent offices (e.g., a Canadian patent application). The term also includes pending or issued plant patents under 35 U.S.C. § 161 (which covers asexually reproduced plants, excluding tuber propagated plants), and pending or issued utility (non-provisional) patents directed to a Plant Variety. The term also includes design patents under 35 U.S.C. § 171.
 10. "**Patent Committee**" as used herein means the committee referred to in Section G. The Patent Committee may also be referred to as the "Patent and Copyright Committee" when dealing with copyright matters pursuant to CRR 100.030.
 11. "**Plant Variety**" as used herein means a plant (including germplasm) which is sexually reproduced or tuber propagated and that is eligible from a subject matter standpoint for protection under a PVP certificate, regardless of whether PVP protection is actually filed or not. A Plant Variety is a type of Invention.
 12. "**PVP**" as used herein means plant variety protection through a pending application or issued certificate under the United States Plant Variety Protection Act or similar protection in a foreign country.
 13. "**President**" as used herein means the President of the University and shall include, when applicable, the "Interim" President or "Acting" President.
 14. "**Student**" as used herein means a person enrolled in the University. The term includes full-time and part-time students and both graduate and undergraduate students. The term includes a student enrolled for credit and not-for-credit.
 15. "**Substantial Use of University Resources**" means more than incidental use of University resources, facilities, financing, or time by Employees. The following are non-limiting examples of Substantial

Use of University Resources (in the absence of written agreement or written approval from the President or his/her designee that explicitly states they will not be deemed to be considered Substantial Use of University Resources or otherwise addresses ownership):

- a. use of funds from an external sponsor;
- b. use of funds from an internal (University) sponsor or account;
- c. use of University-owned intellectual property (unless licensed or otherwise transferred from the University to the person or entity using such University-owned intellectual property);
- d. use of University information not available to the public;
- e. use of University support staff;
- f. use of University research, clinical, production, laboratory, studio, specialized computing, or other equipment without payment of fees, where such fees are equivalent to those normally paid by third parties; and
- g. reduction in levels of teaching, service, or other typical activities (e.g., course load, student advising responsibilities, division/department meetings, office hours, administrative responsibilities).

Substantial Use of University Resources does not typically include use of office supplies, computers, telephones, utilities, or minimal administrative/clerical support. Substantial Use of University Resources does not typically include use of University libraries on a basis similar to scholars who have no association with the University.

16. **"Supervisor"** as used herein means any Employee of the University in charge of an Employee under the supervision of the Head of the Department or some other superior officer.
17. **"TTO"** means the technology transfer office, department, unit, or other organization designated by the President or his/her designee to manage the day-to-day technology transfer activities at each campus of the University.
18. **"University"** as used herein means The Board of Curators of the University of Missouri. Any action or consent on the part of the University herein shall be an action or consent duly taken or given by the Board of Curators, or its authorized officer.

D. **Inventions by Employees of the University**

1. **Rights of University and of Employees**

- a. Assignment by Employees. The University shall have the ownership and control of any Invention developed in the course of the Employee's service to the University. Each Employee hereby irrevocably assigns to the University all rights, title and interest in and to Inventions made by the Employee within the general scope of his/her duties as an Employee, and ownership of such Inventions shall immediately vest in the University. Further, the University may elect to have Employees, as a condition of hiring or continued employment (as well as a condition of persons with "no salary" appointments participating in research investigation as set forth in Section C.3), to sign a written assignment or written acknowledgment of the Invention and Patent Regulations (CRR 100.020) and Copyright Regulations (CRR 100.030) prepared by

the Office of the General Counsel in consultation with the Patent Committee. The written assignment or written acknowledgement may contain assignment language directed to Inventions (and associated Patents, and PVP protection) owned by the University in accordance with these regulations. The failure of an Employee to sign the written assignment or written acknowledgement does not relieve the Employee of the Employee's obligations under these regulations and such Employee remains bound by the regulations. Each Employee is further required to execute any and all documents the University deems reasonably necessary to evidence such University ownership, including but not limited to any confirmatory assignments requested by the University. Remuneration to the Employee for such assignment(s) is detailed in Section J.

- b. Scope of Duties. An Invention shall be considered as having been made within the general scope of the Employee's duties for the University if either of the following conditions are met:
 - i. Whenever the Employee's duties include research or investigation, and the Invention arose in the course of such research or investigation and is relevant to the Employee's general field of inquiry; or
 - ii. Whenever the Invention was made or developed through the Substantial Use of University Resources.

In assessing Section D.1.b.i, the University may take into account the Employee's department/college, other appointments (like joint appointments), classes taught, fields in which the Employee advises Students, publications/presentations made by the Employee, conferences attended by the Employee, journals/publication in which the Employee provides peer review, sponsored projects involving the Employee, grants submitted by the Employee through the University, and other relevant factors.

- c. Inventions Made Outside the Scope of Duties. An Employee of the University shall be entitled to all rights resulting from any Invention which was made by him/her outside the general scope of his/her University duties as defined in Section D.1.b. For example, subject to the Inventor's compliance with the Conflict of Interest Policy set forth in Collected Rule and Regulation 330.015 (including any applicable Conflict of Interest Management Plan), the University shall have no rights to Inventions developed in the course of consulting activities for third parties other than the University, and not resulting from Substantial Use of University Resources.
- d. Disposition Rights. Except as provided herein, the President or his/her designee may approve the following:
 - i. Assignment of Inventions owned by the University
 - ii. Optioning of Inventions owned by the University;
 - iii. Licensing of Inventions owned by the University;
 - iv. Non-Assertion of Rights in Inventions (see Section D.3.);
 - v. Waiver (re-assignment) of the Inventions by the University back to the Inventor (see Section D.4.); or

vi. Any other transfer or disposition of Inventions owned by the University.

In determining whether to approve the foregoing i-vi, the President or his/her designee shall consider all relevant factors and be satisfied the action will reasonably and substantially discharge the obligations of the University consistent with the University's missions.

e. Patent and PVP Filings. An Employee of the University shall not file (or assist others in filing) in any domestic or foreign jurisdiction any Patent or PVP certificate relating to an Invention made within the general scope of his/her University duties (see Section D.1.b.) without the prior written consent of the President or his/her designee. The University's consent to file shall not constitute a waiver of or otherwise affect the University's ownership interest in the Patent or PVP certificate.

2. **Invention Disclosures.**

- a. Every Invention made by an Employee of the University shall be reported by such Employee to the TTO in an Invention Disclosure Form, except such report shall not be required in situations in which the Employee has a reasonable belief that the Invention was made clearly and demonstrably outside the general scope of the Inventor's duties as set forth in D.1.b, but such exception shall not apply if (a) the Inventor has any reason to believe that the University may have cause to assert ownership of such Invention or (b) the University has requested disclosure of the Invention so that the University may make a determination of ownership. Even if an Employee does not believe that reporting is required, the Employee shall nonetheless (i) promptly notify the TTO whenever any patent application is filed on such Invention naming the Employee as an Inventor and (ii) if requested by the TTO, promptly provide the TTO with a complete copy of such patent application and any patent office correspondence regarding the patent application, if requested by the Employee the University may agree to treat an unpublished patent application confidential if such circumstances are warranted. The Patent Committee shall prescribe the form and manner of execution of the Invention Disclosure Form, and such Invention Disclosure Form shall be treated as restricted/confidential reports of the University. The Invention Disclosure Form may include, among other things, confirmatory assignment language and recital of the obligations for the Inventors to cooperate with the University in filing, prosecuting, and maintaining a Patent or PVP certificate on the Invention. The Invention Disclosure Form may also contain language for the Inventors to allocate the Inventor Share among Inventors in accordance with Section J.3. The Invention Disclosure Form may also be different for different types of Inventions (e.g., engineering vs. software vs. Plant Varieties).
- b. The Invention Disclosure Form shall be made as promptly as possible, taking into consideration such factors as possible publication, public use, or sale and the necessity for protecting the Inventor's and the University's rights in the Invention. If the Invention is reduced to practice, modified, or improved upon after the Invention Disclosure Form is submitted by the Inventor, the Inventor should promptly

notify the TTO and update the Invention Disclosure Form, adding any new information, data or developments.

- c. For the protection of the rights of the Inventor and of the University, laboratory notebook-diaries, Invention Disclosure Forms, Plant Variety development data and memoranda or correspondence concerning them are to be considered University restricted/confidential information, and should be so marked by the Inventor.

3. **Request for Non-Assertion of University Rights in Invention (Invention Ownership Determination).**

- a. Request of Non-Assertion of University Rights
 - i. Basis for this Request. If an Inventor reasonably believes an Invention is not subject to the University's ownership rights under these regulations because the Invention was not made or developed within the general scope of the Employee's duties (see Section D.1.b.), then the Inventor may request a determination as to whether the University will assert ownership rights to the Invention. The initial request should be made by the Inventor to the TTO in writing.
 - ii. Terms and Conditions for Non-Assertion of University Rights. The University may condition agreement to a request for a non-assertion of rights in an Invention on certain terms and conditions as determined by the President or his/her designee.
 - iii. Scope: Enabled Inventions. If the University makes a determination that the Invention described in the Invention Disclosure Form pursuant to Section D.2. is not "enabled" such that one skilled in the art can make and use the Invention without undue experimentation under U.S. patent law or that the Invention Disclosure Form is premature or incomplete, then the University may, in its discretion, elect to (1) defer an ownership dispute resolution process under this Section D.3. until such Invention is enabled or more mature/complete or (2) proceed with the ownership dispute resolution process under this Section D.3.
- b. Burden of Proof in making the Request of Non-Assertion of University Rights. The Inventor asserting that the Invention should not be subject to University ownership shall have the burden of showing the same by clear and convincing evidence.
- c. Documentation for the Request of Non-Assertion of University Rights. In connection with the request, the Inventor must provide the TTO with all reasonable information needed or requested to determine ownership (for example, emails, workbooks, laboratory notebooks). Such information may include but is not limited to:
 - i. a summary of the circumstances leading to the conception, reduction to practice and development of the Invention;
 - ii. a summary of any individuals, facilities, equipment, materials, background intellectual property, or other resources used to conceive, reduce to practice, or develop the Invention;
 - iii. a listing of any possible co-Inventors and their contact information;
 - iv. the Inventor's duties at the time of making the Invention;
 - v. whether the Invention was conceived, reduced to practice, or developed under an internal funding agreement or funding agreement with an external sponsor;

- vi. a copy of any applicable patent application (in accordance with D.2.a); and
 - vii. whether any third parties have a co-ownership interest in the Invention.
- d. Process.
- i. After receipt of the information set forth in Section D.3.c, the TTO, in consultation with at least the Head of the Department and the Dean, will make a recommendation in writing on whether or not the University should assert ownership rights in such Invention. The recommendation shall be provided to the President's designee, who shall make a decision on whether or not the University will grant the request.
 - ii. If the President's designee makes a decision that is adverse to the Inventor, the Inventor may appeal the decision in Section D.3.d.i to the Patent Committee by submitting an appeal request to the Patent Administrator. If the Inventor elects to appeal, the Inventor shall be afforded the opportunity to appear before the Patent Committee to present evidence and any information the Patent Committee may request. The Patent Committee, at its discretion, may make an independent investigation of the ownership claim. The Patent Committee shall provide its findings and recommendations in writing to the President for appropriate action. The Inventor shall be afforded a copy of the Patent Committee findings and recommendations and shall have an opportunity to respond to the findings of the Patent Committee by filing a timely written argument with the President. The President shall make the final non-appealable determination with respect to ownership and whether the University will assert rights in the Invention.
 - iii. In all cases, a decision regarding the non-assertion of rights in an Invention is at the sole discretion of the University.
 - iv. In the event that the President makes a final determination that the University owns the Invention, the refusal of an Inventor to execute a confirmatory assignment to the University of such Invention may result in sanctions against the Inventor (see Section K).
- e. Duty to Disclose. For clarity, the Inventor must still disclose the Invention in accordance with Section D.2 and provide the requested documentation in accordance with D.3.c of these regulations. However, the Inventor need not execute any assignment language in the Invention Disclosure Form for so long as there is a legitimate ownership dispute and the Inventor has filed a request for non-assertion of rights. In the event that the President makes a final determination requesting assignment, then the Inventor shall promptly execute the assignment language in the Invention Disclosure Form and any confirmatory assignments requested by the University.
- f. Commercialization Restrictions.
- i. An Inventor who has any reason to believe that that the University has an ownership interest in an Invention or the University may assert ownership of the Invention shall not attempt to commercialize (e.g., license, sell, lease, assign or otherwise transfer) such Invention or file (or assist others to file) a Patent or PVP certificate covering the Invention without a final resolution of

ownership as set forth in Section D.3 of these regulations, unless prior written approval is obtained from the President or his/her designee. In such a case of receiving such prior written approval, the Inventor must provide the University with a copy of any such patent applications and any patent office correspondence regarding the patent application as set forth in Section D.2.a. The University's consent to file shall not constitute a waiver of or otherwise affect the University's ownership in the Invention.

- ii. When an Invention is owned by an Employee, the Inventor shall not further create, develop, or commercialize an Invention with Substantial Use of University Resources unless pursuant to a written agreement with the University executed by the President or his/her designee that sets forth the terms and conditions of such Substantial Use of University Resources. A term or condition of the written agreement may involve, for example, University ownership of the Invention, University/Inventor co-ownership of the Invention, or other revenue sharing with the University if such further creation, development, or commercialization of the Invention involves Substantial Use of University Resources. By way of example, if an Employee in the school of music files a patent application directed to a new engine that is not subject to University ownership under Section D.1.b, and the Employee is then desirous of obtaining federal funding through the University to build and test the new engine, the University and the Employee should enter into a written agreement which provides for University ownership of the patent application and Invention so that the University may satisfy its obligations to the federal government in accordance with the Bayh-Dole Act. The Substantial Use of University Resources should also be reported to the Conflict of Interest Committee and subject to a Management Plan in accordance with Collected Rule and Regulation 330.015.
- g. Initiation of Non-Assertion of University Rights in Invention by University. Although the Inventor will typically initiate a request for non-assertion of University rights in an Invention, the University may elect to not assert rights without such a request if the University finds it is in the University's interest to do so.

4. Inventor Requests for Waiver (Re-Assignment) of University Rights.

- a. Scope.
 - i. If the University determines it will not pursue or maintain all Patents or PVPs certificate on an Invention and/or will not pursue commercialization of an Invention subject to the University's ownership under these regulations or the University otherwise finds it is in the interest of the University, the University may consider a written request by the Inventor to waive/re-assign the University's ownership interest in the Invention (and any Patents or PVP certificates covering only the Invention) arising solely from the Inventor who has made the request. Not all Inventors are required to join in the request.
 - ii. To the extent that the TTO elects to pursue patent protection on an Invention in some countries but not others (for example, the University elects to file and maintain a patent application in the

United States but elects to forego or abandon foreign filings), the TTO may summarily deny a request for waiver from an Inventor directed to Patents in countries where the University has not pursued or maintained protection, and the process in Section D.4.d does not apply. If the University makes a determination that an Invention is not "enabled" such that one skilled in the art can make and use the Invention without undue experimentation under U.S. Patent law or that the Invention Disclosure Form is premature or incomplete, then the University may, in its discretion, elect to (1) defer the waiver/re-assignment process under this Section D.4 until such Invention is enabled or more mature/complete or (2) proceed with the waiver/re-assignment process under this Section D.4.

- b. The Request for Waiver/Re-Assignment.
 - i. Agreement as to the Request by Multiple Inventors. In those instances, in which there are multiple Inventors, all Inventors do not need to be in agreement and be a party to such a request to waive/re-assign the University's ownership interest in the Invention arising solely from the Inventor who has made the request. The Inventor making the request should make reasonable attempts to seek unanimous approval of all of the Inventors to make the request. If all Inventors do not agree to make the request, then the University may, at its discretion, waive/re-assign only an undivided interest to the Inventor who has made the request, and if the University does so, the University shall retain an undivided interest in the Invention by virtue of the Inventors who have not agreed to the request such that the Invention shall be co-owned by the University and the Inventor making the request. In such a case, any Net Proceeds received by the University shall be shared with the Inventors who have not joined in the request (and not the Inventor making the request) as set forth in Section J of these regulations. The University shall have no obligation to market, protect, or license the Invention where rights have been waived/re-assigned to less than all of the Inventors.
 - ii. Terms and Conditions for Waiver/Re-assignment. The University may condition waiver/re-assignment of an Invention to the Inventor making the request on certain terms and conditions as determined by the President or his/her designee. At a minimum, (1) the University must retain an irrevocable non-exclusive, perpetual, worldwide, royalty free license to make, use, and otherwise practice the Invention for educational, research, and academic purposes; (2) the waiver/re-assignment must comply with applicable law; (3) the waiver/re-assignment must be subject to preexisting rights of third parties (including the right to approve such waiver/re-assignment where applicable), where such third parties may include external sponsors or co-owners of the Invention; and (4) the Inventor making the request must assume future expenses and costs related to the patenting and commercialization of the Invention.
- c. Documentation for the Request for Waiver (Re-assignment) of Invention from University to Inventor. In connection with the request, the Inventor must provide the TTO with all reasonable information

needed or requested to assess the patentability and commercialization potential of the Invention.

- d. Process.
 - i. After receipt of the information set forth in Section D.4.c, the TTO, in consultation with at least the Head of the Department and the Dean, will make a recommendation in writing on whether or not to waive/re-assign rights in the Invention to the Inventor making the request. The recommendation shall be provided to the President's designee, who shall make a decision on whether or not the University will grant the request in reasonable period of time.
 - ii. If the President's designee makes a decision that is adverse to the Inventor making the request, the Inventor may appeal the decision in Section D.4.d.i of these regulations to the Patent Committee by submitting an appeal request to the Patent Administrator. If the Inventor elects to appeal, the Inventor shall be afforded the opportunity to appear before the Patent Committee to present evidence and any information the Patent Committee may request. The Patent Committee, at its discretion, may make an independent investigation of the issue. The Patent Committee shall provide its appropriate findings and recommendations in writing to the President of the University for appropriate action. The Inventor shall be afforded a copy of the Patent Committee findings and recommendations and shall have an opportunity to respond to the findings of the Patent Committee by filing a timely written argument with the President. The President shall make the final non-appealable determination with respect to the requested waiver/re-assignment of rights.
 - iii. In all cases, decisions regarding the waiver/re-assignment in Inventions are at the sole discretion of the University.
5. **Publication, Public Use and Sale.** If an Invention is described in a printed publication, is in public use, is on sale, or is otherwise available to the public before a Patent or PVP certificate is filed, the patentability or protection under the Plant Variety Protection Act may be affected. In order to preserve possible Patent protection or protection under the Plant Variety Protection Act in the Invention, the Inventor (or the Supervisor of the Inventor if the Inventor is not available) must notify the TTO of any such events irrespective of whether an Invention Disclosure Form has previously been filed. If an Invention Disclosure Form has not been filed, the Inventor shall file the Invention Disclosure Form at once. If an Invention is disclosed to any person who is not employed by the University, the Employee making such disclosure shall provide the TTO with the date and extent of the disclosure, the name and address of the person to whom the disclosure was made, and the purpose of the disclosure.

E. **Rights of University and Students**

1. **General Rule.** In general, Students will be entitled to own any Invention made during their enrollment as a Student of the University and will generally not be required to assign his or her ownership to the University; however, the foregoing general rule does not apply and the Student will be required to assign his or her ownership interest to the University in any circumstance in which the Student meets the definition of Employee, as

defined in Section C.3. hereof provided such Invention was developed in the course of the Student-Employee's service to the University. Should faculty wish to have a non-Employee Student work on a research project where University ownership of resulting Inventions is desired, faculty are encouraged to work with the TTO to obtain written agreements from the Student that address ownership of Inventions made by Student pursuant to Section E.5.

2. **Examples of Student Owned Inventions.** Without limiting the language of the foregoing general rule or the language of the foregoing exceptions to the general rule, the following are examples of fact situations in which, in the absence of a written agreement providing otherwise, the University will not claim ownership of an Invention made by a Student of the University:
 - a. The Invention was developed by a Student as part of a University class project using no greater University resources than those generally available to all other Students within the class or than those available to the Student as part of his/her enrollment with the University.
 - b. The Invention was developed by a Student as part of a University approved Student competition using no greater University resources than those generally available to all other Students within the competition or than those available to the Student as part of his/her enrollment with the University. The Student shall be entitled to receive any monetary or other prize awarded to the Student for his/her performance under such competition in accordance with the rules of the competition and such prize shall not be considered compensation under Section C.3. hereof.
 - c. The Invention was developed by a Student as part of a University approved extracurricular activity, using no greater University resources than those generally available to all other Students participating in the activity or than those available to the Student as part of his/her enrollment with the University.
 - d. The Invention was developed by a Student on his/her own free time, outside of any University class or sponsored activity, and using no greater University resources than those generally available to all other Students as part of their enrollment with the University.
 - e. In determining whether the Invention was developed using no greater University resources than those generally available to all other Students within the class/competition/activity or than those available to the Student as part of his/her enrollment with the University, factors that the University may consider as part of this assessment include:
 - i. Whether the University established eligibility criteria for participation;
 - ii. Whether the University selects the participants from among those eligible;
 - iii. Degree of presence or lack of presence at the project site by a faculty advisor, University supervisor, or other University employee;
 - iv. Extent of supervision exercised by a faculty advisor, University supervisor, or other University employee;
 - v. Degree to which University-provided tools, equipment, and supplies were utilized in the development of the Invention;

- vi. Degree to which University-provided funds were used in the development of the Invention;
 - vii. Whether a University faculty member or other Employee is co-Inventor;
 - viii. Existence and terms of any signed agreement required as a condition of participation; and
 - ix. Any other relevant factors.
3. **Examples of University-Owned Inventions.** The following are examples of fact situations in which the University may claim ownership of an Invention made by a Student of the University:
- a. The Invention was developed as part of a graduate school thesis/dissertation project by a Student-Employee paid under a graduate teaching assistantship. Because the Student is an Employee, this section is not applicable and the ownership standards set forth in Section D.1.b shall apply.
 - b. If a faculty member provides a Student (who is not otherwise an Employee) with a volunteer opportunity to work on a project sponsored by an external sponsor (e.g. a governmental or industry sponsor) and the Student uses greater University resources than those available to other Students enrolled at the University as part of the sponsored project, then the University may assert ownership of the Invention made by such Student in order for the University to fulfill its contractual obligations to the external sponsor.
4. **Non-Assertion.** A Student may, but is not obligated to, make a request for non-assertion of University rights in an Invention using the procedures generally set forth in Section D.3.
5. **Treatment of Student as an Employee.**
- a. In the event that the University asserts ownership in an Invention made or developed by a Student under the foregoing standards set forth in this Section E and the Student is not otherwise an Employee under Section C.3(a)-(b), then the University and Student shall typically enter into an agreement whereby the Student is treated as an Employee under Section C.3(c), wherein such agreement addresses, among other things, the sharing of Net Proceeds (if any) with the Student (along with other Inventor-Employees) under Section J.
 - b. A Student having ownership over an Invention may, with University consent, elect to assign the Student's rights in the Invention to the University. In such a case, the University and Student shall typically enter into an agreement whereby the Student is treated as an Employee under Section C.3(c), wherein such agreement addresses, among other things, the sharing of Net Proceeds (if any) with the Student (along with other Inventor-Employees) under Section J.
6. **Student Policy Information.** The Patent Administrator shall implement reasonable procedures designed to make Students aware of Section E, and to provide one or more avenues for Students to receive information regarding the University's interpretation of the Student's rights and obligations with respect to Inventions in which a Student may be an Inventor or co-Inventor
- F. **Visitors: Rights of Other Institutions.** In general, Inventions made or developed by Inventors who are not Employees or Students but are otherwise visiting from another institution or company (e.g., visiting scientists, visiting

scholars) will be treated as having been made or developed by an Employee within the general scope of his/her duties for the University. However, the University recognizes that such Inventors often are subject to intellectual property polices of their home institutions or employers. Accordingly, where it is anticipated that there is a reasonable possibility that a visitor will conceive, reduce to practice or develop an Invention while working at or under the auspices of the University, the TTO should be contacted so an agreement with the visitor's home institution or employer may be executed prior to the start of the visit. In cases in which there are conflicts between the University and the home institution or employer of a non-Employee Inventor visitor, such conflicts will be resolved through good faith negotiations between the University and such home institution or employer.

G. The Patent Committee

1. Appointment

- a. Notwithstanding other regulations affecting University committees, the President of the University shall appoint a Patent Committee, which shall include representative voting members from each of the campuses. The Patent Administrator or other person designated by the President shall be an *ex officio* member of the Patent Committee and shall provide a secretary to the Patent Committee. The General Counsel or his/her delegate shall also be an *ex officio* member of the Patent Committee. The TTO director(s) shall also be *ex officio* member(s) of the Patent Committee.
- b. The President of the University shall designate the chair of the Patent Committee.
- c. The Patent Committee shall make and keep minutes of all its meetings.

2. Duties

- a. The Patent Committee shall assist with policy analysis and development relating to these regulations.
- b. The Patent Committee shall assist with drafting amendments to these regulations resulting from technological and legislative changes affecting Inventions, Patents, and/or PVP rights.
- c. The Patent Committee shall review, report and make recommendations on all matters affecting Inventions as may be referred to the Patent Committee by the Patent Administrator (see Section H.2.d.).
- d. The Patent Committee will consider such other matters regarding the Inventor's claims, interest or right to patentable findings, as may be referred to it by the Patent Administrator.

H. The Patent Administrator

1. **Appointment of Patent Administrator** – The Patent Administrator will be appointed by the President.
2. **Duties of Patent Administrator** - The duties of the Patent Administrator shall be prescribed by the President or his/her designee from time to time. The duties of the Patent Administrator shall include, but not be limited to, a duty to:
 - a. Assist with policy analysis and development relating to these regulations;

- b. Assist with drafting amendments to these regulations resulting from technological and legislative changes affecting Inventions, Patents, and/or PVP rights;
- c. Implement procedures to advise Students of their intellectual property rights in accordance with Section E.6 of these regulations;
- d. Refer matters to the Patent Committee in accordance with these regulations.
 - i. If there is a dispute about Inventorship, the Patent Administrator shall refer such claims to the Patent Committee in accordance with Section C.7.c.
 - ii. If an Inventor shall claim an Invention as his/her own, the Patent Administrator shall refer such claims to the Patent Committee in accordance with Section D.3.d.
 - iii. If an Inventor shall claim that an Invention should be waived/re-assigned to the Inventor, the Patent Administrator shall refer such claims to the Patent Committee in accordance with Section D.4.d.
 - iv. If there is a dispute about the distribution of Inventor Share of Net Income, the Patent Administrator shall refer such claims to the Patent Committee in accordance with Section J.3.
 - v. The Patent Administrator may refer other matters to the Patent Committee as he/she deems necessary to protect the interests or rights of the Inventor and the University.

I. TTOs.

The duties of the TTO shall be prescribed by the President or his/her designee from time to time. The duties of the TTO shall include, but not be limited to, receiving Invention Disclosure Forms, determining whether to file or maintain any Patents directed to University-owned Inventions, and making commercialization decisions with respect to such University-owned Inventions.

J. Use of Net Proceeds Received By University Relating To Inventions

1. General Rule.

- a. Net Proceeds received by the University from commercializing a University-owned Invention or the copyright in materials subject to Copyright Policy 100.030 shall be distributed as follows;
 - i. 33.3 percent shall go to the Inventor(s) for Inventions and authors for copyrightable works ("Inventor share");
 - ii. 66.7 percent to the campus from which the Invention originated ("Campus Share").
- b. To the extent required by applicable law, use of the Campus Share is restricted to support scientific research or education. Each campus shall develop a plan for expenditures related to the Campus Share. Such plans will be approved by the Chancellor with input from appropriate faculty representatives with experience in technology transfer, the campus research office, and the TTO.
- c. In the event the Campus Share exceeds \$5 million in any given fiscal year, a separate plan shall be made for the funds in excess of \$5 million and approved by both the Chancellor and the President.

For clarity, the distribution protocols outlined do not apply to personally owned Inventions and copyrightable materials but only to those Inventions and copyrightable materials owned by the University.

2. **Department of Veteran's Affairs.** In the case of Inventions made jointly by University Employee(s) and individual(s) employed by the United States Department of Veteran's Affairs, with or without compensation, the President or his/her designee may execute a written agreement with the United States Department of Veteran's Affairs which provides for different division, distribution and allocation of Gross Proceeds or Net Proceeds as provided herein.
3. **Inventor Revenue Distribution Agreement.** If more than one Inventor is to share in the Inventor Share provided in Section J.1 of these regulations, the Inventors entitled to receive payments should decide among themselves their respective shares and provide the TTO with a written agreement signed by all Inventors. This written agreement may be provided as part of the Invention Disclosure Form or may be a separate written agreement. Such written agreement among the Inventors should be provided promptly to the TTO after receiving a written request from the TTO for such an agreement, at a minimum, and the written agreement should be provided prior to distribution of the Net Proceeds. Any such written agreement will be irrevocable unless it is modified in writing by all Inventors. In the absence of a written agreement, the University may (1) hold the Inventor Share for a reasonable period of time to permit the Inventors to come to an agreement; or (2) after a reasonable period of time, divide the Inventor Share equally among the Inventors. If a written agreement cannot be reached after good faith efforts by the Inventors, an Inventor may request that the matter be referred by the Patent Administrator to the Patent Committee for an equitable recommendation to the President. The Inventor shall be provided a copy of the Patent Committee's recommendation and shall have an opportunity to respond by filing a timely written argument to the President. The President shall make the final non-appealable determination with respect to the distribution of the Inventor Share. The University is not liable for any distribution of Inventor Share made in good faith but that was later found to be in error.
4. **Assignment of Inventor Share.** An Inventor Share payable to an Inventor cannot be assigned by the Inventor to third parties unaffiliated with the University. Notwithstanding the foregoing, prior to the receipt of Gross Proceeds by the University, an Inventor may elect in writing to (a) forego his/her portion of the Inventor Share such that the University retains the same for general use by the University; (b) forego his/her portion of the Inventor Share and direct the same to a University account related to further research and development of the Invention; or (c) redirect all or a part of his/her portion of the Inventor Share to an Employee or non-Employee Student who made a significant, but non-inventive contribution to the development of the Invention and would not otherwise be entitled to share in the Inventor Share. With respect to (c) such redirection may be made as part of the Inventor Revenue Distribution Agreement referenced in Section J.3 of these regulations.
5. **Compliance with the Regulations.**
 - a. This distribution of the Inventor Share to an applicable Inventor shall be contingent upon the Inventor's compliance with these regulations.

For example, in order to qualify for the Inventor Share, an Employee must have executed any confirmatory assignments requested by the University and must reasonably assist the University with the University's efforts to commercialize the Invention (including but not limited to reasonable input on the filing, prosecution, and maintenance of any Patents or PVP certificates related thereto).

- b. In the event that an Inventor does not comply with these regulations (for example, the Inventor refuses to sign such a confirmatory assignment and/or does not provide such reasonable assistance to the University), no Inventor Share will be allocated to that Inventor and the Inventor Share shall be allocated to the other Inventors, and the corresponding Campus Share shall be likewise adjusted as if the non-cooperating Inventor did not exist.

K. Sanctions.

Conduct by an Employee that violates these regulations shall constitute a breach of the employment contract and may lead to disciplinary action. The Patent Committee may make a determination of a violation of this policy and will report such violation to the Chancellor. After the finding of a violation, the Chancellor of each campus may apply sanctions, including but not limited to, one or more of the following:

1. Letter of warning or admonishment,
2. Suspension or termination of research compliance committee approvals,
3. Suspension or termination of the privilege to submit sponsored activity proposals,
4. Suspension or termination of sponsored research activity spending authority,
5. Demotion or removal from assigned administrative roles,
6. Ineligibility for waivers/re-assignments,
7. Ineligibility to receive an Inventor Share,
8. Referral to campus Committee on Tenure or other appropriate committee for discipline or dismissal for cause of faculty,
9. Suspension or termination of employment (pursuant and subject to CRR 310.060, Procedures in Case of Dismissal for Cause, for those faculty covered by that rule).

Collected Rules and Regulations 100.030, Copyright Regulations

Amended 11-29-07; Amended 6-11-10; Amended 7-23-10, Amended 4-12-13;
Amended 6-24-21

The following policy is intended to foster the traditional mission of a University to encourage the creation, preservation, and dissemination of knowledge. This policy is intended to clarify and protect the respective rights of the University, its students, faculty, staff, and other employees, by establishing policies governing the ownership, use, and rights to income of copyrightable materials.

A. Coverage of Policy

1. In conjunction with the University Conflict of Interest Regulations 330.015 and the University Invention and Patent Regulations 100.020 as they may be amended from time to time, this policy governs the rights and responsibilities of University employees, students, and of any other

persons using University facilities or resources in the creation of original works of authorship subject to protection by copyright law. The faculty will continue to hold copyright for traditionally accepted intellectual property that is developed in their roles as teachers and scholars subject to the provisions of section 2 herein. These include, but are not limited to such materials as books, workbooks, study guides, monographs, articles, and other works including music and performances, whether embodied in print, electronic format, or in other media.

2. The University will own the copyright in materials that are:
 - a. commissioned for its use by the University; or
 - b. created by employees if the production of the materials is a specific responsibility of the position for which the employee is hired; or
 - c. sponsored works, which are works resulting from internal grants (work created as a result of an agreement between the University and the creator(s) of the work) and external grants (work created as a result of an agreement between an external sponsor and the University). This provision does not apply to grants to perform research where the production of copyrightable materials is ancillary to the purpose of the grant. Employees continue to own the copyright to scholarly and other publications that present the findings of research, subject to the provisions of subsection 2 herein; or
 - d. created with the use of substantial University resources which are specifically provided to support the production of copyrightable materials.
 - (1) If substantial University resources will be used in the development of educational materials, a written agreement between the author and University setting forth the terms of
 - (a) copyright ownership and
 - (b) use, revision and maintenance shall precede the use of said resources. Limited secretarial support, uses of the library for which special charges are not normally made, and the staff member's own time except as covered by subsections 2.a. and 2.b. herein shall not be considered substantial University resources.
 - (2) In the unusual circumstance in which the said materials were developed with substantial University resources without an agreement the University may, in its discretion, claim copyright ownership and/or a share of royalties.
3. Faculty, staff, and other employees must notify the University prior to entering into a contractual agreement in which royalties or other forms of remuneration are involved related to materials as defined in section A.2. The Chancellor on each campus shall designate an individual or unit who is responsible for receipt of said notifications.
4. Copyrightable software, except software included in mediated courseware, owned by the University pursuant to section A.2. herein, shall be submitted to the technology transfer office ("TTO") for review and evaluation. The TTO shall have the sole discretion to decide whether to proceed with the copyright registration and/or the commercialization of the work.
5. In general, students of the University of Missouri will be entitled to own any copyrightable works made during their enrollment as a student of the University and will generally not be required to assign his or her ownership to the University; provided, however, the foregoing general

rule does not apply and the student will be required to assign his or her ownership interest to the University in any circumstance in which the student is a University employee, provided such copyrightable work was created in the course of the student-employee's service to the University.

Without limiting the language of the foregoing general rule or the language of the foregoing exceptions to the general rule, the following are examples of fact situations in which the University will not claim ownership of copyrightable work made by a student of the University:

- a. The copyrightable work was created by a student as part of a University class project using no greater University resources than those generally available to all other students within the class or than those available to the student as part of his/her enrollment with the University.
 - b. The copyrightable work was created by a student as part of a University approved student competition using no greater University resources than those generally available to all other students within the competition or than those available to the student as part of his/her enrollment with the University. The student shall be entitled to receive any monetary or other prize awarded to the student for his/her performance under such competition in accordance with the rules of the competition and such prize shall not be considered compensation whereby such student would be considered an employee solely based upon receipt of such prize.
 - c. The copyrightable work was created by a student as part of a University approved extracurricular activity, using no greater University resources than those generally available to all other students participating in the activity or than those available to the student as part of his/her enrollment with the University.
 - d. The copyrightable work was created by a student on his/her own free time, outside of any University class or sponsored activity, and using no greater University resources than those generally available to all other students as part of their enrollment with the University.
 - e. The student is a full-time student receiving compensation for services rendered to the University which services are unrelated to research or investigation and are unrelated to the creation of computer software.
6. The Chancellor on each campus shall designate an individual or unit who is responsible for implementing reasonable procedures designed to make students aware of Section 100.030A.5 and to provide one or more avenues for students to receive information regarding the University's interpretation of the student's rights and obligations with respect to the creation of copyrightable works.
 7. Notwithstanding anything herein to the contrary, to the extent any University employee whose primary appointment is non-academic creates or contributes to any copyrightable software, including any source or object code, documentation, or other copyrightable work that is part of or associated with such software, and such employee's work is within the scope of his or her employment with the University or otherwise constitutes "work made for hire" of the University in accordance with applicable law, all ownership and other rights of such employee associated with such copyrightable software shall belong to the University, without restriction, and such employee shall not be deemed the author of or have

any further ownership or rights in or with respect to such copyrightable software pursuant to any other provision in this policy or otherwise. This paragraph shall not apply to any rights of any employee whose primary appointment is academic (as generally defined in University Regulation 310.020.A) or any student (unless such student is a University employee and such copyrightable software was created in the course of the student-employee's service to the University, as described above), which shall be governed by the remainder of this policy, in accordance with its terms, and applicable law.

B. Interpretation and Administration of Policy

1. The Patent and Copyright Committee as described in section 100.020 E. will be advisory in interpretation and future revisions of this policy. The final decision on interpretation and application of this policy shall be made by the Chancellor's designee.
2. No interpretation or application of this policy shall serve as a precedent in later cases.
3. Written agreements developed pursuant to section A.2.d. for holders of academic appointments shall first be approved by the chair, then the dean, and finally the Chancellor's designee.
4. Written agreements developed pursuant to section A.2.d. for holders of nonacademic appointments shall first be approved by the director of the unit, then the appropriate vice-chancellor, and finally the Chancellor's designee.

C. Ownership and Use of University Name

1. This policy should strengthen and protect the reputation and academic standing of the University and its faculty, staff, and students. Unless otherwise agreed pursuant to Section A, when the name of the University is associated with any intellectual property, other than the identification of the creator as a faculty, staff, or student of the University, the ownership shall be vested in The Curators of the University of Missouri, a public corporation, and shall display the following symbol and notice:
© Copyright (year) by The Curators of the University of Missouri, a public corporation. If the registration of the copyright is deemed appropriate by the author(s) and department/area(s), the application for registration with the United States Copyright Office shall be processed through the TTO or other Chancellor designee.
2. Faculty, staff, other employees, students, department/areas, and schools of the University may not use the name of the University to imply University sponsorship of creative materials when there is no University sponsorship or approval and may not license or otherwise commercially exploit a course, course content or courseware whose copyright is held by the University without the approval of the appropriate dean, or on campuses with no schools or colleges, the Provost and chief academic officer as well as other signatories as indicated by the Board of Curators.

D. Policy on Use of Materials

1. If any of the conditions described in section A.2. are applicable and conditions of A.4. are not applicable, then subject to the following exceptions delineated in subsections D.2. - D.4., the use of materials by

any unit of the University of Missouri requires approval only of the unit primarily responsible for the said materials.

2. As long as the author or producer of copyright materials remains a member of the staff of the University:
 - a. The author's approval shall be required for each instance of use of the materials internal to the University other than the uses for which the materials were developed, except as allowed in the agreement between the author and the University reached pursuant to Section A.
 - b. The author may require revision of the materials prior to any instance of internal University use other than the use for which the materials were developed. If the University does not accept the required revision, the author may ask that the materials be withdrawn from use. The University may assign its respective rights in such copyright to the author, subject to a written agreement between the University and the author relating to further internal or external use of materials and division of income from any subsequent use of the materials.
3. In the event that the author should cease employment with the University, the University shall retain the right to make internal use of the copyrighted materials without the author or producer's consent. In such event, the author shall retain a non-exclusive license to use the work for her/his own non-commercial, educational purposes only, but shall not have the right to distribute, sell, or sublicense the work to a third party.
4. Licensing or sale of copyrighted materials for external use shall be preceded by a written agreement between the University and author or producer specifying the conditions of use, and including provisions protecting the right of the author or producer to revise the materials periodically, or to withdraw them from use in the event revision is not made.

E. Payments to the Author or Producer for Production and Use of Materials Described in A.2. Herein

1. The University acknowledges that the ownership of intellectual property and the sharing of economic returns on such property are related. Therefore, when the University solely holds the intellectual property rights pursuant to section A.2., the revenues will be shared among the creators and used for the common good to support the mission of the University.
2. Payment by the University to the author or producer of intellectual property for its production normally will take place through the reduction of the author's or producer's normal work load. However, staff members on nine-month academic appointments may receive summer grants and salaries for the production.
3. Payment by the University to the author or producer of intellectual property for its internal use and revision:
 - a. The author or producer of University-sponsored intellectual property materials shall not receive compensation, other than regular compensation from the University, for the normal internal use of these materials, except when such compensation is negotiated at the time of initial commission.
 - b. If the use of materials by units of the University other than the unit to which the author or producer belongs involves an extension of the normal duties of the author or producer in supervising use or managing revisions, and if appropriate release time cannot be

budgeted as part of the regular assigned instructional duties of the author or producer, the appropriate instruction unit of the University may recommend payment to the author or producer for revisions according to University policy on extra compensation.

4. The University with the assistance of those designated by the Chancellor in sections A.3., A.4. and B.3. and B.4. will provide appropriate services to license works covered by this policy.

Except as set forth in subsection A.7, such revenues from copyrightable materials shall be treated in a manner consistent section 100.020 Section J with authors and their respective Campus being treated the same as Inventors. For copyrightable materials, Net Proceeds as set forth in CRR100.020.C.8, shall include an additional deduction of out-of-pocket production, distribution, related costs. The University may enter into agreements for dividing the Net Proceeds on some other basis, if special circumstances attend the production, use, or licensing of these materials.

5. The University may administer funds provided by non-University agencies (such as the Federal Government) under contract or grant to pay for staff time, services, or materials intended to produce copyrightable intellectual property. In such cases, the University may enter into agreements with such agencies recognizing their rights, in whole or part, to the ownership of the materials produced and to the net income from their use. In negotiating agreements with non-University agencies for the production, it shall be the policy of the University that the author or producer of the materials is entitled to a reasonable share of the income from use, if any, and to reasonable participation in determining the conditions of use. The University shall inform staff members applying for support from non-University agencies for the production of intellectual property materials as to the rights reserved to such agencies under the agreements required between these agencies and the University.

F. Protection and Liability

1. Protection -- In the event of unauthorized use of University-owned materials described in section A.2., if the University decides not to act, the author or producer may initiate action and the University shall assign to her/him such rights as are necessary for her/him to pursue redress. If such action is started by the University, acting alone or in concert with the author or producer, all costs of such action (including attorney's fees) shall be borne by the University. All proceeds shall be shared consistent with section E.4. or if there is an agreement as provided in accordance with that agreement.
2. Liability -- Before any use is made of University-owned materials described in section A.2., all authors, producers, and contributors shall warrant that they are the sole owners of their respective contributions and that the work does not infringe any copyright, violate any property rights, or contain any libelous unlawful material.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Project Approval, Power Plant – Replace Turbine 6 with Turbine 10, MU – presented by Ryan Rapp (information file)

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

the project approval for the Power Plant-Replace Turbine 6 with Turbine 10, MU

Funding of the project budget is from:

MU Energy Management Capital Reserves	<u>\$8,000,000</u>
Total Funding	\$8,000,000

The motion carried unanimously (8-0) by voice vote with no abstentions.

Project Approval, Middlebush Farm – NextGen Center of Excellence for Influenza Research, MU – presented by Vice President Rapp (information on file)

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

the project approval for the Middlebush Farm-NextGen Center of Excellence for Influenza Research, MU

Funding of the project budget is from:

Reserves	<u>\$6,552,000</u>
Total Funding	\$6,552,000

The motion carried unanimously (8-0) by voice vote with no abstentions.

Academic, Student Affairs, Research and Economic Development Committee

Curator Graves provided time for discussion of committee business.

New Degree Program Proposal, Bachelor of Science in Environmental Science, Missouri S&T – presented by Senior Associate Vice President Graham, Kate Drowne and David Duvernell (information on file)

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

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

The motion carried unanimously (8-0) by voice vote with no abstentions.

New Degree Program Proposal, Bachelor of Science in Data Science and Analysis, UMSL – presented by Senior Associate Vice President Graham, Jim Craig and Andy Kersten (information on file)

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

that the University of Missouri – St. Louis be authorized to submit the attached proposal (and as on file with the minutes of this meeting) for a Bachelor of Science in Data Science and Analysis to the Coordinating Board for Higher Education for approval.

The motion carried unanimously (8-0) by voice vote with no abstentions.

New Degree Program Proposal, Bachelor of Arts in Media, Art and Design, UMKC – presented by Senior Associate Vice President Graham, Kati Toivanen and Caitlin Horsmon (information on file)

It was recommended by Sr. Associate Vice President Steve Graham, endorsed by President of the University of Missouri Mun Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Graves, seconded by Curator Graham, that the following action be approved:

that the University of Missouri – Kansas City be authorized to submit the attached proposal (as on file with the minutes of this meeting) for a Bachelor of Arts in Media, Art, and Design to the Coordinating Board for Higher Education for approval.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Amendment to Collected Rules and Regulations 300.040, Faculty Bylaws of the University of Missouri – St. Louis – presented by Senior Associate Vice President Graham (information on file)

It was recommended by Sr. Associate Vice President Steve Graham, endorsed by President of the University of Missouri Mun Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Graves, seconded by Curator Graham that the following action be approved:

that Collected Rules and Regulations, Section 300.040, Faculty Bylaws of the University of Missouri – St. Louis, be revised as below (and as on file with the minutes of this meeting).

300.040 Faculty Bylaws of the University of Missouri - St. Louis

Bd. Min 3-19-71; Amended 10-12-73; 2-18-77; 12-15-78; 6-18-82; 2-11-83; 6-24-83; 5-4-84; 5-3-85; 7-29-88; 3-10-89; 6-22-90; 5-3-91; 1-29-92; 5-8-92, 5-6-93; 3-29-94; 3-24-95; 4-25-96; 5-29-97; 10-16-98; 5-27-99; 3-23-00; 9-28-01; 12-01-05; 12-15-06; 06-06-08, 12-10-10; 11-21-13; 4-10-15; 6-26-15; 10-7-16; 6-21-18; 9-24-20; 6-24-21.

A. **PURPOSE OF GOVERNING PRACTICES** - The purpose of these Bylaws is to establish a body that represents the voice of the Faculty and to establish an effective vehicle for the needs and concerns of the Faculty to be presented for discussion and debate. These Bylaws assume that Faculty may participate in academic decision processes. The right of the Faculty to organize and to carry out the responsibilities and functions delegated to them by the Board of Curators (Board) is recognized in Section 10.030.D.2 of the Collected Rules and Regulations of the University of Missouri.

B. **FACULTY**

1. **Membership** - The Faculty of the University of Missouri-St. Louis shall consist of the President, the Chancellor, tenured and tenure-track faculty, and all full-time, ranked, non-tenure track (NTT) faculty with

professorial designation, and others elected by the Faculty. Elected members so designated by the Faculty shall be non-voting members of the Faculty. Campus-wide faculty votes on issues specific to tenure or tenured/tenure track (T/TT) faculty will be restricted to T/TT faculty.

2. **Faculty Rights -**

- a. **Academic Rights** - Each faculty member has the right to freedom of inquiry, discourse, teaching, research and publication, as well as the responsibilities correlative with this right.
- b. **Civil Rights** - The constitutional rights of the Faculty members shall be preserved.
- c. **Employment Rights** - Faculty members shall have rights consistent with their continuous appointment or term appointment (during the term), except for cause, retirement or financial exigencies.
- d. **Notification for Appointment or Changes Thereto** - Faculty members shall be notified of their appointments and workload, or any changes thereto, as much in advance of the beginning of institutional responsibilities as possible (as stated in the Board's Rules and Regulations).
- e. **Right to be Kept Informed** - The Faculty shall be kept informed of actions and activities of committees and executive officers, and of other occurrences that pertain to the University of Missouri-St. Louis. When possible, such information shall be made available to the Faculty before being made available to the general public.

3. **Responsibilities** - The Faculty of the University of Missouri-St. Louis shall bear primary responsibility for recommending and implementing educational policy, particularly in areas of curriculum, degree requirements, methods of instruction, research, requirements for admission, student affairs, and faculty status. The Faculty may also make recommendations to the Chancellor and other persons or offices concerning general policy matters affecting the University.

4. **Authority** - The faculty's authority, as delegated by the Board of Curators, is of three types: primary and direct, in which the Faculty has essential decision-making authority; shared, in which the Faculty participates with others; and advisory, in which the Faculty counsels with the person or offices with ultimate decision-making authority. (On those matters requiring multi-campus coordination, the Faculty shall act

through its appropriate bodies, [UM System 300.040.B.5.](#))

- a. **Primary and Direct Authority** - The UMSL faculty has essential decision-making authority in matters directly affecting the educational program of UMSL, including but not limited to:

(1) Articulation and maintenance of standards of academic performance--this includes but is not limited to guidelines for appropriate research, service, and scholarships; requirements for graduation; and related matters.

(2) Development and approval of courses of instruction and curricula.

(3) Development and approval of procedures governing educational support programs on the UMSL campus.

(4) Formulation of criteria determining professional standing of faculty--including but not limited to such matters as tenure, promotion, termination, guidelines for responsibility, faculty standing with regard to graduate faculty membership and doctoral dissertation supervision.

(5) Determination of an appropriate faculty committee structure.

(6) Determination of minimum admission requirements.

(7) Selection of awardees for academic scholarships.

- b. **Shared Authority** - The UMSL faculty has shared authority by which it participates cooperatively with other persons or offices in matters such as:

(1) Development and articulation of students' rights and responsibilities.

(2) Determination of an appropriate academic calendar.

(3) Selection of awardees for honorary degrees.

(4) Application of criteria affecting professional standing of faculty, such as required professional licensure.

- c. **Advisory Authority** - The UMSL faculty has advisory authority and responsibility with other persons or offices in matters such as:

(1) Budget and resource allocation.

- (2) Planning, including capital expenditures and physical facilities.
 - (3) Selection of departmental, divisional, campus, and university-level administrators.
 - (4) Determination of the campus standing committee structure.
 - (5) Development and implementation of general business procedures that facilitate academic program excellence.
 - (6) Use of facilities for program activities.
 - (7) Application of criteria affecting promotion, tenure and termination.
 - (8) Structure of academic departments and units.
- d. **Faculty Delegation of Authority** - The Faculty, recognizing that handling matters through meetings of the Faculty is cumbersome, that attendance at such meetings varies, and that it is often difficult to have complete discussion of issues at such meetings, may delegate its authority to separate schools, colleges, or such other parallel units as may be created from time to time, and to the Faculty Senate within the University of Missouri-St. Louis. The actions of the Senate, in those areas in which they have delegated authority, shall be deemed final unless challenged within 10 days. Such challenge shall require a petition signed by at least twenty-five (25) faculty members from at least two parallel units calling for a review by the Faculty of a particular Senate action.
5. **Meetings** - The Faculty of the University of Missouri-St. Louis shall meet at least twice each year and at such additional times as the President, Chancellor, or the Faculty itself may determine. Upon written request of at least twenty-five (25) members of the Faculty, the Chancellor shall call a meeting within two weeks.
- a. The President, or in the President's absence, the Chancellor, or in the Chancellor's absence, a member of the Faculty designated by the Chancellor shall preside at each faculty meeting.
 - b. A quorum shall consist of at least ten (10) percent of the voting members of the Faculty representing at least two parallel units when business described in the published agenda is being considered. When other items of business not described in the published agenda are being considered, a quorum shall consist of

at least fifty (50) percent of the voting members representing at least two parallel units.

- c. Notice of all meetings of the Faculty shall be sent to each member of the Faculty at least five school days prior to the meeting. Such notice includes the agenda for the meeting.
 - d. Proceedings in Faculty meetings shall be in accordance with the rules set forth in the most recent edition of Robert's Rules of Order except where otherwise provided for in these Bylaws or the regulations of the University of Missouri-St. Louis.
 - e. Official minutes shall be kept and made available to each member of the Faculty within a week of the meeting.
6. **The Intercampus Faculty Cabinet** - Three campus representatives will serve on the Intercampus Faculty Cabinet. Two of the three shall be elected by the University of Missouri-St. Louis Faculty to serve three-year staggered terms so that no more than one of the two elected members will be replaced or reelected in any year. The Senate Chairperson shall serve as the third member of the Intercampus Faculty Cabinet.

7. **Campus Standing Committees** -

- a. **Grievance Resolution Panel (GRP)** - The Panel shall perform the responsibilities prescribed by the Collected Rules and Regulations of the University of Missouri (370.010.C.1), "Academic Grievance Procedure." The role of the GRP is to address grievances brought by faculty members. The panel should consist of a senior administrator appointed by the Chancellor and two tenured faculty members, and two alternate faculty members. The faculty members will be chosen by the Faculty Senate after consultation with the Chancellor or the Chancellor's designee. Members shall serve two-year staggered renewable terms.
- b. **Degree Revocation Committee** - In accordance with 220.025, this committee shall have jurisdiction to consider any case in which revocation of a degree, diploma and/or certificate is proposed. The Committee shall be called the Campus Degree Revocation Committee. Four (4) members of the Campus Degree Revocation Committee and an alternate to serve in the event one of the four (4) members cannot serve, shall be appointed annually by the Chancellor after consultation with the Faculty Council or Faculty Senate. Each of the members of the Committee and the alternate shall be a faculty member on continuous appointment at the rank of Professor or Associate

Professor. In the event that the Chancellor approves the initiation of the procedures for revocation of a degree, diploma and/or certificate, the Chancellor shall appoint a fifth member of the Campus Degree Revocation Committee, who shall also be a faculty member at one of the campuses of the University of Missouri System on continuous appointment at the rank of Associate Professor or Professor and who shall be from the same discipline or a related discipline as the department faculty who recommended the award of the degree, diploma and/or certificate, but who shall not be a faculty member in such department. The Campus Degree Revocation Committee shall elect a Chair from among its five (5) members.

C. **STUDENT BODY**

1. **Membership** - The student body of the University of Missouri-St. Louis shall consist of all persons who are officially enrolled as regular full-time or part-time students in the University of Missouri-St. Louis.
2. **Responsibilities**- The student body shall have the responsibility to participate in the recommending and implementing of educational policy, particularly in the areas of academic and student affairs. The student body may, through its official representatives, make recommendation to the Vice Provost for Student Affairs or the Chancellor concerning general policy matters affecting the University of Missouri-St. Louis.

D. **STAFF**

1. **Membership** - Non-academic staff members participate in shared governance through The UMSL Staff Association, whose membership includes all benefits eligible administrative, service and support staff of the University of Missouri-St. Louis.
2. **Responsibilities** - The staff of the University of Missouri-St. Louis, through its official representatives, shall have the responsibility of considering methods and means by which employment conditions may be improved and the operating efficiency of the University of Missouri-St. Louis increased; receiving and considering matters concerning working conditions; making such recommendations that it deems appropriate, and communicating problems of mutual concern to the University of Missouri-St. Louis administration.

E. **FACULTY SENATE OF THE UNIVERSITY OF MISSOURI-ST. LOUIS**

(Hereinafter referred to as Senate)

1. **Responsibilities** - The Faculty Senate is the legislative and policy-making body of the Faculty. It carries out the responsibilities of the

Faculty (see Section 300.040 B.3) not reserved by the Faculty as a body or specifically delegated to the University Assembly (Section 300.040 E). The Senate, as a representative faculty voice, shall advise the chancellor and the UMSL faculty on questions of UMSL policy submitted by either to the Senate. It may also initiate recommendations concerning changes in UMSL policy for consideration and appropriate action by the chancellor or UMSL faculty.

2. **Delegation of Authority**

- a. Since the authority of the Senate is delegated to it by the Faculty, it is subject to over-rule by the Faculty.
- b. All authority delegated by the Senate to committees or individuals is subject to revocation by the Senate.

3. **Committees of the Senate** - In their deliberations the committees shall, when appropriate, consult with the Chancellor or other administrative officers; with representatives of the separate schools, colleges, and other parallel units which may be created from time to time; with departments and concerned faculty; and with students and student organizations. Committee recommendations shall be made to the Senate or to the appropriate administrative officer.

The Senate shall establish the following standing committees:

- a. **Committee on Committees** - The Committee on Committees shall be responsible for nominating for election all faculty members of the committees of the Senate and the University Assembly. The chair of the Committee shall be a faculty Senator.
- b. **Steering Committee of the Faculty Senate and University Assembly** (hereinafter referred to as the Steering Committee) - The Steering Committee shall consist of the Senate Chairperson, who shall serve as Chairperson of the Steering Committee, the Chancellor, the Secretary of the Senate, and three elected Senators. Chairs of Senate and Assembly Committees will be asked to attend Steering Committee meetings when their committees have items for the agenda of the next Senate or Assembly meeting. It shall be the responsibility of the Steering Committee:

- (1) To call regular and special meetings of the Senate and Assembly and to prepare the agenda prior to each meeting.
- (2) To coordinate the work and activities of the Senate and Assembly and of Senate and Assembly committees.
- (3) To meet regularly and frequently with the Chancellor to discuss matters of policy concerning the University of Missouri-St. Louis.
- (4) As an agency of the Senate and Assembly, to maintain

avenues of communication with the Faculty and student body of the University of Missouri-St. Louis, with campus administrative officers and the governing board of the University.

(5) To establish all guidelines for elections for membership in the Senate and Assembly and to supervise said elections.

- c. **Committee on Curriculum and Instruction** - The Committee shall have general responsibility for recommending to the Senate policies and procedures in the area of curriculum and instruction. It shall also recommend policies regarding graduation requirements, special honors programs, and academic publications such as catalogs and schedules of courses.

(1) The Committee also shall regularly recommend to the Senate the calendar of the University. It shall recommend policies relating to schedules of classes and final examination schedules. Departures from calendars and examination schedules will be recommended by this Committee.

(2) New degrees and degree programs proposed by the separate schools, colleges, and such other parallel units as may be created from time to time, shall be submitted by the appropriate dean or equivalent to the Committee for recommendation to the Senate.

(3) Curricular additions and changes will be sent by the appropriate dean or equivalent to the Committee to be examined for overlap and duplication. In the absence of overlap and/or duplication, such proposals will be reported to the Senate.

- d. **Committee on Appointments, Tenure, and Promotion** -

The Committee shall consist of full professors holding a tenure appointment. There shall be one member on the Committee elected from each of the parallel units. There shall also be two members elected at large from the campus. The Committee shall elect a chairperson from among its members.

(1) Initial academic appointments to the University of Missouri-St. Louis recommended as tenure appointments shall be submitted by the Department or Division concerned through the Dean or equivalent of the appropriate school, college, or other parallel unit. The Dean or equivalent shall forward the Department's or Division's recommendations with the Dean's or equivalent's own recommendations for approval or disapproval. After consideration, the Committee on Appointments, Tenure, and Promotion shall submit its recommendations to the Chancellor.

(2) Tenure recommendations for Faculty holding term appointments, and recommendations for promotion above the rank of assistant professor, shall be made in accordance with the procedure outlined above.

(3) It shall be the responsibility of this Committee together with the appropriate administrative officers, to establish, develop, and maintain in all areas of the University the highest standards of faculty quality.

e. **Committee on Promotion of Non-Tenure Track Faculty –**

The Committee shall consist of eligible faculty holding the rank of Teaching Professor, Clinical Professor, Extension Professor, or Research Professor and at least one full professor. There shall be one member on the Committee elected from each of the parallel units. There shall also be two faculty members elected at large from the campus. The Committee shall elect a chairperson from among its members.

(1) The Dean or equivalent shall forward the Department's or Division's recommendations with the Dean's (or equivalent) own recommendation for approval or disapproval of promotion to the Committee. After consideration, the Committee shall submit its recommendation to the Chancellor.

(2) Promotion recommendations will be made in accordance with procedures determined by the Committee, consistent with the *Collected Rules and Regulations of the University of Missouri*.

(3) The committee shall use standards created by the academic units and shall not create additional campus-wide standards.

(4) It shall be the responsibility of this Committee, together with the appropriate administrative officers, to establish, develop, and maintain in all areas of the University the highest standards of faculty quality.

f. **Committee on Research** - The Committee shall consist of two panels, one meeting in the fall semester and the other meeting in the spring semester.

(1) The Fall and Spring panels shall meet in the fall to elect a committee chairperson for each panel, to clarify program objectives, to coordinate deadlines, and to set guidelines for research proposals and awards. Thereafter, the panels shall meet during their semester of service to advise and make recommendations on:

(a) Competitions for internal grant funds, including financial support during the summer and during research leaves, support for research assistants, grants for equipment and supplies, and funds for travel to research locations, and

(b) Nominations for campus, University, and external research awards that are available campus-wide.

(2) Each panel shall also meet after completing its work in order to review procedures and develop recommendations for the following year's committee to consider.

(3) The committee chairperson shall vote only as a member of

the panel to which he/she has been elected.

(4) Panel members are ineligible to receive funding and awards under the jurisdiction of the panel on which they serve during the period of their service on the panel. The committee chairperson is ineligible to receive funding and awards under the Committee's jurisdiction during the entire year of his/her service as chairperson.

- g. **Committee on Research and Libraries** - The Research and Libraries Committee shall be responsible for recommending and reviewing issues and policy in the areas of research, research administration, and libraries, including library budgetary issues. It shall advise the Vice Chancellor for Research and the Dean of Libraries, serve as a liaison between the libraries and the university research community via the Senate, and consider any matter referred by the Senate, the Dean of Libraries, the Vice Chancellor for Research, or any member of the campus community.
- h. **Committee on Faculty Teaching and Service Awards** - The Committee shall formulate and publish guidelines for campus-wide teaching and service awards; solicit nominations for these awards as well as University and external teaching and service awards; and recommend candidates to the Chancellor. Members of the Committee are ineligible to receive awards under the Committee's jurisdiction during the entire period of their service on the Committee.
- i. **Committee on Academic Advisory and Assessment** -
The Committee shall have the general responsibility for making recommendations to the Provost on academic issues affecting the University, including general policies and procedures governing the evaluation of academic instruction and advising, and assessment of educational outcomes and other related academic and educational assessment matters. The Committee shall also regularly review and advise on policies and procedures in this area and recommend changes when appropriate.
- j. **Committee on Bylaws and Rules for the Faculty Senate and University Assembly** - The Committee shall:
(1) Receive all proposals for changes to the Bylaws and the Collected Rules and Regulations, review proposed changes to the Bylaws and the Collected Rules and Regulations, and initiate the process of Bylaws changes as smoothly and infrequently as possible.
(2) Recommend interpretation of the Bylaws and Collected Rules and Regulations upon the written request of the Senate Chairperson, and report its conclusions to the Senate.

(3) Compile and maintain a current set of Senate and Assembly Operating Rules, consider changes in Operating Rules, and report recommendations regarding Operating Rules to the Senate.

- k. **Committee on Research Misconduct** - The Committee shall perform the responsibilities prescribed by the Collected Rules and Regulations of the University of Missouri (420.010), "Research Misconduct."
- l. **Committee on Issues of Tenure Removal** - The Committee shall conduct hearings in removal cases or in disputed cases involving tenure rights and status as provided for in the Academic Tenure Regulations of the University of Missouri. This committee is referred to as the Campus Faculty Committee on Tenure in the Academic Tenure Regulations (310.050). Grievances by faculty members shall be handled through the Academic Grievances Procedure.
- m. **Oversight Committee** - The Committee shall perform the responsibilities prescribed by the Collected Rules and Regulations of the University of Missouri (370.010.C.11), "Academic Grievance Procedure." The role of the Oversight Committee is to monitor the grievance process as neutral observers and provide feedback on the process to the Faculty Senate, the Faculty, and the Provost's and Chancellor's offices.
- n. **Ad hoc Committees** - As the need arises, the Senate shall establish or recommend to the Chancellor establishment of ad hoc committees.
Ad hoc Senate Committees shall be established through Senate approval of nominees selected by the Senate Committee on Committees or by nomination from the floor of the Senate. The faculty composition for each ad hoc committee shall be determined by the Senate.
- o. **University-Wide and Statewide Committees** - Reports from University-wide and statewide committees may be presented to the Senate. Whenever possible, representatives of the University of Missouri-St. Louis serving on University-wide and/or statewide committees should advise the Senate Steering Committee if a report to the Senate is necessary.

F. UNIVERSITY ASSEMBLY OF THE UNIVERSITY OF MISSOURI-ST. LOUIS
(Hereinafter referred to as Assembly)

- 1. Membership** - The voting members of the Assembly shall consist of the elected members of the Faculty Senate; the UM System President; the Chancellor; and such others as are designated by the Senate in the Faculty Senate Operating Rules.
- 2. Responsibilities** - The Assembly provides a forum for many of the major stakeholders of the University, including administrators, faculty, staff and students, to work together. The Assembly may exercise those responsibilities of the Faculty (see Section 300.040 B.3) that are delegated by the Faculty as a body.
- 3. Meetings and Officers** - The Assembly shall meet regularly every other month during the academic year or in special meetings as called by the Steering Committee of the Senate and the Assembly (hereinafter referred to as the Steering Committee). The Steering Committee shall call a special meeting of the Assembly on request of the Chancellor or of any five members of the Assembly. Proceedings in Assembly meetings shall be in accordance with the rules set forth in the most recent edition of Robert's Rules of Order. A quorum shall consist of a majority of elected representatives.
 - a. The elected officers of the Assembly shall be the same as those for the Senate.
 - b. The Chairperson, or in the Chairperson's absence a voting member of the Assembly designated by the Chairperson, shall be the presiding officer at each meeting of the Assembly.
- 4. Committees of the Assembly** - All members of the eligible faculty, Administration, and Staff shall be eligible to serve on Assembly committees. Students who satisfy the eligibility requirements for service on the Assembly shall also be eligible to serve on Assembly committees. The standing committees of the Assembly shall be elected each year at the second organizational meeting of the Senate. The Assembly shall establish the following standing committees:
 - a. **Administrator Evaluation** - The Committee shall annually conduct an evaluation of administrators on the UM-St. Louis campus.
 - b. **Budget and Planning Committee** - This Committee makes recommendations to the Faculty Senate, the Chancellor and the Vice-Chancellor for Administration and Finance on matters concerning the long-range vision of the campus; plans to fulfill this vision; and budgetary matters as a consequence of the vision. This includes, but is not limited to, significant matters of a budgetary nature, and policies and priorities for strategic action plans. The Committee studies the Campus budget, keeps informed of its preparation and status, and consults with and advises the Chancellor on significant matters pertaining to budgetary affairs.
 - c. **Committee on Recruitment, Admissions, Retention, and Student Financial Aid** - The Committee shall:
 - (1) Monitor processes associated with recruitment, admissions, retention, and student financial aid and facilitate reporting to the Assembly.

(2) Recommend policies and procedures to the Assembly, the Dean of Enrollment, the Director of Student Retention Services, and the Director of Student Financial Aid regarding recruitment, admissions, retention, and student financial aid.

(3) Facilitate discussion with administrators and students on policies and procedures regarding scholarships, advisement and appeals.

d. Committee on Student Affairs - The Committee on Student Affairs shall be responsible for recommending and reviewing policy in the areas of non-academic regulations and student services, such as student organizations and student publications, advising administration on policies related to students, and recommending approval of new student organizations. The responsibilities of the committee may be exercised by subcommittees established in any of the above areas. Faculty and staff members with administrative responsibilities in these areas shall be members of the subcommittees dealing in those areas.

e. Committee on Physical Facilities, Space, and General Services - The Committee shall have the general responsibility for recommending to the Assembly policies and procedures in the areas of campus facilities and general services. It shall act in an advisory and fact-finding capacity for the planning of physical facilities, review and report priority matters relating to maintenance, construction, and support services to the Assembly, and review and process complaints and suggestions regarding physical facilities and services.

The Committee shall be responsible for formulating long-range space recommendations including the type and amount of space needed, and priorities. Proposals for a long-term or campus-wide nature will be brought to the Assembly for discussion, debate, and ultimate recommendation to the Chancellor.

Allocation of existing unused space will be recommended to the Chancellor by the Committee and reported to the Assembly.

f. Committee on Information Technology – The Committee shall be responsible for general policy issues regarding campus information technology.

g. Ad hoc Committees - As the need arises, the Assembly shall establish or recommend to the Chancellor establishment of ad hoc committees. Ad hoc Assembly committees shall be established through Assembly approval of nominees selected by the Senate/Assembly Committee on Committees or by nomination from the floor of the Assembly. The composition for each ad hoc committee shall be determined by the University Assembly.

G. AMENDMENTS

1. Proposed changes to these Bylaws shall be submitted to, or initiated by, the Bylaws and Rules Committee, which will follow the relevant procedures outlined above (D.2.I) and then provide them in written form to the Senate or Assembly as appropriate. The appropriate body shall then recommend passage or rejection of the proposed

amendment(s) by majority vote. Upon passage of an amendment by the Senate or Assembly, the Chancellor shall submit the proposed change to the Faculty of the University of Missouri-St. Louis for a vote at the Spring Faculty Meeting. Bylaw changes recommended by the Senate or Assembly shall be adopted by a majority of votes cast by the Faculty. Any amendments or modifications shall be presented by the Chancellor through the President to the Board of Curators for its approval before becoming effective.

2. Senate Operating Rules may be amended by majority vote of the Senate.
3. Assembly Operating Rules may be amended by majority vote of the Assembly.

The motion carried unanimously (8-0) by voice vote with no abstentions.

Audit, Compliance and Ethics Committee

Curator Layman provided time for discussion of committee business.

Internal Audit, Compliance and Ethics Annual Report, UM – presented by Chief Audit and Compliance Officer Piranio (information and slides on file for this information item)

Fiscal Year 2022 Risk Assessment and Proposed Internal Audit and Compliance Plans, UM – presented by Chief Audit and Compliance Officer Piranio (information and slides on file)

It was recommended by Vice President Rapp, endorsed by President Choi, recommended by the Audit, Compliance and Ethics Committee, moved by Curator Layman, seconded by Curator Williams, that the attached Fiscal Year 2022 Risk Assessment and Proposed Internal Audit and Compliance Plans (as on file with the minutes of this meeting) be approved.

The motion carried unanimously (8-0) by voice vote with no abstentions.

The Audit, Compliance and Ethics Committee had one other action item that was a vote for an executive session of the committee.

Health Affairs Committee Chair Report

Curator Wenneker provided an overview of committee business.

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

Quarterly Financial Report, MU Health - (slides on file for this information item)

Quarterly Compliance Report, MU Health – (slides on file for this information item)

School of Medicine Report – (slides on file for this information item)

MU Health Care Report – (slides on file for this information item)

Quality and Safety Report – (slides on file for this information item)

The minutes for the April 13, 2021 Health Affairs Committee meeting were approved at the June 17, 2021 committee meeting.

Governance, Compensation and Human Resources Committee

Curator Williams provided time for discussion of committee business.

Annual Benefits Report, UM – presented by Vice President Fischer (information and slides on file for this information item)

The Governance, Compensation and Human Resources Committee had one action item that was a vote for an executive session of the committee.

General Business

Strategic Theme Discussion – Delegation of Authority and Effective Decision Making – Presented by Steve Owens and Ryan Rapp (slides and handout on file)

A presentation and discussion were held centered around the following:

- Delegation of authority and effective decision making
- Academic freedom
- Use of consultants and task forces

Thomas Jefferson Statue Contextualization – (information on file)

Chief of Staff, Christine Holt presented background of the task force and their charge. The Curators had a discussion regarding the information.

It was moved by Curator Hoberock, seconded by Curator Brncic, that the following resolution be approved:

RESOLUTION

WHEREAS, the Board of Curators has the constitutional and statutory authority to govern the University; and

WHEREAS, the Board often delegates authority to other persons and groups to make decisions or provide advice, but it has not delegated its authority over university monuments and exterior spaces; and

WHEREAS, in July of 2020, a taskforce was formed to, among other things, provide advice in contextualizing the Thomas Jefferson statue located on Francis Quadrangle at the University of Missouri-Columbia (MU); and

WHEREAS, the Board believes that providing additional historical context to the statue aligns with and supports our mission to educate; and

WHEREAS, the task force reported that “[f]rom the first meeting, it became apparent that the charge to the taskforce was formidable, given the diversity of opinions held by the taskforce members and the number of histories that members thought needed to be acknowledged to fulfill the taskforce’s charge”; and

WHEREAS, the taskforce’s report and recommendation demonstrate the challenge of contextualizing Jefferson or the statue in a succinct, complete and objective manner with unanimous support from the taskforce itself; and

WHEREAS, the Board agrees with the taskforce that Jefferson is “a complex historical figure” and concludes, after careful consideration, that it is not possible to provide appropriate context for Jefferson’s personal accomplishments and shortcomings within the limitations of a wayward sign; and

WHEREAS, the Board agrees with the taskforce that a “QR code will allow further exploration of the details of all facets of Thomas Jefferson’s life by those who wish to pursue further information” and further believes this digital contextualization will help students, alumni, and visitors alike to appreciate the complexity of our great nation’s history; and

WHEREAS, an academic institution of higher learning has a core mission for advancing research and scholarly pursuits, the Board encourages historians to rigorously research and contextualize Thomas Jefferson and other historical figures through publications that will continue to add to our knowledge and understanding.

NOW, THEREFORE, BE IT RESOLVED, that the University of Missouri Board of Curators adopts the recommendation of the taskforce to establish a QR code near the Jefferson statue that will afford a balanced and enriching experience enabling all who visit the statue to develop their own informed perspectives;

BE IT FURTHER RESOLVED, that the Board releases the taskforce from its duties with gratitude and appreciation for the time, effort and sincere commitment of each of its individual members.

Roll call vote of the Board:

Curator Brncic voted yes.
Curator Chatman voted no.
Curator Graham voted yes.
Curator Graves voted no.
Curator Hoberock voted yes.
Curator Layman voted no.
Curator Wenneker voted no.
Curator Williams voted yes.

The motion did not pass with four votes in favor and four voted opposed.

After further discussion, it was then moved by Curator Chatman, seconded by Curator Graves, that the following resolution be approved:

RESOLUTION

WHEREAS, the Board of Curators has the constitutional and statutory authority to govern the University; and

WHEREAS, the Board often delegates authority to other persons and groups to make decisions or provide advice, but it has not delegated its authority over university monuments and exterior spaces; and

WHEREAS, in July of 2020, a taskforce was formed to, among other things, provide advice in contextualizing the Thomas Jefferson statue located on Francis Quadrangle at the University of Missouri-Columbia (MU); and

WHEREAS, according to the taskforce, “[f]rom the first meeting, it became apparent that the charge to the taskforce was formidable, given the diversity of opinions held by the taskforce members and the number of histories that members thought needed to be acknowledged to fulfill the taskforce’s charge”; and

WHEREAS, the taskforce discussion and experience, and the recommendation itself, demonstrate the challenge of succinctly contextualizing Jefferson and the statue; and

WHEREAS, the Board agrees with the taskforce that Jefferson is “a complex historical figure”, however after careful consideration, further concludes that to adequately and in proper context refer to Jefferson’s accomplishments and shortcomings within the confines of a wayside sign would be unattainable.

WHEREAS, an academic institution of higher learning has a core mission for advancing research and scholarly pursuits, the Board encourages historians to rigorously research and contextualize Thomas Jefferson and other historical figures that will add to our knowledge.

NOW, THEREFORE, BE IT RESOLVED, that the University of Missouri Board of Curators does not adopt the recommendation of the committee; and

BE IT FURTHER RESOLVED, that the Board releases the committee from its duties with gratitude and appreciation for the time, effort and sincere commitment of its individual members.

Roll call vote of the Board:

Curator Brncic voted no.
Curator Chatman voted yes.
Curator Graham voted yes.
Curator Graves voted yes.
Curator Hoberock voted yes.
Curator Layman voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried with seven in favor and one opposed.

MU History Committee Proposal (information on file)

It was moved by Curator Hoberock, seconded by Curator Wenneker, that the following resolution be approved:

RESOLUTION

WHEREAS, the Board of Curators has the constitutional and statutory authority to govern the University; and

WHEREAS, the Board often delegates authority to other persons and groups to make decisions or provide advice, but it has not delegated its authority over university monuments and exterior spaces; and

WHEREAS, a committee has proposed the “MU Legacy Walk”, which “will be both a physical walk on the University of Missouri campus and a corresponding online walk, or digital app”, and

WHEREAS, according to the committee, the purpose of the Legacy Walk “is to acknowledge the role enslaved people had in the founding and building of the University of Missouri-Columbia”; and

WHEREAS, as part of the proposed Legacy Walk, important historical figures would be recognized including Henry Kirklin, Lloyd Gaines, Lucille Bluford, Gus Ridgel, Mike Middleton, Marian O’Fallon Oldham, and Arvarh Strickland; and

WHEREAS, as part of the proposal, the fountain located between the Student Center and Strickland Hall would be designated as a place of reflection upon the contributions of those who contributed to the founding of the university.

NOW, THEREFORE, BE IT RESOLVED, that the University of Missouri Board of Curators finds that:

Important contributions were made by enslaved people in the founding and building of the University. Many other persons and groups also played roles which have gone unrecognized.

The proposal includes specific recognition of 15 people. While all 15 are important figures in the history of the university, Henry Kirklin, Lloyd Gaines, Lucille Bluford, Gus Ridgel, Mike Middleton, Marian O’Fallon Oldham, and Arvarh Strickland have been recognized in significant ways by the University through the naming of buildings, interior spaces, and academic and cultural centers after them; and

Designating the fountain between the MU Student Center and Strickland Hall as a place of reflection about the people who contributed to the establishment of the university is appropriate. A fountain of unity will acknowledge these contributions and represents the inclusive excellence we strive for going forward and that is built into the values of MU and all four universities within the UM System.

BE IT FURTHER RESOVED, that with the exception of the fountain, the Board of Curators does not adopt the committee’s proposal; and

BE IT FURTHER RESOVED, that the Board releases the committee from its duties with thanks and appreciation for the time, effort and sincere commitment of its individual members.

Roll call vote of the Board:

Curator Brncic voted no.
Curator Chatman voted yes.
Curator Graham voted yes.
Curator Graves voted yes.
Curator Hoberock voted yes.
Curator Layman voted yes.
Curator Wenneker voted yes.
Curator Williams voted no.

The motion carried with six in favor and two opposed.

Good and Welfare of the Board

Draft September 2, 2021 Board of Curators meeting agenda – no discussion (on file)

The public session of the Board of Curators meeting recessed at 2:30 P.M. on June 24, 2021.

Board of Curators Meeting – Executive Session

A meeting of the University of Missouri Board of Curators was convened in executive session at 3:00 P.M., on Thursday, June 24, 2021, in South 304 of the Memorial Student Union on the University of Missouri-Columbia campus, Columbia, Missouri, pursuant to public notice given of said meeting. Curator Darryl M. Chatman, Chair of the Board of Curators, presided over the meeting.

Present

The Honorable Julia G. Brncic
The Honorable Darryl M. Chatman
The Honorable Maurice B. Graham
The Honorable Todd P. Graves
The Honorable Greg E. Hoberock
The Honorable Jeffrey L. Layman
The Honorable Robin R. Wenneker
The Honorable Michael A. Williams

Also Present

Dr. Mun Y. Choi, President, University of Missouri
Mr. Stephen J. Owens, General Counsel

Ms. Cindy Harmon, Secretary of the Board of Curators
Mr. Remington Williams, Student Representative to the Board of Curators
Ms. Kamrhan Farwell, Chief Marketing and Communications Officer
Ms. Marsha Fischer, Vice President for Human Resources and Chief Human Resources Officer
Ms. Christine Holt, Chief of Staff, UM System
Mr. Ryan D. Rapp, Vice President for Finance and Chief Financial Officer

Audit, Compliance and Ethics Committee – Executive Session

Chief Audit and Compliance Officer Piranio and Vice President for Information Technology Chancellor joined the meeting.

Information Security Risk Assessment – presented by Chief Audit and Compliance Officer Piranio and Vice President for Information Technology Chancellor

No action taken by the Board.

Ms. Piranio and Ms. Chancellor excused themselves from the meeting.

Governance, Compensation and Human Resources Committee – Executive Session

It was recommended by the Governance, Compensation and Human Resources Committee, moved by Curator Williams and seconded by Curator Hoberock, that based on the review of the performance of Chief Audit and Compliance Officer, Michelle Piranio for the period July 1, 2020 through June 30, 2021, the Board of Curators approves that the base salary of Michelle Piranio be increased by 4%, effective September 1, 2021.

Roll call vote of Board of Curators:

Curator Brncic voted yes.
Curator Chatman voted yes.
Curator Graham voted yes.
Curator Graves voted yes.
Curator Hoberock voted yes.
Curator Layman voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

General Business

Approval, Long Form Employment Contract, Eli Drinkwitz – presented by General Counsel Owens (information on file)

It was recommended by Jim Sterk, endorsed by President Choi, moved by Curator Layman and seconded by Curator Graham, that the following recommendation be approved:

The Board approves the Contract for Employment with Eli Drinkwitz for the position of Head Men’s Football Coach for the University of Missouri-Columbia under the same or substantially similar terms as provided to the Board of Curators at the June 24, 2021 Board of Curators meeting (and as on file with the minutes of this meeting). The contract is subject to approval of General Counsel as to legal form.

Roll call vote of Board of Curators:

Curator Brncic voted yes.
Curator Chatman voted yes.
Curator Graham voted yes.
Curator Graves voted yes.
Curator Hoberock voted yes.
Curator Layman voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

Dr. Richard Barohn, Mr. Jonathan Curtright and Ms. Kay Davis joined the meeting.

Property Sale and Lease, MU – presented by Mr. Curtright

Information only item. No action taken by the Board.

Report on real estate matters – presented by Mr. Curtright

Information only item. No action taken by the Board.

Dr. Barohn, Mr. Curtright and Ms. Davis excused themselves from the meeting.

President's Report on personnel and contract matters – presented by President Choi

No action taken by the Board.

General Counsel's Report – presented by General Counsel Owens

No action taken by the Board.

Adjourn, Board of Curators Meeting and Committee Meetings, June 24, 2021

It was moved by Curator Williams and seconded by Curator Layman that the Board of Curators meeting and committee meetings, June 24, 2021, be adjourned.

Roll call vote of the Board:

Curator Brncic voted yes.
Curator Chatman voted yes.
Curator Graham voted yes.
Curator Graves voted yes.
Curator Hoberock voted yes.
Curator Layman voted yes.
Curator Wenneker voted yes.
Curator Williams voted yes.

The motion carried.

There being no other business to come before the Board of Curators, the meeting was adjourned at 5:25 P.M. on Thursday, June 24, 2021.

Respectfully submitted,



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

Approved by the Board of Curators on September 2, 2021.