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

BOARD OF CURATORS

Minutes of the Board of Curators Meeting
Thursday, April 18, 2024

A Health Affairs Committee meeting was held April 11, 2024 in conjunction with the April 18, 2024 Board meeting.

BOARD OF CURATORS MEETING – PUBLIC SESSION

A meeting of the Board of Curators was convened in public session at 9:00 A.M. on Thursday, April 18, 2024, in St. Pat's A&B of the Havener Center, Missouri University of Science and Technology, Rolla, Missouri, pursuant to public notice given of said meeting. Curator Robin R. Wenneker, Chair of the Board of Curators, presided over the meeting.

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

Also Present
Dr. Mun Y. Choi, President, University of Missouri
Mr. Mark A. Menghini, General Counsel
Ms. Cindy Harmon, Secretary of the Board of Curators
Dr. C. Mauli Agrawal, Chancellor, University of Missouri–Kansas City
Dr. Richard Barohn, Executive Vice Chancellor for Health Affairs
Mr. Ben Canlas, Vice President for Information Technology
Dr. Mohammad Dehghani, Chancellor, Missouri University of Science and Technology
Mr. John Denker, Chief Marketing and Communications Officer

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

General Business

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

Chair Wenneker recognized the 2023 Missouri S&T Remington R. Williams Student Leader of the Year Awardee Martin De La Hunt. The Chair also recognized the recent Curators' Distinguished Professor designations from Missouri S&T – Baojun Bai, Jagannathan Sarangapani and Irina Ivliyeva.

Chair Wenneker asked fellow Board members, President and Chancellors to regularly discuss and plan how we take the University of Missouri System forward and set the pace and compete in the dynamic and evolving landscape of higher education.

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

President Choi presented a report that included updates in the following areas for all System universities:

- Admissions
- Financial Aid
- Faculty Success
- Research and Development
- Major grants

2025 Board of Curators Meeting Calendar

It was recommended by Chair Wenneker, endorsed by President Choi, moved by Curator Holloway and seconded by Curator Williams, that the proposed 2025 Board of Curators meeting calendar be approved as follows:

PROPOSED 2025 BOARD OF CURATORS MEETING CALENDAR

DAY(S)	DATE(S)	LOCATION
Thursday	February 6	UM – Columbia
Thursday	April 24	Missouri S&T
Thursday	June 26	TBD
Thursday	September 11	UM – Kansas City
Thursday	November 20	UM – St. Louis

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

Review of Consent Agenda – No discussion.

Consent Agenda

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

CONSENT AGENDA

Action
A. Minutes, February 8, 2024 Board of Curators Meeting
B. Minutes, February 8, 2024 Board of Curators Committee Meetings
C. Minutes, February 28, 2024 Board of Curators Mizzou Intercollegiate Athletics Special Committee Meeting
D. Minutes, March 11, 2024 Board of Curators Special Meeting
E. Minutes, March 21-22, 2024, Board of Curators Retreat

F. Degrees, Spring Semester 2024 for all universities
G. Spinal Cord Injuries and Congenital or Acquired Disease Processes Research Program Proposals
H. Renaming, Engineering Research Lab to Applied Research Center, S&T
I. Resolution, Amend Scholarships with Automatic Renewability Clauses at UMSL
J. Amendment, Collected Rule and Regulation 10.030, Board Bylaws

A. Minutes, February 8, 2024 Board of Curators Meeting – as provided to the Curators for review and approval.

B. Minutes, February 8, 2024 Board of Curators Committee Meetings – as provided to the Curators for review and approval.

C. Minutes, February 28, 2024 Board of Curators Mizzou Intercollegiate Athletics Special Committee Meeting – as provided to the Curators for review and approval.

D. Minutes, March 11, 2024 Board of Curators Special Meeting – as provided to the Curators for review and approval.

E. Minutes, March 21-22, 2024 Board of Curators Retreat – as provided to the Curators for review and approval.

F. Degrees, Spring Semester 2024 for all universities

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 Spring Semester 2024, 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.

G. Spinal Cord Injuries and Congenital or Acquired Disease Processes Research Program Proposals –

That the research proposals approved by the Spinal Cord Injuries Research Program Advisory Board be approved as presented on the following pages (and as on file with the minutes of this meeting).

I. Rebalancing neuroendocrine regulation for cardiovascular recovery after spinal cord injury

Shaoping Hou, PhD
Associate Professor, Pathology & Anatomical Sciences
University of Missouri

Total funding recommended $50,000

II. Effects of Whole-body Electrical Muscle Stimulation Exercise on Spinal Motoneuronal Activation in Older Adults

Kristina Kelly, BS, EdM, MS, DPT
Assistant Research Professor, Physical Medicine & Rehabilitation
University of Missouri

Total funding recommended $50,000

III. Spinal Motor Neurons: The Weak Link in Alzheimer's Disease-Related Physical Decline

Nathan Kerr, PhD
Postdoctoral Fellow, Physical Medicine & Rehabilitation

University of Missouri

Total funding recommended $50,000

IV. Interrogating Two Culprits: Unraveling the Relationship Between Abnormal Motor Unit Activity and Corticospinal Tract Hyperexcitability in Amyotrophic Lateral Sclerosis

Arsh Ketabforoush, MD
Postdoctoral Fellow, NextGen Precision Health

University of Missouri

Total funding recommended $50,000

V. Investigating A Potential Novel ALS Therapy Using ACMSD Inhibitor

Samuel Lundt, PhD
Postdoctoral Fellow, Dalton Cardiovascular Research Center

University of Missouri

Total funding recommended $43,467

VI. Characterization of Pathology in Sural Nerves and Pelvic Limb Muscle Spindles in a Canine SOD1-ALS Model

Brandie Morgan-Jack, PhD
Assistant Research Professor, Ophthalmology
University of Missouri

Total funding recommended $50,000

VII. Impact of shRNA-hNEFL gene therapy for CMT2E in the axonal morphology and macrophages' transcriptome

Dennis Perez-Lopez, BS
Graduate Student, Molecular Microbiology & Immunology

University of Missouri

Total funding recommended $50,000

VIII. Neuro-ophthalmic biomarkers in a canine model of amyotrophic lateral sclerosis

Rebecca Whiting, PhD
Assistant Professor, Ophthalmology
University of Missouri

Total funding recommended $50,000

H. Renaming, Engineering Research Lab to Applied Research Center, S&T –

To rename the Engineering Research Lab (ERL) as the Applied Research Center (ARC), Missouri S&T

I. Resolution, Amend Scholarships with Automatic Renewability Clauses at UMSL –

The adoption of a resolution attached hereto and incorporated herein, captioned as follows:

A RESOLUTION TO AMEND SCHOLARSHIPS WITH AUTOMATIC RENEWABILITY CLAUSES AT UNIVERSITY OF MISSOURI-ST. LOUIS

WHEREAS, according to University of Missouri System Audit dated December 9, 2022, in FY 22 at the University of Missouri – St. Louis ("UMSL") 283 of 623 or 45% of the available annual and endowed scholarships ("Scholarships") were not awarded.

WHEREAS, three management action plans were agreed to as a result of the audit, one of which was an agreement by the UMSL Director of Student Financial Services ("SFS") and the UMSL Vice Chancellor of University Advancement ("Advancement") to review the Scholarships and update or clarify restrictive or limiting criteria with donors as needed and when possible, with an overall due date of June 1, 2024.

WHEREAS, as part of this process UMSL SFS and UMSL Advancement have identified approximately 160 Scholarships which contain the following language or words of similar effect: "*this scholarship shall be renewable for four years as long as the scholarship recipient continues to qualify …*" ("Renewal Clause").

WHEREAS, the Renewal Clause, while originally intended to promote and facilitate the making of awards, has become an impediment to awarding consistency and timeliness of award notifications. The uncertainty of whether a student will return or not can extend past the calendar deadline for awarding to other new or transfer students, resulting in a one year gap in making of awards in such cases.

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

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

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

1. Findings. The Board of Curators, in its judgment, deems it advisable to amend the terms and conditions of all UMSL Scholarships containing a Renewal Clause.

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

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

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

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

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

J. Amendment, Collected Rule and Regulation 10.030, Board Bylaws –

That Collected Rules and Regulations 10.030, Board Bylaws be amended as indicated in the attached documents (and as on file with the minutes of this meeting):

Collected Rules and Regulations
Administration
Chapter 10: Board of Curators

10.030 Board Bylaws

As adopted the 7th day of November 1969, in place of Bylaws adopted November 12, 1965, and amended January 19, 1968, and amended November 8, 1968; see also 172.100 RSMo. (1969); Amended Bd. Min. 12-14-79; Amended Bd. Min. 12-7-90; Amended Bd. Min. 7-15-94; Amended Bd. Min. 5-23-96; Amended Bd. Min. 9-26-97; Amended Bd. Min. 5-17-02; Amended Bd. Min 5-31-02; Amended Bd. Min. 11/21/02, Amended Bd. Min. 4/8/05, Amended Bd. Min. 7/21/06, Amended Bd. Min. 10/6/06, Amended Bd. Min. 4/6/07, Amended Bd. Min. 11-29-07, Amended Bd. Min. 6-11-10, Amended Bd. Min. 12-10-10, Amended Bd. Min. 2-1-13; Amended Bd. Min. 12-7-17; Amended Bd. Min. 5-17-22; Amended 4-18-24.

A. **Article I Definitions**

For purposes of these bylaws the following definitions shall apply:

0. **University** -- The term "University" or "University of Missouri" shall refer to the institution, in all of its parts, persons, property and relationships wherever situated, owned, operated, controlled, managed or otherwise regulated under the supervision or direction of The Curators of the University of Missouri or the Board of Curators of the University of Missouri.

1. **The Curators of the University of Missouri** -- The term "The Curators of the University of Missouri" shall refer to the corporate entity, of which the Board of Curators is the governing body.

2. **The Board of Curators of the University of Missouri** -- The term "Board of Curators of the University of Missouri," "Board of Curators," or "Board" shall refer to the governing board of The Curators of the University of Missouri, and shall be composed of the Curators duly appointed and qualified as provided by law.

3. **The Executive Committee of the Board of Curators of the University of Missouri** -- The term "Executive Committee of the Board of Curators of the University of Missouri" or "Executive Committee" shall refer to that committee of the Board of Curators appointed to act for and on behalf of the Board of Curators when such Board of Curators is not in session. Such Executive Committee shall be deemed to be the Executive Board and Executive Committee as heretofore known.

4. **The Site of the University of Missouri** -- The term "site" of the University of Missouri shall be deemed to include each and every campus of the University; any real estate owned by the University, and wherever located and any other land or building in the possession or under the control of the University, whether owned, leased, rented, held under purchase contract, or owned by others for the use and benefit of the University, during any and all

times that such land or buildings, or parts thereof may be under the actual control and in the actual possession of the University.

5. **Chair of the Board** -- The term "Chair of the Board," "Chair," "Chairman," "Chairwoman," or "Board Chair" shall refer to the Curator who is the duly elected or acting Chair of the Board of Curators. The individual so elected shall also be deemed to be serving as President of the Board of Curators within the meaning of statutory section 172.090 and all other sections of Chapter 172 of the Revised Statutes of Missouri, and shall be authorized to execute on behalf of the Board of Curators of the University of Missouri and The Curators of the University of Missouri, a public entity, all documents as President of the Board or Chair of the Board as deemed appropriate, and hereinafter as may be referred to as “Chair," "Chairman," “Chairwoman,” or “Board Chair.”

6. **President of the University** -- The term "President of the University" or "President" shall refer to the duly appointed or acting President of the University, and who shall be the chief executive and academic officer of the University.

7. **Campus** -- The term "campus" shall refer to an academic or administrative subdivision of the University as established by the Board of Curators.

8. **Appointments** -- The appointments of all officers and employees of the University, although made for administrative or fiscal purposes for a specific term, may be terminated by the Board of Curators at any time at the pleasure of the Board of Curators. Notwithstanding any rule, regulation or policy of the University to the contrary, all such appointments are subject to the right of the Board of Curators to adjust salaries and benefits, on a prospective basis only, at any time during the indefinite term or continuous appointment of all officers and employees of the University provided that: (a) such adjustments shall be for the shortest period of time and in the smallest increments consistent with those that the Board deems necessary; (b) adjustments shall be across the board on an equitable basis to all similarly situated University officers and employees and shall not be used to single out any given faculty, staff or administrator to be the subject of such adjustments; and (c) the foregoing shall not be deemed to abolish or abridge any right of academic personnel to academic freedom or any right under the tenure regulations of the University except as to any perceived right, express or implied, to salary level and/or benefits under said regulations or appointment papers.

B. **Article II The Board Authority and Responsibilities**

Board Duties and Responsibilities -- Pursuant to the Constitution and the Revised Statutes of the State of Missouri, the governance of The Curators of the University of Missouri, a body politic, the corporate entity sometimes referred to as the University of Missouri, is ultimately vested in the Board of Curators. As such, the Board may do the following:

a. Determine and periodically review the University's mission and purposes, not inconsistent with state constitutional and/or statutory provisions.
b. Appoint the President, who shall be the University's chief executive officer, and set appropriate terms of employment, including compensation.
c. Support the President and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
d. Determine broad policy guiding the appointment of all faculty members and employees, on the recommendation of the President, and consistent with its other policies and regulations adopted by the Board.
e. Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission, plans, and financial resources.
f. Approve the annual budget and tuition and fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
g. Contribute financially to the University's fund-raising goals, participate actively in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to Board policy guidelines.
h. Adopt bylaws, rules, and regulations for the government of its members, and University officers, agents, and employees, and require adherence to such rules, including, but not limited to, those pertaining to governance and ethics and conflict of interest.
i. Determine the University's structure and major academic programs and services needed for the successful conduct of its mission and purposes.
j. Grant diplomas and confer degrees based upon the recommendation of the President and faculty.
k. Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President and other responsible parties, as the Board shall determine.
l. Periodically assess its own performance, in order to set an example for the University community and to seek ways to strengthen its effectiveness as a governing body.
m. Exercise such other authority as from time to time it deems appropriate not inconsistent with the applicable laws and regulations of the United States of America and applicable laws and regulations of the State of Missouri.

2. **Curator Duties and Responsibilities** -- Recognizing the significance of serving on the Board of Curators of the University of Missouri, each Board member shall adhere to the following principles:
    a. To remember that no individual Board member has legal standing or authority to act on behalf of the Board or the University. Only the full Board as a governing body is vested with such authority, though the Board Chair ordinarily is entitled to "speak for" the Board, and the President is entitled to "speak for" the University consistent with Board policies and actions.
    b. To devote time to learn how the University's mission and multiple purposes are met – its uniqueness, strengths, and needs.
    c. To become familiar with, committed to, and abide by the Board's responsibilities and policies, as set forth in the bylaws and rules and regulations adopted by the Board and the applicable laws of the State of Missouri.
    d. To accept and defend academic freedom and the practice of collaboration governance as fundamental characteristics of good University governance.
    e. To assist the Board in its efforts to balance its responsibilities in serving its broad public trust with advocacy for the University's needs to fulfill its mission and purposes.
    f. To adhere to and comply with policies adopted from time to time pertaining to governance and ethics and conflict of interest, including timely filing of all required public disclosures.

C. **Article III The Board of Curators**

1. **Meetings**

a. **Annual meeting** -- The regular meeting of the Board held during the month of May or June of each year as scheduled by the Board, shall be deemed to be the annual meeting of the Board, and shall be held on such date in May or June as is fixed by the Board.

b. **Regular meetings** -- The Board may hold regular meetings at a time and place to be fixed by the Board. The time and place of a regular meeting may be changed by order of the Board.

c. **Special meetings** -- A special meeting of the Board may be called at any time by the Chair of the Board, or in case of his/her absence, disability, or refusal to act, by the joint action of three Curators. At least 24 hours notice of the time and place of each such meeting shall be given by letter, facsimile transmission, email or telegram mailed or sent to each Curator at his/her address on file with the Secretary. Such notice to a particular Curator may be waived by the Curator in writing and shall be deemed waived by the Curator by attendance at the

special meeting. Only those subjects specified in the call for a special meeting will be considered at such special meeting except by unanimous consent of all Board members, whether present or not, and consistent with applicable law.

d. **Adjourned meetings** -- Adjourned meetings may be ordered and held by the Board at such time and place as may be agreed upon.

e. **Meeting Agenda** -- The agenda and order of items on the agenda for all meetings of the Board, including those identified in subparagraphs a, b, c and d above, shall be established jointly by the Board Chair and the President of the University. The Board Chair, any committee of the Board, with the assistance and advice of the University officer staffing the respective committee, or any three members of the Board acting together, may place items on the agenda. Any Curator or General Officer may recommend items for the agenda subject to approval by the Board Chair. The agenda shall be developed and notice thereof made public in compliance with the applicable laws of the State of Missouri and current and future policy and regulations adopted by the Board.

f. **Consent Agenda** -- Items shown on the established agenda for a meeting of the Board may be placed upon a consent agenda whereby all items placed thereon are approved by summary action of the Board. Items may be placed on the consent agenda by the President of the University, the Chair of the Board, or the Chairperson of any committee of the Board electing to place such item on the consent agenda; provided the same is accomplished no less than one hour prior to the convening of the meeting of the Board, and the Secretary to the Board shall present such consent agenda to the members of the Board no later than immediately prior to the convening of the meeting; and further provided that any member of the Board of Curators may remove any item from the consent agenda by notifying the Chair of the Board of the election to remove the item at any time prior to a vote being taken on that item. The consent agenda requires approval by a vote of a majority of the Board for passage and adoption of each item on the consent agenda.

g. **Conduct of Meeting** – The Board may conduct any meeting by conference telephone call or other communication equipment by means with which all persons participating in the meeting can communicate with each other. Only members of the Board, the President and those individuals recognized by the

Chair or President may address the Board at any meeting of the Board.

h. **Executive Session (Closed Session)** – When the Board or any committee of the Board meets in executive session (sometimes referred to as closed session), all matters discussed in that session are to be considered as confidential, except that such information can be shared with absent Board members or University officers, agents or employees who need to know. Actions taken in executive session shall be released to the public if required by the provisions of the Sunshine Law contained in Chapter 610 of the Revised Statutes of Missouri or Board rules contained in Section 10.060 of the Collected Rules and Regulations of the University of Missouri entitled Board and Committee Meetings.

2. **Attendance Policy**
   a. If a member of the Board is found by unanimous vote of the other Curators to have failed to attend without good cause two consecutive regular meetings of the Board in any calendar year, then the office of such Curator shall be vacant.
   b. If a vacancy shall occur by death, resignation, or from any other cause, the Chair of the Board shall notify the Governor within thirty days of such vacancy.
3. **Officers of the Board**
   a. **Chair of the Board** -- The Board shall choose from its own membership at the last regular meeting of the Board in each calendar year to take office on January 1 of the next year, a Chair of the Board who shall hold office for a term of one year or until his/her successor takes office. The Chair shall serve as presiding officer of the Board and shall carry out such duties as may be delegated to him/her by the Board. The individual elected to serve as Chair of the Board shall be deemed as having been elected to serve as President of the Board within the meaning of the statutory provisions of the State of Missouri, all as referred to in the definitions contained in Article I of these bylaws.
   b. **Vice Chair of the Board** -- The Board shall choose from its own membership at the last regular meeting of the Board in each calendar year to take office on January 1 of the next year, a Vice Chair of the Board who shall hold office for a term of one year or until his/her successor takes office. The Vice Chair shall carry out the duties of the Chair in his/her absence or inability for any reason to serve, and hereinafter may be referred to as “Vice Chair," "Vice Chairman,” “Vice

Chairwoman" or "Board Vice Chair." The individual elected as Vice Chair shall be deemed as having been elected to serve as Vice-President of the Board of Curators within the meaning of the statutory provisions of the State of Missouri.

c. **Secretary** -- The Board shall appoint a Secretary of the Board of Curators to serve at the pleasure of the Board. The Secretary shall keep the minutes of the meetings of the Board and the Executive Committee, shall be the official custodian of the seal and all records of the Board, and shall have such other duties as may be from time to time fixed by the Board. The Board may appoint and define the duties of such assistant secretaries of the Board as it deems desirable.
d. **General Counsel** -- The General Counsel shall be the chief legal officer of the University, shall be appointed by the Board to serve at the pleasure of the Board, and shall have such duties and responsibilities as may be assigned by the Board. The General Counsel shall serve as parliamentarian for meetings of the Board, unless a different individual is appointed to serve as parliamentarian by the Chair of the Board.
e. Any vacancy in any office of the Board caused by any reason may be filled by the Board for the unexpired term.

4. **Committees**
   a. **Executive Committee** -- The Chair of the Board, subject to approval of the Board, shall appoint from the Board an Executive Committee of three members, and may fill vacancies at any time. The Chair of the Board shall serve as one of the three Executive Committee members and as the Chair of the Executive Committee. Such Executive Committee members shall hold office until their successors have been duly appointed. The Executive Committee, when the Board is not in session, shall have the powers of the Board to take such action as the Executive Committee may deem to the best interest of the University; provided, however, that such action shall be in accord with the provisions of these bylaws, and not in conflict with the standing rules and regulations of the Board. A complete record of all actions of the Executive Committee shall be kept by the Secretary of the Board, and a copy of such record shall be submitted to each member of the Board monthly and in advance of the next regular meeting of the Board. Actions of the Executive Committee may be ratified, approved, or modified at the next regular meeting of the Board, but any modification thereof shall be prospective only.

If, at its next regular meeting, the Board takes no action on an Executive Committee action, the record of which was submitted to the Board prior to that regular meeting, such action shall be deemed ratified by the Board. The vote of any members on any question coming before the Executive Committee may be taken in person, by telephone, telegraph, facsimile transmission, email or letter. Concurrence of three members shall constitute action of the Executive Committee. The Executive Committee shall be entitled to take such action as deemed necessary under the provisions of Section 172.230 and other provisions of the Revised Statutes of the State of Missouri, as amended.

b. **Other Committees** -- The Chair of the Board may appoint subject to approval of the Board other standing or special committees of the Board from time to time and delegate to such committees such authority as the Board may deem appropriate to carry out the objects of such committees. Membership on such committees need not be limited to members of the Board.

5. **Quorum** -- Five members of the Board of Curators shall constitute a quorum for the transaction of any and all business of the Board. Except as otherwise provided by these bylaws, a majority of the members of any committee of the Board shall constitute a quorum for the transaction of any and all business of the committee at any committee meeting held in conjunction with a meeting of the Board. All members of any committee of the Board shall constitute a quorum for the transaction of any and all business of any committee at any committee meeting which is not held in conjunction with a meeting of the Board.
6. **Action by Majority** -- Any action by the Board or any committee may be taken by the majority vote of the members present at any meeting of the Board or a committee when a quorum is present, unless otherwise specifically herein provided.
7. **Recording Vote** -- The Secretary of the Board shall keep the minutes of the meetings of the Board of Curators and committees in which shall be recorded the vote on all motions or resolutions coming before said Board or committee. Roll call votes shall be taken when required by law and voice votes shall be taken on all other matters. When taking a voice vote, curators will be requested to cast their vote orally indicating whether they favor, oppose or abstain from the motion or resolution. When the results of a voice vote indicate that the vote is not unanimous of all

curators voting and abstaining, a roll call vote on the matter shall immediately follow.

8. **Delegation of Authority** -- So much of the authority of the Board as it may deem necessary may be delegated to such officers and employees or to committees appointed by the Board provided such delegation of powers shall be given by recorded Board action.

D. **Article IV Organization of the University**

1. **President of the University**
   a. The President of the University shall be the chief executive and academic officer of the University. The President shall have direct charge of, and be directly responsible to the Board for the operation of the University.
   b. The President shall, so far as his/her duties may permit, attend all meetings of the Board and of the Executive Committee, but he/she may be excused at any time.
   c. He/she shall, at each regular meeting of the Board, report upon the progress, condition and needs of the University, and recommend such measures as in his/her judgment will promote the University's interests.
   d. The President of the University, as the chief academic officer of the University, shall be responsible to the Board for the academic programs of the University; procurement of staff; the establishment and maintenance of separate schools, colleges and departments of instruction within the University; the relationships and coordination of educational activities between campuses, special divisions and units; and the planning, development and carrying out of all research projects.
   e. The President, as the chief academic officer of the University, shall have the right to preside and vote at any faculty meeting. He/she shall appoint all non-Board committees of the University, unless otherwise provided by the Board.
   f. Any University Rules and Regulations, Executive Orders and Executive Guidelines of the President or delegations of general authority shall be filed with the Secretary of the Board and unless otherwise specified, shall be effective from the time of such filing until changed, modified or repealed by the President or by the Board.
   g. The President of the University will establish policies for intercollegiate athletics in compliance with the rules and regulations of applicable regional or national athletic conferences or associations, so long as these rules and

regulations are not in conflict with policies, rules or regulations of the Board. The President will report periodically to the Board of Curators on the intercollegiate athletic programs.

2. **Campuses of the University**
   a. **General**
      (1) Campuses of the University of Missouri shall be established by the Board. Each campus shall be a unit of the University.
      (2) Campus chancellors, provosts and other officers as may be specifically designated by the Board shall be appointed by the Board upon recommendation of the President.
   b. **Individual Campuses** -- Until otherwise provided by the Board, there are the following campuses of the University (to include their respective sites, academic programs, and administrative staff as now constituted):
      (1) University of Missouri-Columbia;
      (2) Missouri University of Science and Technology;
      (3) University of Missouri-Kansas City; and
      (4) University of Missouri-St. Louis.

3. **University System Units** -- University System units may be created to carry out such functions as may be assigned them by the President of the University. These units shall be under the direct supervision of the President, but shall perform their functions in consultation and cooperation with the chief administrative officer of each campus as to their activities and programs on the respective campuses.

E. **Article V Academic Staff**

1. Until further order of the President or the Board, the colleges, schools and other departments with offices of deans or department directors as presently established and degrees as presently offered shall be continued.
2. Faculties may organize to carry out the responsibilities and functions which may be delegated to them. The form of any such organization and any amendments or modifications thereto shall be presented through the President to the Board for its approval before becoming effective. Notwithstanding any language to the contrary set forth anywhere else in the Collected Rules and Regulations, any and all changes to undergraduate admissions standards shall be subject to formal review and approval by the Board of Curators before becoming effective.

F. **Article VI Students**

1. A **student** at the University shall be any person who is registered in or pursuing any educational program of the University.
   a. Temporary interruptions of registration between academic periods of the University shall not necessarily terminate student status.
   b. Such students are subject to classifications, as may be established from time to time by the Board or the President, and shall be subject to such rules, regulations and restrictions as may now be established or hereafter from time to time established by the Board or the President.
2. **Delegation of Administration**
   a. The Board of Curators hereby delegates to the President of the University the responsibility for administering policies pertaining to the conduct of students and student organizations at the University as such conduct relates to the lawful mission, process or function of the University.
   (1) The President may issue University Rules and Regulations and may authorize campus rules and regulations to be adopted, issued and published implementing Board Rules and Regulations establishing standards of conduct and to provide for administration of University and campus regulations.
   (2) Failure to adopt such rules and regulations, however, shall not relieve any student or student organizations of the obligation to adhere to Board Rules and Regulations establishing general standards of student conduct.
   b. University or campus rules, regulations and procedures as herein authorized shall be in accordance with the Board Rules and Regulations and shall provide for prompt consideration and disposition of alleged violation of such University or campus rules and regulations; provided, however, that such procedures shall be in accordance with basic standards of fairness and shall be simple and appropriate to the nature of the case, and shall provide for notice and a hearing.
3. Until changed, modified or repealed, the provisions of the present Board Rules and Regulations relating to students which are not inconsistent with the provisions of these bylaws shall be considered to be in force.

G. **Article VII Board Rules and Regulations**

1. Any action by the Board establishing policy or methods of procedure, administrative, business, academic, or otherwise, shall be known as "Board Rules and Regulations."

2. Board Rules and Regulations may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.
3. All policies and procedures falling within the definition of Board Rules and Regulations as herein defined, and in existence upon the date of the adoption of these bylaws, shall be a part of the Board Rules and Regulations.
4. Board Rules and Regulations shall be effective upon adoption by the Board unless a different effective date be fixed by the Board.
5. The Secretary of the Board shall keep all Board Rules and Regulations on file in his or her office, and may publish Board Rules and Regulations from time to time.
6. In the absence of an applicable bylaw, the Board shall be guided by Roberts Rules of Order, particularly those rules relating to Boards.

H. **Article VIII Amendment of Bylaws**

1. New bylaws may be adopted, and bylaws may be amended or repealed, at any meeting of the Board, but no such action shall be taken unless notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or notice in writing of the proposed change shall have been served upon each member of the Board at least thirty days in advance of the final vote upon such change; provided, however, that by consent of each member, regardless of whether present at the meeting of the Board, the requirements for such notice may be waived at any time. Any provisions of these bylaws, with the exclusion of this Section 10.030H.1 pertaining to the amendment of bylaws, may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than 2/3 of the members of the Board in attendance at the meeting where such suspension is being considered.

I. **Article IX Adoption of Bylaws**

1. These bylaws shall be and become effective on the 1st day of July, 2010. All former bylaws of the Board are hereby repealed.
2. These bylaws, as adopted and from time to time amended, shall be known and cited as Board Bylaws of 2010.

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

Board of Curators standing committee meetings were convened at 9:25 A.M. and concluded at 11:53 A.M. on Thursday, April 18, 2024. Committee actions were presented to the full Board for action following each Committee vote.

Finance Committee

Curator Graves provided time for discussion of committee business.

Fiscal Year 2025 Budget Update, UM – presented by Executive Vice President Ryan Rapp (slides and information on file for this information only item)

Debt and Credit Update, UM – presented by Rob Kanzer with Janney and Kevin Hogg, UM Treasurer (slides and information on file for this information only item)

Approval of Five-year Capital Plans for MU, MU Health Care, Missouri S&T, UMKC and UMSL – presented by Ryan Rapp (slides and information on file)

It was recommended by President Choi, Chancellor Agrawal, Chancellor Dehghani, and Chancellor Sobolik, recommended by the Finance Committee, moved by Curator Graves and seconded by Curator Layman, that the:

MU: Capital Plan included in Finance Plan:

- Center for Energy Innovation (A/E Hire April 2023)
- NextGen MURR Phase I
- MU Research Reactor Lab Expansion (A/E Hire Feb 2024)
- Radioisotope Facility at Discovery Ridge
- Electrical Interconnection and Substation (A/E Hire Feb 2023)
- Pickard Hall – Decommissioning and Mitigation

Strategic Projects Development Plan:

- Memorial Stadium Improvements
- Animal Resource Center – Vivarium Facility Expansion
- Roy Blunt NextGen Precision Health Building – 4th Floor
- New Swine Research Facility

• Jesse Hall Exterior Masonry/Metal Repairs & Window Replacement

MUHC: Capital Plan included in Finance Plan:

• Children's Hospital Facility – Third Floor Surgery Fit-Out

Strategic Projects Development Plan:

• MUHC Campus Consolidation & Inpatient Services Expansion

UMKC: Capital Plan included in Finance Plan:

• KCUR Building

Strategic Projects Development Plan:

• New Brookside Arena
• Olson Performing Arts Center Addition & Renovations
• New Science, Engineering, and Research Building

S&T: Strategic Projects Development Plan:

• Bioplex
• Physics Building Renovation
• Innovation Campus Program Expansion
• Computer Science Building Renovation
• Scaling Facility
• Partnership Research Facility
• University Center West

UMSL: Capital Plan included in Finance Plan:

• Central Utility Plant – North Campus

Strategic Projects Development Plan:

• Stadler Hall Renovation

be approved for further planning and development as described in the following materials.

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

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

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

the project approval for the MURR Lab Expansion, MU

Funding of the project budget is from:

MURR Reserves	4,500,000
Third-Party Contracts	29,500,000
Total Funding	$34,000,000

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

Governance, Compensation and Human Resources Committee

Curator Fry provided time for discussion of committee business.

2023 Annual Benefits Report, UM (written report only) – presented by Vice President Fischer (information on file for this information only item)

Academic, Student Affairs, Research and Economic Development Committee

Curator Sinquefield provided time for discussion of committee business.

Intercollegiate Athletics Annual Report, Missouri University of Science and Technology – presented by Missouri S&T Athletic Director, Melissa Ringhausen (slides on file for this information item)

Strategic Plan Update – Missouri University of Science and Technology – presented by Provost Colin Potts (slides and information on file)

It was recommended by Missouri University of Science and Technology Chancellor Mo Dehghani, endorsed by President of the University of Missouri Mun Y. Choi, recommended by the Academic, Student Affairs and Research & Economic Development Committee, moved by Curator Sinquefield, seconded by Curator Fry that the following action be approved:

> that the Missouri University of Science and Technology strategic plan be approved as provided in the materials (and as on file with the minutes of this meeting).

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

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

Audit, Compliance and Ethics Committee

Curator Holloway provided time for discussion of committee business.

Internal Audit Compliance and Ethics Quarterly Report, UM – presented by Deena King (slides and information on file)

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

Health Affairs Committee Chair Report

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

The minutes for January 30, 2024 Health Affairs Committee meeting were approved at the April 11, 2024 committee meeting. All information reports presented at the committee meeting are on file with the minutes of this meeting.

General Business

Missouri University of Science and Technology Campus Highlights – presented by Chancellor Dehghani (slides on file for this information item)

Mizzou Intercollegiate Athletics Special Committee

Curator Blitz provided time for discussion of committee business.

Resolution – Memorial Stadium Improvement Project, MU

It was moved by Curator Blitz and seconded by Curator Williams, that:

The Board of Curators approves the following resolution to engage DLR Group, a Missouri-based firm with its office in Kansas City as the architect for the Memorial Stadium Improvement project for a total fee of $15,836,505. The fee includes design and necessary pre-construction services for the project. The program and planning study recommended a total project budget of $250,000,000.

UNIVERSITY OF MISSOURI BOARD OF CURATORS RESOLUTION:

Memorial Stadium Improvements, MU

The University of Missouri Board of Curators, meeting on this 18th day of April 2024, resolves as follows:

Whereas, MU Athletics is an integral part of the University of Missouri and plays a critical and visible role in the University's overall reputation, image, and brand; and

Whereas, MU Athletics and its success galvanizes Missourians in support of the University, its mission, and its athletics programs, further enhancing sentiment in favor of the University and public higher education; and

Whereas, the Memorial Stadium, which opened in 1926, currently has a seating capacity for 61,620 fans and needs upgrades to improve the fan experience and increase capacity to be competitive in the SEC; and

Whereas, the completion of the Memorial Stadium programming and planning study by DLR provides a $250,000,000 project that offers a fan experience commensurate with the high standards of the SEC, while respecting the tradition and history of Memorial Stadium and the MU campus; and

Whereas, improvements to Memorial Stadium are expected to generate new revenues including significant philanthropic support; and

Whereas, the DLR team has completed many large relevant projects, including the Los Angeles Memorial Stadium Renovation, the University of Houston TDECU Football Stadium, and the University of Louisiana Cajun Field Renovation. DLR has also completed multiple football stadium master plan and visioning studies for top University athletics programs.

Whereas, construction and operation of an improved Memorial Stadium will support the economic development efforts of the University and mid-Missouri.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Curators does hereby adopt, direct, and authorize the following actions to be taken by MU:

1. Engage DLR Group as the architect for the Memorial Stadium Improvement project for a total fee of $15,836,505. The fee includes design and necessary pre-construction services for the project, and

2. Issue the necessary solicitations to engage a Construction Manager at Risk to assist with preconstruction services (cost estimating, schedule, identify long lead items and procurement strategies, value engineering and constructability).

Roll call vote:

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

The motion carried.

General Business

Good and Welfare of the Board – Draft June 27, 2024 Board of Curators meeting agenda – no discussion (on file)

Resolution for Executive Session of the Board of Curators Meeting, April 18, 2024

It was moved by Curator Williams and seconded by Curator Holloway, that there shall be an executive session with a closed record and closed vote of the Board of Curators meeting April 18, 2024 for consideration of:

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

Roll call vote of the Board:

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

The motion carried.

The public session of the Board of Curators meeting recessed at 11:55 A.M. on April 18, 2024.

12:00 P.M. – Luncheon for the Board of Curators, President, and University of Missouri System Leaders (by invitation)
Location: St. Pat's C, Havener Center

Board of Curators Meeting – Executive Session

A meeting of the University of Missouri Board of Curators was convened in executive session at 1:45 P.M., on Thursday, April 18, 2024, in Silver and Gold Room, Havener Center on the Missouri University of Science and Technology campus, pursuant to public notice given of said meeting. Curator Robin R. Wenneker, Chair of the Board of Curators, presided over the meeting.

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

The Honorable Todd P. Graves was absent for the executive session.

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

Interim Chief Audit and Compliance Officer, Deena King, joined the meeting.

Audit, Compliance and Ethics Committee Meeting – Executive Session

Report on internal audit and information security – presented by Deena King

No action taken by the Board.

Deena King excused herself from the meeting.

Steven Chaffin from System Academic Affairs joined the meeting.

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

Curators' Distinguished Professor Emerita, Uma Segal, UMSL – presented by Steven Chaffin (information on file)

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

that upon the recommendation of Chancellor Sobolik, President Mun Y. Choi, the Provost, and the University of Missouri System Office of Academic Affairs, it is recommended that Professor Uma Segal be named to the position University of Missouri Curators' Distinguished Professor Emerita, effective 06/01/2024.

Roll call vote of the Board:

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

The motion carried.

Curators' Distinguished Professor Emeritus, Robert Sharp, MU – presented by Steven Chaffin (information on file)

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

Layman, that the following action be approved:

> that upon the recommendation of President Mun Y. Choi, the Provost, and the University of Missouri System Office of Academic Affairs, it is recommended that Professor Robert Sharp be named to the position University of Missouri Curators' Distinguished Professor Emeritus, effective 01/01/2024.

Roll call vote of the Board:

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

The motion carried.

General Business

[340]Property Disposition, UMKC – presented by Executive Vice President Ryan Rapp and Kevin Hogg

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

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

No action taken by the Board.

General Counsel's Report – presented by General Counsel Menghini

No action taken by the Board.

Curator's Only Report

Secretary of the Board of Curators, Cindy Harmon, announced her plan to retire from the University on August 15, 2024.

No action taken by the Board.

Adjourn, Board of Curators Meeting and Committee Meetings, April 18, 2024

It was moved by Curator Williams and seconded by Curator Layman that the Board of Curators meeting and committee meetings, April 18, 2024, be adjourned.

Roll call vote of the Board:

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

The motion carried.

There being no other business to come before the Board of Curators, the meeting was adjourned at 5:00 P.M. on Thursday, April 18, 2024.

Respectfully submitted,

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

Approved by the Board of Curators on June 27, 2024.