The Board of Trustees of the State University of New York met on January 12 and 13, 2015 at the State University Plaza in Albany, New York pursuant to a notice sent by the Office of the Secretary of the University on December 26, 2014.

January 12, 2015
3:36 p.m.

Trustees Present: Chairman McCall, Mr. Belluck (via video) Mr. Corngold, Dr. Dullea, Dr. Ehrenberg, Dr. Fatta (via video), Dr. Good, Dr. Knuepfer, Mrs. Lewin, Dr. Lichtman (via video), Ms. Mould, Mr. Murad (via video), Mr. Socarides (via video), Mr. Spielvogel, Mr. Staller, and Mr. Waldman (via video)

Trustees Absent: Ms. Sanford

Others Present: Chancellor Zimpher, Dr. Bringsjord, Dr. Cartwright, Mrs. Duncan-Poitier, Ms. Hengsterman, Mr. Howard, Dr. Killeen, Ms. LoTurco and Mr. Pierre-Louis

1. CONVENING OF PUBLIC MEETING

Chairman McCall convened the Public Meeting at 3:36 p.m., which was held at the SUNY Global Center in New York, NY. It was noted there were fifteen members participating, including two non-voting members in person, six Trustees via video from Buffalo, Long Island, New York City, Rochester and Syracuse. Chairman McCall declared a quorum and called for an Executive Session to discuss individual personnel matters and the receipt of legal advice.

2. CONVENING OF EXECUTIVE SESSION

At 3:30 p.m., Chairman McCall called for an Executive Session under provisions of Section 105 of Article 7 of the Public Officers Law, as follows:

(1) “discussing matters relating to the appointment and employment of particular persons,”
January 12 and 13, 2015

Board of Trustees minuets

(2) “discussing collective negotiations relating to United University Professions pursuant to Article 14 of the Civil Service Law.”

In addition, during this time the Board may seek and receive legal advice from the University’s General Counsel, which attorney-client communications are exempt from the Open Meetings Law pursuant to Section 108 of Article 7 of the Public Officers Law.

Upon motion of Ambassador Spielvogel, seconded by Trustee Lewin, it was unanimously agreed to convene an Executive Session for the purposes specified by Chairman McCall.

Chairman McCall recessed the Executive Session at 5:55 p.m. No action was taken in Executive Session by formal vote.

January 13, 2015
10:00 a.m.

Trustees Present: Chairman McCall, Mr. Corngold, Dr. Dullea, Dr. Ehrenberg, Dr. Good, Dr. Knuepfer, Mrs. Lewin, Dr. Lichtman (via video), Ms. Mould, Mr. Murad (via video), Mr. Staller, Mr. Spielvogel, and Mr. Waldman (via video).

Trustees Absent: Mr. Belluck, Mr. Fatta, Mr. Socarides, and Ms. Sanford

Others Present: Chancellor Zimpher, Dr. Bringsjord, Ms. Casey, Dr. Cartwright, Mrs. Duncan-Poitier, Mrs. Hengsterman, Mr. Haelen, Mrs. McLoughlin, Ms. LoTurco and Mr. Pierre-Louis

1. CONVENING OF PUBLIC MEETING

Chairman McCall convened the Public Meeting at 10:00 a.m., which was held at the State University Plaza in Albany, NY. It was noted there were fifteen members participating, including two non-voting members in person, and three Trustees via video from Long Island, Rochester and Syracuse. Chairman McCall declared a quorum.

2. CHAIRMAN’S REPORT

Chairman McCall began his report by honoring the late former Governor Mario Cuomo. He asked the attendees to join him for a moment of silence.

Chairman McCall continued with a special presentation to honor past Trustee Stephen Hunt. He invited Chancellor Zimpher to say a few words. The Chancellor
noted she was thrilled to thank him for his years of service and perspective on many issues pertaining to SUNY. The Chairman then asked the Secretary to read the resolution.

**Special Service Commendation to Former Trustee Stephen J. Hunt**

*Whereas* Stephen J. Hunt served SUNY and New York State since 2006 as a member of the State University Board of Trustees; and

*Whereas* in that capacity, he served with the highest level of distinction and character, exercising keen judgment, unwavering loyalty, supreme knowledge, and a clear focus on the SUNY mission; and

*Whereas* Mr. Hunt, as an alumnae of SUNY Cortland, also served that campus as Chairman of the College Council for a decade, where he was instrumental in the construction of the SUNY Cortland Stadium Complex, the first major facility to be constructed at SUNY Cortland, as well as in leading a nationwide search, which resulted in the selection of Cortland's current president; and

*Whereas* Mr. Hunt was Chair of the Trustees’ Audit Committee and ensured that the committee’s mission of fulfilling the Board of Trustees’ fiduciary responsibilities relating to SUNY’s financial statements, the financial reporting process, the systems of internal controls, and the internal and external audit process was successful; and

*Whereas* Mr. Hunt upheld the vision of the Power of SUNY and helped move the dial on major policies that have increased the excellence throughout the system; and

*Whereas* Mr. Hunt has truly been an asset to SUNY not only as a trustee and a public servant, but as a true member of the SUNY family, lifting up the system and the incredible initiatives, programs, faculty, staff, and students that comprise this great public university; now, therefore, be it
Resolved that Mr. Hunt receives the deepest appreciation, the broadest 
gratitude, and the highest commendation from his colleagues on the Board of 
Trustees for his service to the State University of New York.

(2015-01)

The Chairman continued by giving a report on the Capital Plan, “Building a 
foundation on New York’s Future.” He spoke on the multiyear plan of the past, and it 
impact of $10 billion investment on SUNY’s educational facilities and hospitals. Over 10 
years $8.3 billion was spent in Capital construction, and created more than 66,000 
construction related jobs across all regions of New York State.

He continued by displaying the success stories of the college campus 
construction projects. In addition, SUNY is committed to exceeding the MWBE 20% 
participation, currently we are spending 26% of construction funds on minority and 
women owned companies.

Of the 2,900 buildings that make up SUNY, nearly half were built between 1965-
1975, these buildings need rehabilitation or replacement. The Chairman stated SUNY 
will be asking the Governor for $4 billion over the next 5 years to address in critical 
maintenance needs. Also SUNY is asking for $1 billion over 5 years to invest in new 
facilities, to provide a world class education, and address the change in the workforce. 
The Chairman then asked the Trustees to talk to their legislatures and constituents to 
get the message out that SUNY needs a new 5 year Capital Plan.

The Chairman then invited the Chancellor to give her report.

3. CHANCELLOR’S REPORT

Chancellor Zimpher began her report by thanking the Chairman and the Board of 
Trustees for their advocacy for the 5 year Capital Plan. She continued she report by 
acknowledging the achievement of Provost Alexander Cartwright. Provost Cartwright 
has been inducted as a Fellow into the National Academy of Inventors. Provost 
Cartwright is the fourth individual from SUNY to each this distinction, in honor of this 
SUNY created a video in order to congratulate him. (Video Played)

Chancellor Zimpher then announced the presidential appointments that she was 
recommending to the Board of Trustees. She introduced Dr. Alain E. Kaloyeros, giving a 
brief background on his successes, and recommended him for the SUNY Polytechnic 
Institute President.
Chairman McCall noted that the Board of Trustees had a chance to meet with Dr. Kaloyeros. He then asked the Secretary to read the resolution to appoint Dr. Kaloyeros as President of the SUNY Polytechnic Institute.

**Appointment of Dr. Alain E. Kaloyeros as President of SUNY Polytechnic Institute**

Upon motion by Trustee Lewin, seconded by Ambassador Spielvogel, the following resolution was approved by affirmative votes from 9 Trustees, with two abstentions, and discussion from Trustee Ehrenberg:

Resolved that the appointment of Dr. Alain E. Kaloyeros as President of SUNY Polytechnic Institute ("SUNY Poly"), at a State salary of $490,000, effective March 1, 2015, be, and hereby is, approved. In addition to the State salary, Dr. Kaloyeros will receive $311,700 per year from the College Local Foundation or the Research Foundation for SUNY ("SUNY RF") in recognition of and in support of his ongoing activities to raise the innovation, scholarly, academic, and philanthropic profile of SUNY Poly, for a compensation package of $801,700. Dr. Kaloyeros will continue to oversee, manage, and serve as Principal Investigator of the ever-expanding externally sponsored grants and contracts in support of nanotechnology innovation, technology transfer, commercialization, and economic development across SUNY and the State of New York. He will remain eligible to receive additional compensation from SUNY RF for this additional position, subject to Board approval of the annual amount, in connection with the externally sponsored SUNY RF grants and contracts, subject to the availability of funds in those externally sponsored SUNY RF grants and contracts; and, be it further

Resolved that Dr. Kaloyeros will not receive an annual housing allowance nor will he be provided the use of a campus-owned vehicle; and, be it further

Resolved that while serving in his position as President of SUNY Poly, Dr. Kaloyeros will remain on a leave without pay from his continuing appointment as Professor of Nanoscale Science and Professor of Engineering at the SUNY Poly. When he ceases to hold a Management/Confidential appointment and
automatically resumes his continuing appointment of Professor of Nanoscale Science and Engineering at SUNY Poly, his basic annual (academic year) salary shall be the same as when he left his professorship position, adjusted by such salary increases as may have been provided to employees in the SUNY Professional Services Negotiating Unit during the intervening time period, by law, regulation, or the Collective Bargaining Agreement(s) between the State of New York and United University Professions; and, be it further

Resolved that all prior resolutions relating to the appointment of Dr. Kaloyeros as a chief executive officer of the College of Nanoscale Science and Engineering ("CNSE") and the provision of executive leadership at the former SUNY Institute of Technology at Utica-Rome ("SUNYIT") are superseded by this appointment of Dr. Kaloyeros as President of SUNY Poly.

(2015-02)

Trustee Ronald Ehrenberg stated the Dr. Kaloyeros is eminently qualified to be the first president of SUNY Polytechnic and will be an extraordinary President. However he believes that the compensation packaged proposed in the resolution is inappropriately high. Trustee Ehrenberg continues by stating it sends the wrong signal to current college Presidents and our Chancellor who are paid substantially lower. He believes the funds from SUNY Research could be used more directly to benefit the student in the SUNY system. Trustee Ehrenberg than stated he will abstain from voting on the resolution.

Chairman McCall invited Dr. Kaloyeros to speak. Dr. Kaloyeros thanked the Board, the Chairman and the Chancellor. He looks forward to making SUNY Poly the public and affordable MIT of New York.

Chancellor Zimpher presented her second recommendation to the Board of Trustees for the appointment of Dr. Denise A. Battles as President of the State University of New York College at Geneseo. The Chancellor gave the Board a brief background of Dr. Battles’ education and experience.

Chairman McCall stated that the Board had the opportunity to meet with Dr. Battles. He then asked the Secretary to read the resolution.
Appointment of Dr. Denise A. Battles as President of the State University of New York College at Geneseo

Upon motion by Trustee Ehrenberg, seconded by Trustee Mould, the following resolution was approved by affirmative votes from all present:

Resolved that the appointment of Dr. Denise A. Battles as President of the State University of New York College at Geneseo, at a State salary of $240,000 effective on or about July 1, 2015, be, and hereby is, approved. Dr. Battles will also reside in a campus-owned residence, and will receive use of an automobile or an automobile allowance.

(2015-03)

Chairman McCall invited Dr. Robert Wayland-Smith, Chair of the Geneseo College Council, to introduce Dr. Battles. Dr. Wayland-Smith thanked those involved in the search process, as well as Isaacs and Miller Consultants. He then introduced Dr. Battles stating she will lead Geneseo through the significant challenges of the next decade. Dr. Battles also gave remarks and noted she was honored to be chosen to serve in this capacity and be a part of the SUNY team. Ambassador Spielvogel noted he hopes she brought basketball secrets from North Carolina.

Chancellor Zimpher presented her third recommendation to the Board of Trustees for the appointment of Dr. Cathleen C. McColgin as President of Herkimer County Community College. The Chancellor gave the Board a brief background of Dr. McColgin’s education and experience.

Chairman McCall stated that the Board had the opportunity to meet with Dr. McColgin. He then asked the Secretary to read the resolution.

Appointment of Dr. Cathleen C. McColgin as President of Herkimer County Community College

Upon motion by Dr. Dullea, seconded by Trustee Mould, the following resolution was approved by affirmative votes from all present:

Resolved that the appointment of Dr. Cathleen C. McColgin as President of Herkimer County Community College, by the Herkimer County Community
College Board of Trustees, at a salary of $168,000, effective June 1, 2015, be, and hereby is, approved.

Chairman McCall invited Herkimer County Community College Board of Trustees Chairwoman, Isabella Crandall to introduce Dr. Cathleen C. McColgin. Ms. Crandall thanked those involved in the search process, as well as the Chancellor and Board of Trustees. She then introduced Dr. McColgin as the fourth President of Herkimer County Community College. Dr. McColgin also gave remarks and noted she was honored to be selected and looks forward to building on the already strong foundation of Herkimer County Community College.

Chancellor Zimpher presented her fourth recommendation to the Board of Trustees for the appointment of Dr. Marion Terenzio as President of the State University of New York College of Agriculture and Technology at Cobleskill. The Chancellor gave the Board a brief background of Dr. Terenzio’s education and experience.

Chairman McCall stated that the Board had the opportunity to meet with Dr. Terenzio. He then asked the Secretary to read the resolution.

Appointment of Dr. Marion Terenzio as President of the State University of New York College of Agriculture and Technology at Cobleskill

Upon motion by Ambassador Spielvogel, seconded by Dr. Dullea, the following resolution was approved by affirmative votes from all present:

Resolved that the appointment of Dr. Marion Terenzio as President of the State University of New York College of Agriculture and Technology at Cobleskill, at a State salary of $195,000 effective on or about July 1, 2015, be, and hereby is, approved. Dr. Terenzio will also reside in a campus-owned residence, and will receive use of an automobile or an automobile allowance.

Chairman McCall invited Ms. Olive Scott, Chair of the Cobleskill College Council, to introduce Dr. Terenzio. Ms. Scott thanked those involved in the search process, She then introduced Dr. Terenzio. Dr. Terenzio also gave remarks and she expressed her appreciation to Chancellor Zimpher and is excited to work with Cobleskill’s talented and dedicated staff.
4. **APPROVAL OF MINUTES**

**Approval of Minutes of the Board Meeting Held on November 6, 2014**

Upon motion by Trustee Ehrenberg, seconded by Lewin, the proposed minutes were approved by affirmative votes from all present as the official minutes of the meetings held.

Chairman McCall then invited the committee members to give their reports.

5. **COMMITTEE PRESENTATIONS AND RESOLUTIONS**

**Academic Affairs**

Trustee Ehrenberg began his report by discussing the SUNY Excels Program. The consultative development of SUNY Excels over the past 2 years has been commendable and he recognized the leadership of Chancellor Zimpher, Provost Cartwright and Dr. Bringsjord. He continued by stating that Provost Cartwright and his staff were particularly impressed by the active involvement of the student representatives. Trustee Ehrenberg asked Board to recognize them; Trustee Mould, Mark Cohn, and Ray Muniz, III.

Trustee Ehrenberg then asked the Secretary to read the resolution regarding the SUNY Excels program.

**SUNY Excels Performance System**

Upon motion by Dr. Ehrenberg, seconded by Trustee Lewin, the following resolutions were approved by affirmative votes from all present:

> **Whereas** SUNY believes that by acting as a system and by adopting evidence-based best practices, colleges and universities can operate at peak performance, and, by channeling our collective power, we will more effectively address our nation’s most pervasive challenges; and
Whereas SUNY seeks to demonstrate our accountability and performance in a way that more effectively tells our story, with the goal of attracting increased external investment; and

Whereas to reinforce our commitment to continuous improvement, we depend on the engagement of leaders, faculty, staff, administration, and research services from all SUNY campuses and System Administration; and

Whereas the Power of SUNY sets system-level strategic goals consistent with the statutory mission of the State University of New York (per NYS Education Law, Article 8, Section 351); and

Whereas SUNY’s Master Plan for 2012 and Beyond, Delivering on Our Promise, affirms SUNY’s longstanding commitment to serving the citizens of New York State; and

Whereas Board of Trustees Resolution No. 2013-025, Data Transparency and Reporting, calls for enhanced quality of all SUNY schools by developing and implementing plans for the regular assessment and review of institutional effectiveness, academic programs, and general education that are consistent with the particular institution’s mission and goals within the context of SUNY’s mission and goals, and by developing a plan for data reporting; and

Whereas Governor Andrew M. Cuomo issued Executive Order No. 95, Using Technology to Promote Transparency, Improve Government Performance and Enhance Citizen Engagement, requiring covered state entities to make certain data available to the public in the interest of transparency and efficiency, and SUNY has provided certain data for public dissemination on the New York State Open Data Website, thus demonstrating a continued commitment to achieving accountability; and

Whereas Governor Andrew M. Cuomo, in Moving the New New York Forward, acknowledges that New York has among the highest quality education in the
world and calls for more affordable higher education across the State, specifically, by ensuring that students graduate on time; that State universities and colleges make a pledge to offer students targeted supports that have been proven to help them complete a college degree on time; that applied learning opportunities are brought closer to campuses via START-UP NY; that experiential learning become a graduation requirement; and that the financial burden on recent graduates is eased through the *Get on Your Feet Loan Forgiveness Program*; and

**Whereas** nationally, the majority of states have reconsidered longstanding enrollment-based funding models and instead are allocating or are contemplating allocating some amount of funding based on performance indicators that align with state goals and priorities; and

**Whereas** SUNY should align with national efforts and priorities, including those of the Student Achievement Measure (SAM), the Voluntary Framework of Accountability (VFA), and the Voluntary System of Accountability (VSA), as well as Middle States Commission on Higher Education (MSCHE) accreditation standards; and

**Whereas** the Gates Foundation, the Carnegie Foundation, the National Association of System Heads, and others seek to transform the ability of higher educational systems to engage in continuous improvement and facilitate large-scale change by building their capacity to have collective impact on major national priorities; and

**Whereas** the Obama Administration recently unveiled its framework for a college ratings system, in which colleges and universities will be ranked based on affordability, how they support low-income students, and how their graduates fare in the job market; and

**Whereas** the Chancellor, over a two-year period, has implemented a systematic, deliberative, highly consultative process by conferring with SUNY’s leadership,
including members of the Board of Trustees, campus presidents and chief academic officers, faculty and student governance leaders, as well as representatives from SUNY-wide organizations in the development of the Power of SUNY 2020 and SUNY Excels; and

Whereas this consultative process has led to SUNY Excels’ focus on the five identified priority areas: Access, Completion, Success, Inquiry, and Engagement; and

Whereas within these five priority areas, the system and campuses have developed a set of system-level metrics to track progress, which may evolve over time as data becomes available; and

Whereas campuses are encouraged to track both system- and campus-level metrics in more depth and/or report additional measures as is appropriate to their campus mission and strategic activities; now, therefore, be it

Resolved that the SUNY Board of Trustees authorizes the State University of New York to adopt SUNY Excels as its performance system; and, be it further

Resolved that SUNY will set system-level five-year targets and will regularly re-examine these goals as the system improves and data becomes available; and, be it further

Resolved that each SUNY campus, including the State-operated campuses, community colleges, and statutory colleges, will set performance targets in accordance with its unique campus mission, and performance will be evaluated in the context of that mission; and, be it further

Resolved that each SUNY campus will be responsible for timely and accurate data collection, submission, and reporting, and, where necessary, responsiveness to requested campus-level data that is not currently collected via normal centralized data submissions; and, be it further
Resolved that the Chancellor, system senior staff, and campus leadership will work together to advocate for incremental funding from New York State to advance the major components of SUNY Excels and the Power of SUNY 2020; and, be it further

Resolved that SUNY will review existing University-wide allocation and leverage funding to align with SUNY Excels; and, be it further

Resolved that the Chancellor and Provost will work with leadership, faculty, and others on SUNY campuses to implement this resolution, including the continued consultation with faculty and student governance, and shall report periodically to the Board of Trustees any additional steps that may be needed to ensure the successful implementation of this resolution.

(2015-06)

Trustee Mould commented that she was thankful for the acknowledgement of the students and the hard work they did for the SUNY Excels Program.

Trustee Ehrenberg proceeded by introducing the next resolution on the degree authorization for the University at Albany, for a Masters of International Affairs. He then asked the Secretary to read the resolution.

Degree Authorization for the State University of New York at Albany

Upon motion by Trustee Ehrenberg, seconded by Ambassador Spielvogel, the following resolution was approved by affirmative votes from all present:

Resolved that the Chancellor be, and hereby is, directed to seek the authorization of the Board of Regents for the University at Albany to confer the degree of Master of International Affairs

(2015-07)

Trustee Ehrenberg continued his report discussing the data brief on student success that was presented by Provost Cartwright at the committee meeting. He encouraged all the Trustees to read it very carefully, the brief provided baseline data on much of the student related information that will be tracked as part of SUNY Excels. He
also mentioned points of note in the briefing; the first is, over the last decade SUNY has continued to show year-to-year improvement in its four year, five year and six year graduation rates for first time baccalaureate students. Four year associate graduation rates have been essentially flat; however when added in those people who transfer out before earning their Associate Degree who go on to earn degrees at senior institutions, performance significantly improves. And finally, there is a significant difference between the percentage of native students who graduate within two years and incoming transfer students who graduate within two years and SUNY’s seamless transfer policy aims to close this gap.

Trustee Ehrenberg then stated that the Committee also heard two campus presentations. Alfred State President, Dr. Skip Sullivan, discussed the campus’ extensive focus on applied learning and consistent with the campus motto of ‘preparing students to hit the ground running,

SUNY New Paltz Dean of International Programs, Bruce Sillner and Director of the Educational Opportunity Program, Antonio Bonilla described a joint initiative designed to significantly increase EOP student participation in student abroad. Program results have been incredibly positive with nearly 100% six year graduation rate for the EOP students who go abroad and a large percentage of the EOP students have received Gilman Scholarships, federal program.

Trustee Dullea commented about the importance of the data that was presented to the trustees during the committee meeting. He stated that the significance of the graduation rates that were presented is information that needs to be disseminated widely in New York to public officials and media.

**Academic Medical Centers/Hospitals**

Trustee Staller began his report stating that Senior Director Fargnoli presented a detailed report which summarized the transaction and documentation for the Stony Brook University Hospital, Southampton Hospital affiliation proposal. She provided information about the financial, clinical, governance and possible termination conditions. In addition, she discussed the advantages and risks to undertaking the affiliation. Ms. Fargnoli also provided a written summary prepared with assistance from Council Jean Simpson which provided the trustees with a balanced summary of some lengthy
documents. Trustee Staller thanked Stephanie Fargnoli and Jean Simpson for their work.

Trustee Staller continued by summarizing the Stony Brook/South Hampton resolution. He then asked the Secretary to read the resolution.

Integration and Affiliation Agreement with The Southampton Hospital Association

Upon motion and discussion by Trustee Lewin, seconded by Trustee Staller, the following resolution was approved by affirmative votes from all present:

Whereas by resolution adopted May 7, 2014, the Board of Trustees declared its support of the activity of development of viable, long term regional health networks and collaborations by its hospitals and directed the Chancellor and her staff to assess and approve these arrangements to achieve the goal of service delivery transformation in a manner that protects and supports the State University of New York; and

Whereas as part of its long term strategic planning, Stony Brook University Hospital (“SBUH”) entered into a Letter of Intent with The Southampton Hospital Association (“SHA”) in August 2012 to work diligently together to negotiate and consummate transactions to maintain and enhance health care, and hospital services on the South Fork of Long Island while advancing SBUH’s health care, education, and research missions; and

Whereas SBUH has conducted due diligence with respect to the proposed affiliation and has apprised the Board of Trustees and its Academic Medical Centers and Hospitals Committee of the progress of the such diligence, including the risks and benefits of the proposed transaction, and negotiations with SHA; and

Whereas SBUH and SHA, having negotiated over a period of time, are now in substantial agreement on the terms of the Transaction Documents; and
Whereas based on the review of the Integration and Affiliation Agreement, the Lease Agreement, the License Agreement, the Medical Records Agreement, and the Professional Employer Agreement (collectively, the “Transaction Documents”) as presented to the Chancellor and to the Board of Trustees, the Chancellor is willing to approve the proposed affiliation subject to certain conditions to protect the best interests of the State University of New York and the State of New York; and

Whereas the Transaction Documents include a long term lease requiring the approval of the Board of Trustees; now, therefore, be it

Resolved that the Board of Trustees hereby determines that the State University of New York shall support the long-term affiliation between SBUH and SHA subject to the following conditions:

SBUH and Stony Brook University shall enter into a memorandum of understanding with the State University of New York providing that during the term of the Lease Agreement, neither SUNY nor the State of New York shall provide funding to support new construction or major renovations on the Southampton campus related to this affiliation, provided that nothing in the memorandum of understanding shall preclude SBUH or Stony Brook University from seeking, applying for, or otherwise accessing funding that is not related to this affiliation (i) for operations consistent with past practice or consistent with requests made by other SUNY university campuses, (ii) for federal or statewide grant funding expressly designated for healthcare operations or healthcare capital improvements, or (iii) for capital improvements at SBUH or Stony Brook University; and

SBUH shall establish reserves (which may include cash (including cash from anticipated revenues from the SHA operations) and other assets) or other mechanisms sufficient to satisfy all costs and liabilities relating to past operations of SHA and additional future liabilities resulting from this affiliation (which shall
include, but not be limited to, all costs and liabilities in any way related to medical malpractice) (all such past and future costs and liabilities being hereinafter collectively referred to as the “Liabilities”), which reserves and other mechanisms will be subject to audit by the external auditors of the State University of New York. SBUH shall finance all Liabilities from its operating revenues or reserves or other mechanisms and shall have no recourse against SUNY or the State for such Liabilities. Such reserves and other mechanisms must be identified to the State University of New York and the Director of the Division of Budget prior to execution of the Transaction Documents and reported to these parties at least annually thereafter for the term of the Lease Agreement; and

SBUH will develop a comprehensive work plan for integration and implementation of the affiliation with SHA that will include specific tasks, milestones, and regular reports to the Chancellor and the Board of Trustees; and, be it further

Resolved subject to satisfaction in the sole determination of the Chancellor of the foregoing conditions, the Board of Trustees hereby approves the leasing of real and personal property from SHA pursuant to the Lease Agreement and the other transactions contemplated by the Transaction Documents, subject to the approval of all oversight entities required by law; and, be it further

Resolved that the Lease Agreement, in substantially the form presented to the Board of Trustees, is hereby approved, subject to such modifications prior to execution as the Authorized Representatives (as defined herein) deem prudent; and, be it further

Resolved that the Chancellor, the Chief Financial Officer, and the Provost, each of the State University of New York (each an “Authorized Representative”), are each hereby designated as Authorized Representatives and authorized and directed to cause the execution and delivery of the Lease Agreement by two of the Authorized Representatives and the execution and delivery of the other
Transaction Documents by at least one of the Authorized Representatives in substantially the form presented to the Board of Trustees, subject to such modifications prior to execution as the Authorized Representatives deem prudent; and, be it further

Resolved that the Authorized Representatives are each authorized to take all steps necessary or appropriate to complete the transaction with SHA, and to execute all other necessary or appropriate documents, instruments, notices, or other writings to complete the transaction.

(2015-08)

Chairman McCall invited Dr. Sam Stanley, President of Stony Brook to speak on the resolution.

Dr. Stanley extended his thanks to the Board of Trustees as well as SUNY Leadership. He stated that this is importation for the future of Stony Brook University Hospital and their ability to compete successful with the marketplace.

**Finance and Administration**

Trustee Staller began his report by welcoming Eileen McLaughlin as SUNY’s Vice Chancellor for Finance and Chief Financial Officer. He also expressed his gratitude to Vice Chancellor Robert Haelen for the exceptional job he did as Interim Chief Financial Officer. He continued by stating that Associate Vice Chancellor for University Relations and Chief of Staff, Stacy Hengsteman, Vice Chancellor and Chief Financial Officer Eileen McLaughlin, and Chief Budget Officer Josh Schager presented on a number of items including updates on college fiscal health of the community colleges, outstanding loans to the campuses, hospital finances, the December 10, 2014 assembly hearing, and upcoming effects affecting SUNY’s financial status including a review of the 2015/2016 budget request, the January 27th Executive Budget.

Trustee Staller then introduced his first resolution is entitled *Tax Exempt Leasing Program* or TELP for University Hospital Medical Center at Stony Brook. All three of SUNY’s teaching hospitals can participate in the TELP program which provides low interest loans for certain healthcare, higher Ed and not for profit institutions in order to purchase equipment. He then asked Secretary to read the resolution.
Tax-Exempt Leasing Program for University Hospital Medical Center at Stony Brook

Upon motion by Trustee Staller seconded by Ambassador Spielvogel, the following resolution was approved by affirmative votes from all present:

Whereas pursuant to Title 18, Chapter 6 of the Unconsolidated Laws, as amended, State University of New York has the statutory authority to participate in the Dormitory Authority of the State of New York’s Tax-Exempt Leasing Program ("Program") for hospitals and residential health care facilities; and

Whereas University Hospital Medical Center at Stony Brook desires to participate in the Program to finance certain equipment; and

Whereas it is desirable to finance the cost of the Hospital's equipment acquisition and installation through the Program; now, therefore, be it

Resolved that the form and content of the proposed Master Lease and Sublease Agreement ("Agreement") by and between the State University and the Dormitory Authority of the State of New York (copy on file in the Office of the Secretary of the University), be, and hereby is, approved; and, be it further

Resolved that the Chancellor, or designee, be, and hereby is, authorized to execute and deliver one or more said Agreements in the name and on behalf of the State University of New York, for and on behalf of University Hospital Medical Center at Stony Brook, with such changes and additions, not materially altering said Agreement, as may be found appropriate to effectuate the purposes thereof, and to provide all certifications, assurances, or other documents, and to take any and all steps necessary and appropriate to enable the State University to participate in the Program for the acquisition and installation of the Hospital's equipment in an amount not to exceed $38.2 million.

(2015-09)
Trustee Staller then introduced and summarized the second resolution entitled *Tax Exempt Leasing Program for University Medical Center at Syracuse*. He then asked the Secretary to read the resolution.

**Tax-Exempt Leasing Program for University Hospital Medical Center at Syracuse**

Upon motion by Trustee Staller seconded by Trustee Murad, the following resolution was approved by affirmative votes from all present:

*Whereas* pursuant to Title 18, Chapter 6 of the Unconsolidated Laws, as amended, State University of New York has the statutory authority to participate in the Dormitory Authority of the State of New York's Tax-Exempt Leasing Program ("Program") for hospitals and residential health care facilities; and

*Whereas* University Hospital Medical Center at Syracuse desires to participate in the Program to finance certain equipment; and

*Whereas* it is desirable to finance the cost of the Hospital's equipment acquisition and installation through the Program; now, therefore, be it

**Resolved** that the form and content of the proposed Master Lease and Sublease Agreement ("Agreement") by and between the State University and the Dormitory Authority of the State of New York (copy on file in the Office of the Secretary of the University), be, and hereby is, approved; and, be it further

**Resolved** that the Chancellor, or designee, be, and hereby is, authorized to execute and deliver one or more said Agreements in the name and on behalf of the State University of New York, for and on behalf of University Hospital Medical Center at Syracuse, with such changes and additions, not materially altering said Agreement, as may be found appropriate to effectuate the purposes thereof, and to provide all certifications, assurances or other documents, and to take any and all steps necessary and appropriate to enable the State University to participate in the Program for the acquisition and installation of the Hospital's equipment in an amount not to exceed $19.2 million.
Trustee Staller then introduced and summarized the third resolution entitled *Binghamton Real Property Acquisition*. He then asked the Secretary to read the resolution.

**Acquisition of Real Property – Binghamton University**

Upon motion by Trustee Staller seconded by Trustee Ehrenberg, the following resolution was approved by affirmative votes, with one abstention from Trustee Lichtman:

Whereas it is necessary for the purposes of Binghamton University to acquire real property to accommodate future growth, specifically, the construction of a building which will house the University’s Pharmacy School; and

Whereas Binghamton has one site under consideration located in the Village of Johnson City in close proximity to the University and the two major hospitals in Broome County; and

Whereas the property has an appraised value of $2,100,000; now, therefore, be it

Resolved that the site located in the Village of Johnson City County of Broome, State of New York, be purchased, for a sum not to exceed $2,100,000, as established by a proper appraisal, and accurate survey and approval of title to said real property by the Attorney General; and, be it further

Resolved that the President of Binghamton University or designee, be, and hereby is, authorized to execute any and all documents, notices, maps, or any other instruments necessary or appropriate to effect the acquisition of title to and possession of such real property.
Amendment to SUNY Tuition Regulations 8 NYCRR Part 302

Upon motion by Ambassador Spielvogel seconded by Trustee Staller, the following resolution was approved by affirmative votes from all present:

Whereas the final adoption of amendments to Part 302 of Title 8 of NYCRR, Tuition and fees at State-operated units of State University (“Title 8, Part 302”) is necessary to afford in-state tuition rates to individuals who are not New York State residents, in order to comply with federal and State law mandates; and

Whereas at its September 9, 2014 meeting, the Board approved the amendments to Section 302.1(a) of Title 8 NYCRR and adopted and authorized the publication of the proposed amendments to the regulation under Title 8, Part 302, which publication has been accomplished; now, therefore, be it

Resolved that subdivision (a) of Section 302.1 of said Title 8 be, and hereby is, amended as set forth below (underlining denotes new material to be added):

(6) State or Federal Law Requiring In-State Rates. Notwithstanding a student’s domiciliary status, a student will be considered a resident eligible for in-state tuition rates where so required under state or federal law.

Trustee Mould commented that she is excited about the seamless educational opportunity that SUNY is offering to our veterans.

Audit

Trustee Corngold began his report by stating the Audit committee heard from First Charles Chambers, LLP, SUNY Hospital’s Independent external auditors. They briefed the committee on their audit plan for the 2014 financial statements. First Charles indicated the plans to complete its audit and report in May 2015.

Trustee Corngold continued by summarizing the briefing by the University Comptroller on the process for contracting for audit impact services for SUNY. The comptroller indicated that the RFP, the Request for Proposals was issued on December 15, 2014. The proposals are due on January 26, 2015 and will be evaluated and scored by a committee. The University
Comptroller expects to have up to three firms with the highest scores present their proposals to the Audit Committee at the March Board meeting.

Trustee Corngold then stated the University Auditor updated the Audit Committee on recent steps taken in the development of a formal Enterprise Risk Management Program for SUNY. The steps they've taken included meeting with SUNY experts and SUNY officials on the proposed framework developed by the Officer of the University Auditor. Trustee Corngold continued to report that there was general agreement at the meeting on the framework and on the need for such a program. There was continued discussion on the need for either a risk management coordinator or a higher level position within the Chancellor’s cabinet for implementing and overseeing the proposed framework. The Audit Committee anticipates that the University Auditor will present a formal ERM policy and guidelines at our next meeting in March.

6. OBSERVER REPORT

Chairman McCall invited President Angela Henry of the Association of College Trustees (ACT) to speak. Ms. Henry stated that ACT had the opportunity to support the university system in two important ways since January 2015. ACT signed on in support of the Capital Advocacy document. ACT’s endorsement was included with others listed in the document, and copies were sent to ACT members so that they could help educate their local legislator, the governor and his staff about the importance of this multiyear funding. Ms. Henry continued by stating ACT also worked in conjunction with Sandra Casey, Deputy General Counsel, and Jennifer LoTurco, Assistant Vice Chancellor for External Affairs on the issue of sexual assault prevention policies. Ms. Casey joined an ACT conference call to give clarification, answer questions and help prepare council members for their required action on these policies.

Ms. Henry then summarized the ACT breakfast that was hosted in conjunction with Chancellor Zimpher’ State of the University address on January 23, 2015. She stated that the event was a success bringing together SUNY Senior staff, Legislators, Students and College Presidents.

Ms. Henry concluded by thanking the SUNY Government Relations Office for their assistance and support; James J. Campbell, Director of Legislative Relations and Tiara Vandenberg, Administrative Liaison for Government Relations.

Trustee Mould thanked Ms. Henry for including the students in the ACT Breakfast.

Chairman McCall then invited Pat Decosta to give a report from the Alumni Associations. Ms. Decosta reported that the in December there was the annual Alumni Professionals meeting,
held in Albany. Ms. Decosta stated the event was a success and widely attended. She continued by stating the Office of Alumni Affairs at SUNY is launching a SUNY wide event calendar that will list networking events of all SUNY schools that will help foster the relationship with SUNY’s large alumni base. She finished by thanking Jennifer LoTurco and Megan Walzak and the staff of Alumni Affairs.

7. ADJOURNMENT

There being no further business, upon motion of Trustee Mould, seconded by Trustee Lewin, the meeting was adjourned at 11:31 a.m.