

SUNY UPSTATE MEDICAL UNIVERSITY COUNCIL
Tuesday, November 24, 2020
MINUTES

The November 24, 2020 meeting of the SUNY Upstate Medical University Council was held via ZOOM videoconferencing. The following members were present:

Council Members

James E. Sparkes, Esq., Interim Chair

Eric Allyn

Calvin Corriders

Diane Dwire

Linda Ervin

John B. Johnson, Jr.

Gwyn Mannion

Samuel Rowser

Akshay Patel, Student Representative*

Mantosh Dewan, M.D., President

Erin E. Peters, Executive Assistant to the President, Administrative Support to the Council

Guest

Stephen Glatt, PhD., Faculty Representative

Patricia Numann, M.D., Alumni Representative

Eric Smith, CPA, MBA

*denotes absentees/excused

I. Council Report:

Welcome and Introductions

The meeting was called to order at 1:06 PM by Interim Council Chair, James E. Sparkes, who welcomed the group and began the meeting.

Erin Peters was designated Recording Secretary of the meeting and conducted a roll call, whereupon Mr. Sparkes confirmed that a quorum of the Council was present. Council Member Gwyn Mannion agreed to serve as Secretary of the Meeting.

Approval of Minutes from the Council meeting of April 2020.

A copy of Minutes of the Council meeting of April 23, 2020 having been earlier provided to each Council Member, Chair Sparkes asked if there were any comments or requests for changes to the Minutes and, there being none, the Chair requested a motion to approve the April 23, 2020 Minutes. The motion was made by Council Member Mannion and seconded by Council Member Johnson. There being no further discussion a vote was called, after which the Secretary of the Meeting announced unanimous approval of the April 23, 2020 Council Minutes.

Presidential Search Committee Report.

Chair Sparkes delivered a report on status of the Presidential Search. He noted that, with respect to a SUNY Campus Presidential Search, the New York Education Law provides that the Council Chair will serve as Search Committee Chair.

Mr. Sparkes reported that a representative of the SUNY Chancellor's Office had been assigned to provide guidance in support of the Presidential Search, and he regularly communicated with that individual. The formation of a seventeen (17) member Presidential Search Committee, representing various constituencies of Upstate Medical University, was nearing completion.

The process by which an executive search firm would be retained to assist with the Presidential Search had been undertaken, and Mr. Sparkes had formed a subcommittee of the Council to vet the search firm Finalists sourced from Proposals submitted by a number of executive search firms, in response to an RFP issued by SUNY and Upstate Administration. The Council Subcommittee For Search Firm Retention (the "Subcommittee") included Council Members John Johnson, Linda Ervin, Eric Allyn, Gwyn Mannion and James Sparkes, who served as Chair of the Subcommittee. The Subcommittee was charged with the duty to perform due diligence with respect to each search firm Finalist, upon the conclusion of which a Subcommittee vote would be taken for a determination of the most qualified search firm to assist with the Upstate Presidential Search. The Subcommittee determination would be forwarded to the full Council for ratification and retention of the search firm.

The Subcommittee reviewed all documentation submitted by three (3) executive search firms and thereafter conducted virtual interviews of the representatives provided by each Finalist. Subsequent to each interview, Subcommittee members were assigned to contact and interview each reference provided by the Finalist. In addition, Subcommittee members identified and contacted undesigned individuals familiar with and independent of a Finalist sourced reference. SUNY sourced evaluation documents for each Finalist were completed by each Subcommittee member.

On September 30, 2020, the Subcommittee was convened to discuss the compiled evaluations and select the most suitably qualified executive search firm. Early in the discussion, the Subcommittee agreed to eliminate one of the Finalists from further consideration. Protracted discussion of the remaining two Finalists revealed concerns applicable to each search firm, particularly with regard to the realistic means by which the presidential search could be effectively conducted by either search firm within the framework of restraints and limitations existing by virtue of the global pandemic. It was noted that the academic health center of the University of Texas at Austin had recently suspended its presidential search, citing a search committee finding that an abundance of extraordinary candidates was lacking and attributed this to health care executives choosing to remain committed to their existing institutions in order to provide a continuity of leadership throughout the challenging stages of the COVID-19 pandemic. It was also noted that the University of Baltimore academic health center had been engaged in a presidential search, assisted by one of the Upstate search firm Finalists. The Baltimore search process was concluded by a vote to appoint the highly regarded Interim President, as permanent President of the institution.

Extensive discussion followed with regard to the extraordinary leadership skills and remarkable accomplishments of Upstate Interim President Mantosh J. Dewan, M.D. It was agreed that Dr. Dewan had successfully restored the morale of 10,000 Upstate employees and, among a myriad of many other commendable accomplishments, he maintained institutional solvency amidst a time of financial crisis, restored and elevated the image of Upstate as an institutional health care leader within the region and beyond, preserved the academic mission of the University at a time when other campuses had ceased on campus learning, inspired and supported the advancement of scientific research that led to a novel and highly touted means of rapid testing of individuals to detect the COVID-19 virus and implementation of the science had enabled SUNY to institute mass testing of students and faculty, thereby allowing the SUNY system to remain functional during the pandemic. Through his skilled and inspirational leadership, particularly reflected during the course of the ongoing pandemic, Dr. Dewan had earned the respect and admiration of the Upstate campus as well as business and governmental leaders throughout the State of New York and beyond. It was the conclusion of the Subcommittee, that Dr. Dewan irrefutably possessed the highest qualities of chief executive leadership that any search firm would hope to identify and attract.

The Subcommittee then examined the anticipated expense of conducting a Presidential Search, including the tangible evidence of executive search firm fees and additional costs typically associated with search firm responsibilities, along with the intangible cost associated with the necessary diversion of human resources from within and outside of the University, in order to conduct the search process that could endure for several months or longer. Aggregated to the sum of several hundred thousand dollars of hard costs together with the incalculable value of the loss of time and effort of individuals involved in the Presidential Search process, a number of whom are presumably the most skilled in battling a pandemic.

Mr. Sparkes and other Subcommittee Members reported that they had been made aware of the widespread community support for Dr. Dewan and questions had been raised concerning the efficacy of a presidential search when the institution is being remarkably well governed by Dr. Dewan. It was pointed out that the N.Y. Governor and SUNY Chancellor had repeatedly praised and have supported the efforts of Upstate during the pandemic and the SUNY Board of Trustees issued a unique commendation praising Upstate and Dr. Dewan.

When taking into consideration all of the factors set forth, the Subcommittee Members were unanimous in their expression of earnest concern for the rationality of conducting a Presidential

Search at a time when the University was being governed by a universally respected and battle tested leader having the qualities that a Presidential Search could, at best, only hope to attract. It was further agreed that concern is further exacerbated by the prospect of a presidential search that would take place during a time of crisis when all efforts and resources should be directed toward maintaining financial solvency of the institution and addressing the uniquely perilous circumstances of the pandemic.

The Subcommittee then discussed the potential for Dr. Dewan to be appointed as permanent President by the SUNY Trustees. Mr. Sparkes noted that there was precedent for such within the SUNY system, however the SUNY Guidelines governing elevation of an Interim President to the position of permanent President contained a prerequisite of consent by the Chancellor and recent clarification provided by the office of SUNY General Counsel, which opined that there must be a finding of unique circumstances for the appointment and the appointment must be in the best interest of the applicable SUNY campus and of the SUNY system. The Subcommittee then discussed and unanimously agreed the both the unique circumstances and best interest criteria for appointment of Dr. Dewan as permanent President were irrefutably present. Upon further discussion of the understanding that Dr. Dewan would wish to continue as President on a permanent basis, the Subcommittee agreed that the most prudent and rational course of action would be to suspend further consideration of executive search firm retention, in favor of exercising efforts to support the appointment of Dr. Dewan as permanent President. As such, it was agreed that the Subcommittee would authorize the Chair to draft a Resolution based upon the foregoing facts and would forward the Subcommittee Resolution to the Council for ratification and adoption of a Council Resolution similarly in support of the SUNY Trustees appointment of Dr. Dewan as permanent President of Upstate Medical University and corresponding cessation of the Presidential Search process.

A motion was made by Subcommittee Member Allyn to authorize a Resolution in accord with the foregoing objectives and the motion was seconded by Subcommittee Member Mannion. A voice vote was called and conducted, after which the Chair announced that the motion carried by unanimous approval among the Subcommittee Members. Mr. Sparkes drafted the Resolution which was then circulated among the Subcommittee Members for review and comment, after which recommended textual changes to the Resolution were incorporated into the Resolution which was circulated among the Subcommittee without objection, signed by both the Subcommittee Chair and Secretary of the Meeting with a copy then forwarded to the Upstate Medical University Council to be taken up at a Special Meeting of the Council in October.

Chair Sparkes reported that, on the afternoon of October 18, 2020, he was contacted by SUNY Chancellor Jim Malatras, who expressed his support for appointment of Dr. Dewan as permanent President. The Chancellor requested a copy of the Subcommittee Resolution and a letter in support of Dr. Dewan's appointment, both of which were needed for a meeting with the SUNY Trustees the following day. Each document was provided

Mr. Sparkes then reported that he asked to address the SUNY Board of Trustees meeting on November 4, 2020, to speak in support of the Chancellor's proposal for appointment of Mantosh J. Dewan, MD as permanent President of SUNY Upstate Medical University.

The SUNY Trustees unanimously approved the appointment of Mantosh J. Dewan as permanent President of Upstate Medical University on November 4, 2020. The Upstate Presidential Search process was thereby terminated.

Mr. Sparkes and all Council members offered congratulations to President Dewan and offered best wishes for his continued success.

Association of College Trustees and Council (ACT) Annual Meeting Report

Mr. Sparkes reported on annual meeting of the Association of College Trustees (ACT) on October 16, 2020. Council members Allyn, Dwire, Ervin, and Mannion also attended the virtual meeting. Chair Sparkes indicated that he found this to be the most substantive of ACT meetings he had attended. The meeting focused on the function of College Councils – work they should do under education law and duties, responsibilities and obligations. There appeared to be a focus of interest and attention to the need for clarification of Council powers and obligations under the New York Education Law as well as a uniform acceptance of such throughout the SUNY system.

Council Bylaws Committee Report

Mr. Sparkes explained he and Committee Member Ms. Dwire wish to have a draft of bylaws ready for review at the next meeting of the Council.

Council Meeting Frequency and Format

Mr. Sparkes suggested to the Council a meeting frequency of at least six times per year. The Council unanimously agreed.

Faculty Council Briefing (PPT presentation attached for reference)

Dr. Stephen Glatt reported on the Faculty Council – How it functions and how the Council can assist the Faculty Council.

Dr. Glatt reviewed the following with the Council

Vision for Faculty Council

Definition of Shared Governance

Functions of Faculty Council

Principles of Shared Governance – The mutual collaboration between faculty and administration in a meaningful way regarding decision about the academic mission of the university.

Governance Model – How Faculty Council fits into the Upstate and the SUNY System

Committees – Faculty Affairs, Academic Affairs, Upstate Affairs, and Council Affairs – Liaison within administration.

Hierarchy of Levels of Participation within the faculty.

Questions:

How is curriculum within the four colleges created

Answer: Curriculum committees for each of the four colleges determine the curriculum.

Why is the significant role of the library not replicated at other institutions?

Answer: librarians have a faculty title, more members on the faculty, and size of the library core may be reasons when their roll is significant at Upstate.

Do you have to be tenured to go to administration arm?

Answer: This is very much the norm at Upstate, but it is not necessary.

Final thoughts from Dr. Glatt, “Plans to improve the faculty should be done in consultation with the faculty”

Chair Sparkes expressed his and the Council's openness to working with the Faculty Council in support of their interests and objectives.

II. UMU President's Report

President Dewan stated that he is pleased and privileged to serve Upstate, a place that feels like home. He has had many mentors who have been supportive and helped him grow during his 46 years at Upstate. President Dewan plans on leading with transparency and building better relationships. He is very appreciative of the support from the faculty and Council.

President Dewan reported on the following highlights for Academic, Research, and current hospital situation.

Academic:

Students are at work and on-site. Only 6-7 student have been infected with COVID over the whole pandemic. He stated that there is some concern over a small decline in the number who are applying to certain Upstate colleges. Nursing applications are down, but medical school applications are up 26% with excellent candidates.

Research:

President Dewan reported, the Upstate production of research is better than ever before. Expenditures are higher than ever, and grants have increased since last year.

President Dewan reported that two of our researchers, Dr. Stephen Thomas and Dr. Frank Middleton, have been paramount in fighting the COVID pandemic. Dr. Thomas is the lead principal investigator for the Pfizer vaccine and Dr. Frank Middleton has created the third most sophisticated COVID saliva test. Dr. Middleton's test is helping keep SUNY schools open.

President Dewan shared that COVID treatment protocols using monoclonal antibodies is currently being studied and may to be available next year.

Among many other great things being undertaken at Upstate, Dr. Dewan cited genetics research conducted by Dr. Andras Perl who received a 7.3M grant for lupus research and the Level 3 vector biology lab that will be opening within the next month to address the serious issues of Lyme disease.

It was also reported that Dr. Ruth Weinstock was named President for Medicine and Science for the American Diabetes Association.

Current Hospital Situation:

President Dewan reported the hospital currently has the greatest number of COVID patients it has admitted during the pandemic. There are more staff out due to COVID or exposure. Due to the current situation, the decision was made to defer some surgeries. Upstate is moving to orange, hoping the curve goes down quickly.

President Dewan reported that overall, the hospital is doing well. The ER's are flooded by 80 patients per day typically seen (195 seen previous day). Faculty and Staff are working around the clock. Many people have stepped up in a manner never seen before.

President Dewan expressed that he is very proud of Upstate and excited for 2021. Specifically, he looks forward to building and growing;
Academics

Hospital:

Neurological institute completion

Heart Institute expansion and addition of a new group for continued growth.

Cancer Hospital. The objective is to be the very best Cancer Center in the region.

A search is underway for a Cancer Center Director and more specialists are being recruited.

Upstate intends to be collaborative and will seek to strengthen regional collaborations among other providers without hurting their models.

Upstate will aggressively seek to partner with the private sector and expand expertise.

Quadrant Bio Science (Start-up NY /Saliva Test)

Translational Science.

A small taskforce has been formed to examine at what additional objectives should be pursued.

III. Financial Report

Mr. Smith reported on the finances of Upstate during the Executive Session.

Open Discussion

Chair Sparkes welcomed and encouraged an open discussion amongst the Council. Topics of interest for further understanding and presentation to the Council included: Comprehensive understanding of the organizational structure of Upstate and a deeper understanding of the powers and responsibilities of the Council and its members.

Old Business – None

New Business – Upstate Foundation Gala – Virtual Upstate Strong COVID Relief Benefit Concert, Friday, December 4, 2020.

IV. Executive Session

A motion was made by Council Chair Sparkes to adjourn to Executive Session under authority of New York Open Meetings Law Section 107A, for the purpose of discussing matters that impact public health and safety due to COVID-19. The motion was seconded by Council Member Allyn and, there being no further discussion, a voice vote was called and taken. The Secretary of the Meeting announced that the motion carried by unanimous approval, and the Council adjourned the public meeting and entered into executive session at 2:17 PM

V. Adjournment

A motion was made by Chair Sparkes to conclude Executive Session at 3:12 PM. The motion was seconded by Council Member Allyn and there being no further discussion a voice vote was called taken. The Secretary of the Meeting announced that the motion carried by unanimous approval and the Council returned to Regular Session.

It being determined that there was no further old or new business before the Council, a motion was made by Council Member Mannion to adjourn the meeting. The motion was seconded by Council Member Dwire and, there being no further discussion, a voice vote was called and taken. The Secretary of the Meeting announced that the action was unanimously approved, and the meeting was adjourned at 3:16 PM.