

Lincoln, Nebraska
January 15, 2026

SPECIAL MEETING OF THE BOARD OF REGENTS OF THE
UNIVERSITY OF NEBRASKA

Notice was given in accordance with subsection (5) of Neb. Rev. Stat. § 84-1411 of the special meeting held by the Board of Regents of the University of Nebraska on January 15, 2026 at 9:00 a.m. in the Boardroom at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska. The special meeting was held in a publicly convened session, and by remote electronic means pursuant to Neb. Rev. Stat. § 84-1411, the same being open to the public and having been preceded by advance publicized notice, a copy of which is attached to the minutes of this meeting as Attachment 1 (page 74).

The nature of the business for this special meeting was to recognize and approve the transaction between Clarkson Regional Health Systems and the University of Nebraska with respect to Nebraska Medicine, as well as one additional item picked up from the December Board Meeting where it was tabled.

In compliance with the provisions of Neb. Rev. Stat. § 84-1411, printed notice of this meeting was sent to each member of the Board and was posted in the first-floor lobby of Varner Hall. In addition, copies of such notice were sent to the Lincoln Journal Star, Omaha World-Herald, The Daily Nebraskan, the Gateway, the Antelope, the Kearney Hub, and the Lincoln office of the Associated Press on January 2, 2026 and again, January 8, 2026 advising of a rescheduling of the meeting to January 15, 2026.

Regents present:

Timothy Clare
Paul Kenney, Chair
Robert Schafer
Jim Scheer, Vice Chair
Jack Stark
Barbara Weitz (joined via zoom)
Kathy Wilmot
Sam Schroeder, University of Nebraska-Kearney
Libby Wilkins, University of Nebraska-Lincoln
Drew Leisy, University of Nebraska-Omaha
Brock Calamari, University of Nebraska Medical Center

University officials present:

Jeffrey P. Gold, President
David Jackson, Interim Executive Vice President and Provost
Katie Hoffman, Corporation Secretary
Kathy Ankerson, Interim Chancellor, University of Nebraska-Lincoln
Dele H. Davies, Interim Chancellor, University of Nebraska Medical Center
Joanne Li, Chancellor, University of Nebraska at Omaha
Anne Barnes, Vice President and Chief Financial Officer
Bren Chambers, Vice President and General Counsel
Chris Kratochvil, Vice President for External Relations
Tiffany Heng-Moss, Interim Vice President, NU; Harlan Vice Chancellor, IANR Office of Vice Pres/Vice Chancellor

I. CALL TO ORDER

II. ROLL CALL

The Board convened at 9:00 a.m. Attendance is indicated above.

**III. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN ON
December 5, 2025**

Motion Moved by Calamari and seconded by Scheer to approve the minutes and ratify the actions of the meetings on December 5, 2025.

Action Student Opinion: Voting Aye: Calamari, Wilkins, Schroeder, Leisy. Voting Aye: Kenney, Schafer, Scheer, Stark, Weitz, Wilmot, Clare. Motion carried.

IV. PUBLIC COMMENT

Lance Fritz addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Michael Ash, M.D., addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Beau Konigsberg, M.D., addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Jim Linder, M.D., addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Ashley Farrens addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Kelly Vaughn addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Andreia Nebel addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services from Clarkson College position

Serena Wilson addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services from a student perspective

Ross Dixon addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Dr. Brad Britigan addressed the Board in support of the transaction between the University of Nebraska and Clarkson Regional Health Services

Dr. Jordan Warchol addressed the Board in support of the transaction between the University of Nebraska and Clarkson Regional Health Services

Dr. Chandra Are addressed the Board in support of the transaction between the University of Nebraska and Clarkson Regional Health Services

Dr. Joann Sweasy addressed the Board in support of the transaction between the University of Nebraska and Clarkson Regional Health Services

Steven Hinrichs addressed the Board in support of the transaction between the University of Nebraska and Clarkson Regional Health Services

David Begley addressed the Board regarding the transaction between the University of Nebraska and Clarkson Regional Health Services

Bill Lydiatt addressed the Board in support of the transaction between the University of Nebraska and Clarkson Regional Health Services

Sarah Zuckerman addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

Treva Hougaard addressed the Board opposing the transaction between the University of Nebraska and Clarkson Regional Health Services

V. CLOSED SESSION

Motion Moved by Clare and seconded by Schroeder that the Board go into closed session as authorized by Neb. Rev. Stat. § 84-1410 of the Revised Statutes of Nebraska for the protection of the public interest, and to prevent needless injury to the reputation of persons who have not requested a public hearing, for the purpose of holding a discussion limited to the following subjects:

- Real Estate Transactions

Action Student Opinion: Voting Aye: Schroeder, Leisy, Calamari. Voting Aye: Schafer, Scheer, Stark, Weitz, Wilmot, Clare, Kenney. Not Voting: Wilkins. Motion carried.

The Board went into closed session at 9:55 a.m.
The Board reconvened the open meeting at 10:13 a.m.

Motion Moved by Clare and seconded by Schroeder that the Board correct the record for the purposes on which they go into closed session as authorized by Neb. Rev. Stat. § 84-1410 of the Revised Statutes of Nebraska for the protection of the public interest, and to prevent needless injury to the reputation of persons who have not requested a public hearing, for the purpose of holding a discussion limited to the following subjects:

- Real Estate Transactions
- Litigation matters

Action Student Opinion: Voting Aye: Schroeder, Leisy, Calamari, Wilkins. Voting Aye: Schafer, Scheer, Stark, Weitz, Wilmot, Clare, Kenney. Motion carried.

The Board went into closed session at 10:24 a.m.

The Board reconvened the open meeting at 12:18 p.m.

VI. RESOLUTION

**THE BOARD OF REGENTS OF THE UNIVERSITY OF NEBRASKA
PROPOSED RESOLUTIONS IN CONNECTION WITH
MEMBERSHIP IN NEBRASKA MEDICINE
(IN OPEN SESSION)**

January 9, 2026

WHEREAS, the Board of Regents of the University of Nebraska, formed pursuant to Neb. Const. art. VII, § 10 (the “Board” or the “Regents”), has a statutory purpose for the general government of the University of Nebraska;

WHEREAS, pursuant to Neb. Rev. Stat. Ann. § 85-105, and Neb Rev. Stat. Ann § 85-106, the Regents have the right to acquire property and to invest funds (the “Statutory Authorities”);

WHEREAS, the Regents and Clarkson Regional Health Services (“CRHS”) are the two (2) corporate members of Nebraska Medicine, a Nebraska nonprofit corporation (“Nebraska Medicine”);

WHEREAS, CRHS has informed the Regents and Nebraska Medicine that it wants to exercise its rights under Nebraska law to resign as a member, leaving the Regents as the sole member of Nebraska Medicine, which would put Nebraska Medicine on a path of full alignment with the University of Nebraska Medical Center's College of Medicine, College of Allied Health Professions, College of Dentistry, College of Nursing, College of Pharmacy, College of Public Health, The Eppley Institute for Research in Cancer & Allied Diseases, The Fred & Pamela Buffet Cancer Center, and the Munroe-Meyer Institute, a development that would be beneficial for the State of Nebraska and a development that would allow Nebraska Medicine to have a governance structure similar to many of the peer institutions in the Big Ten conference, and across the nation, including the University of Michigan, The Ohio State University, the University of Iowa, and the University of Texas;

WHEREAS, in furtherance of the Statutory Authorities and pursuant to meetings of the Regents on October 4, 2024 and January 10, 2025, the Regents and CRHS entered into a non-binding Letter of Intent, dated January 27, 2025, as extended and amended, which sets forth the terms and conditions of a potential transaction pursuant to which the Regents would become the sole member of Nebraska Medicine (the “Proposed Transaction”);

WHEREAS, the Proposed Transaction would be effectuated pursuant to and in accordance with the Term Sheet, attached hereto as Exhibit A (the “Term Sheet”), which discusses execution of several agreements, including, without limitation, (a) Change of Membership Agreement between the Regents and CRHS which would effectuate the withdrawal of CRHS as a member of Nebraska Medicine (the “CMA”), and (b) certain Real Estate Purchase and Sale Agreements by and between the Regents and CRHS, whereby CRHS will sell certain land and buildings owned by CRHS to the Regents (the “Real Estate PSAs”, and collectively, with the CMA, the “Definitive Agreements”);

WHEREAS, the Regents desire to authorize and approve the execution of the Definitive Agreements and the consummation of the Proposed Transaction;

WHEREAS, between its meetings on October 4, 2024, January 10, 2025, and then again on November 21, 2025 and December 5, 2025, the Regents have devoted significant time to a review of the Proposed Transaction, including presentations by counsel, which presentations were then followed by questions and answers sessions, all of which provided the Regents with the information and time they would need to fully consider the Proposed Transaction at this meeting; and

WHEREAS, the Regents have reviewed and considered the terms and provisions of the Term Sheet and also in this meeting, have reviewed the most current drafts of the Definitive Agreements, by engaging in a page turn of the CMA and the Real Estate PSAs with counsel for the Regents and deems each of the foregoing and the Proposed Transaction advisable and in the best interests of the Regents, Nebraska Medicine, and the State of Nebraska.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and approves the Proposed Transaction and hereby authorizes the execution, delivery and performance of the Definitive Agreements.

FURTHER RESOLVED, that the Chairman of the Board of Regents of the University of Nebraska, Paul R. Kenney, and any such other officers of the University of Nebraska as appointed by the Chairman (the “Authorized Officer” and collectively with any appointees, the “Authorized Officers”) are hereby authorized and directed, in the name and on behalf of the Regents, to pursue, negotiate, finalize, execute and deliver the Definitive Agreements, consistent with the general terms and conditions that have been presented, summarized and provided any changes to the current drafts of the Definitive Agreements consistent with the conversations at this meeting and the matters discussed at this meeting of the Regents, both in connection with the Term Sheet but also in connection with the page turn of the CMA and the Real Estate PSAs, the performance thereof by such Authorized Officers to be conclusive evidence of the approval thereof by such Authorized Officers.

FURTHER RESOLVED, that each of the Authorized Officers be, and each hereby is, authorized and directed, in the name and on behalf of the Regents, to take or cause to be taken any and all such other actions as any such Authorized Officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the foregoing resolutions.

FURTHER RESOLVED, that the approval of such matters at this meeting shall occur in Open Session on January 15, 2026, and that all actions of the Board and the Authorized Officers with respect to all of these matters are hereby approved, ratified and affirmed.

Motion Moved by Scheer and seconded by Weitz to approve the Resolution.

Action Student Opinion: Voting Aye: Leisy, Calamari, Wilkins, Schroeder. Voting Aye: Scheer, Stark, Weitz, Wilmot, Clare, Kenney, Schafer. Motion carried.

VII. UNIVERSITY ADMINISTRATIVE AGENDA

A. BUSINESS AND FINANCE

- Motion Moved by Scheer and seconded by Wilmot to approve VII-A-1.
- VII-A-1 Approve the Term Sheet – Summary of the Proposed Transaction.
- Action Student Opinion: Voting Aye: Calamari, Wilkins, Schroeder, Leisy. Voting Aye: Stark, Weitz, Wilmot, Clare, Kenney, Schafer, Scheer. Motion carried.
- VII-A-2 Approve the 3-Year Housing Rates for NCTA.
- VII-A-3 Approve the 3-Year Housing Rates for UNK.
- VII-A-4 Approve the 3-Year Housing Rates for UNL.
- VII-A-5 Approve the 3-Year Housing Rates for UNO.
- Motion Moved by Schroeder and seconded by Calamari to remove item VII-A-3 to vote and discuss separately.
- Action Student Opinion: Voting Aye: Wilkins, Schroeder, Leisy, Calamari. Voting Aye: Weitz, Wilmot, Clare, Kenney, Schafer, Scheer, Stark. Motion carried.
- Motion Moved by Leisy and seconded by Weitz to approve VII-A-2, VII-A-4, VII-A-5.
- Action Student Opinion: Voting Aye: Schroeder, Leisy, Calamari, Wilkins. Voting Aye: Wilmot, Clare, Kenney, Schafer, Scheer, Stark, Weitz. Motion carried.
- Motion Moved by Scheer and seconded by Schafer to Amend item VII-A-3 to keep Housing Rates for UNK for academic year 2026-2027 consistent with those from 2025-2026
- Action Student Opinion: Voting Aye: Calamari, Wilkins, Schroeder, Leisy. Voting Aye: Kenney, Schafer, Scheer, Stark, Weitz, Wilmot, Clare. Motion carried.
- Motion Moved by Scheer and seconded by Leisy to approve VII-A-3 as amended.
- Action Student Opinion: Voting Aye: Leisy, Calamari, Wilkins, Schroeder. Voting Aye: Clare, Kenney, Schafer, Scheer, Stark, Weitz, Wilmot. Motion carried.

VII. ADJOURNMENT

There being no further business, the meeting was adjourned by Chair Kenney at 1:48 p.m.

Respectfully submitted,

Katie Hoffman
Corporation Secretary

Paul Kenney
Chair of the Board



NOTICE OF MEETING

Notice is hereby given that the previously announced Board of Regents of the University of Nebraska meeting scheduled for Friday, January 9, 2026 will now be rescheduled for a publicly convened session on Thursday, January 15, 2026 at 9:00 a.m. in the Boardroom at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska, and by remote electronic means pursuant to Neb. Rev. Stat. § 84-1411. Internet stream is available at <https://nebraska.edu>.

An agenda of subjects to be considered at said meeting, kept on a continually current basis will be available for inspection in the Office of the Corporation Secretary of the Board of Regents at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska and at <https://nebraska.edu/regents/agendas-minutes> by Friday, January 9, 2026 at 5:00 pm.

Any member of the public wishing to speak via remote participation during the Public Comment portion of the meeting must contact the Office of the Corporation Secretary no less than 24 hours prior to the commencement of the meeting. The public may so contact the Office of the Corporation Secretary by leaving a voice mail message with his/her name and phone number at which he/she can be reached at 402-472-3906 or by e-mailing the same information to corpsec@nebraska.edu. Upon receipt of such notice, the Office of the Corporation Secretary will provide instruction on remote participation in this public meeting.

A copy of this notice will be delivered to the Lincoln Journal Star, the Omaha World-Herald, The Daily Nebraskan, the Gateway, the Antelope, the Kearney Hub, the Lincoln office of the Associated Press, members of the Board of Regents, and the President's Council of the University of Nebraska System.

Dated: January 8, 2026

Katie Hoffman, Corporation Secretary
Board of Regents of the University of Nebraska

UNIVERSITY OF
Nebraska
System

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