



Board of Regents Special Meeting

Varner Hall, Boardroom

June 29, 2026

9am

2026.06.29 Board of Regents Special Meeting

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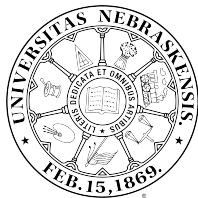
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AGENDA
THE BOARD OF REGENTS
OF THE UNIVERSITY OF NEBRASKA
Varner Hall, 3835 Holdrege Street
Lincoln, Nebraska 68583-0745
Monday, June 29, 2026
9:00 a.m.

- I. CALL TO ORDER
- II. ROLL CALL
- III. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN ON JUNE 18, 2026
- IV. PUBLIC COMMENT
The Standing Rules of the Board provide that any person who gives 24 hours' notice to the Corporation Secretary of the Board may speak to any item that is not on the agenda. In addition, any person may appear and address the Board of Regents on any item on the agenda for this meeting.
- V. UNIVERSITY ADMINISTRATIVE AGENDA
 - A. EXECUTIVE
 - 1. Second Amended and Restated Bylaws of Nebraska Medicine, Addendum V-A-1
 - 2. Amended and Restated Articles of Incorporation of Nebraska Medicine, Addendum V-A-2
- VI. CLOSED SESSION
- VII. ADDITIONAL BUSINESS

UNIVERSITY OF NEBRASKA FACILITIES CORPORATION MEETING IMMEDIATELY FOLLOWS



BOARD OF REGENTS AGENDA ITEM SUMMARY

Executive Committee

June 29, 2026

AGENDA ITEM: Approve the Second Amended and Restated Bylaws of Nebraska Medicine.

Review

Review + Action

Action

Discussion

This is a report required by Regents' policy.

PRESENTERS: Paul Kenney, Chair

PURPOSE & KEY POINTS

The proposed Second Amended and Restated Bylaws of Nebraska Medicine would be effective from July 1, 2026, through September 30, 2026.

The amendments are intended to reaffirm the Board's commitment to preserving the benefits of membership within Nebraska Medicine during the transition period, including the Omaha Community Foundation's ability to appoint one-half of the members of the Nebraska Medicine Board.

BACKGROUND INFORMATION

If approved, these bylaws will remain in effect while the University of Nebraska and the Omaha Community Foundation continue discussions regarding a potential long-term partnership and governance structure for Nebraska Medicine.

RECOMMENDATION

Chair Kenney recommends approval

**SECOND AMENDED AND RESTATED
BYLAWS OF
NEBRASKA MEDICINE**

ARTICLE I

GENERAL MATTERS

Section 1.01. Purpose. The purposes for which the Nebraska Medicine, a Nebraska nonprofit corporation (the “Corporation”) has been organized are set forth in the Amended and Restated Articles of Incorporation of the Corporation (the “Articles of Incorporation”). The Corporation, its Board of Directors, officers, and agents shall conduct the business and affairs of the Corporation in strict conformity with the purposes for which the Corporation has been created and otherwise in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws. In no event shall the Corporation engage in any activities which are not in furtherance of, and limited by, the purposes set forth in the Articles of Incorporation.

Section 1.02. Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30.

Section 1.03. Principal Office. The principal office of the Corporation shall be at 987400 Nebraska Medical Center, Kiewit Tower, 1st Floor, 333 South 44th Street, Omaha, Nebraska 68198-7400 or at such other location as the Board of Directors may from time to time designate by resolution. The Corporation may, in the discretion of the Board of Directors, keep and maintain other offices wherever the business of the Corporation may require.

Section 1.04. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Nebraska a registered office and a registered agent whose business office is identical with such registered office. The registered office and the registered agent are specified in the Articles of Incorporation. The Board of Directors may change the Corporation’s registered office or change its registered agent, or both, from time to time by filing a statement to that effect as required by the Nebraska Nonprofit Corporation Act (the “Act”).

**ARTICLE II
MEMBER**

Section 2.01. Meetings of the Member.

(a) The Corporation shall hold semi-annual meetings of the Member in December and June in each year beginning in 2026 for the purpose of carrying out such business as may properly come before the semi-annual meetings, including but not limited to the election of Directors if necessary. The Foundation (as defined in the Articles of Incorporation) shall be invited to attend any meeting of the Member.

(b) Special meetings of the Member may be held for any proper purpose or purposes and may be called by the Member, by the Board of Directors or by the Chief Executive Officer/President of the Corporation (the “CEO/President”). In each case, the Secretary shall notify the Member of such meeting in accordance with the provision of Section 2.03. Business transacted at any special meetings of the Member shall be confined to the purposes stated in the notice of such meetings, unless the transaction of other business is consented to by the Member.

(c) All meetings of the Member shall be held at the Corporation’s principal office or at such place or places within or outside of the State of Nebraska as the Member may from time to

time determine.

Section 2.02. Designated Representative. The Member shall designate in writing one or more individuals as the Member's designated representatives for purposes of attending and voting at meetings of the Member (each, a "Designated Representatives"). The Member shall notify the Secretary in writing of the identity of their Designated Representatives and any change to their Designated Representatives. No person other than a Designated Representative may attend a meeting of the Member to act on behalf of the Member; provided, however, that the Member may invite one or more professional advisors to attend a meeting with its Designated Representative (but not to act in the place of such Designated Representative at such meeting). If the Member appoints more than one Designated Representative, only one such Designated Representative, as selected for such purpose by the Member, may vote at any particular meeting of the Member. If attending a Member meeting, the Foundation shall send one (1) individual as its designated representative.

Section 2.03. Notice of Meetings.

(a) Notice of each meeting of the Member shall be provided to the Member in a manner provided in Section 8.08 at least ten (10) but not more than sixty (60) days before the meeting date. Each such notice shall indicate the place, date and time of the meeting of the Member and include a description of each matter to be submitted for the consideration of the Member at such meeting.

(b) The Member may waive notice of any meeting. A written waiver of notice of a meeting signed by the Member's Designated Representative, whether before, at or after the time stated therein, shall be equivalent to the giving of notice. Attendance of the Member's Designated Representative at a meeting constitutes a waiver by the Member of notice of such meeting, except where the Member's Designated Representative states at the beginning of the meeting that he/she is attending for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and he/she does not otherwise participate in the meeting.

Section 2.04. Quorum; Voting. At any meeting of the Member of the Corporation, the presence of a Designated Representative of the Member shall be required to establish a quorum for purposes of conducting the Member's meeting. The Member, acting through its Designated Representative, is entitled to one vote on each matter submitted to a vote of the Member at a meeting and the affirmative vote of the Member shall be required to constitute the act of the Member at such meeting.

Section 2.05. Telephonic/Video Conference Meetings. A Designated Representative of the Member may participate in a meeting of the Member through the use of conference telephone or similar communications equipment as long as all parties participating in such meeting can hear one another simultaneously during the meeting. Participation in a meeting pursuant to this section shall constitute presence in person of such Designated Representative at a meeting.

Section 2.06. Action by Written Consent. Any action required or permitted to be taken by the Member may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by a Designated Representative of the Member. All actions taken by written consent of the Member in lieu of a meeting, shall be filed with the minutes of proceedings of the Member.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.01. General Powers and Duties. Except for the powers reserved to the Member pursuant to the Articles of Incorporation or these Bylaws or as otherwise provided by the Act, all corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall

be managed by, the Board of Directors (sometimes referred to herein as the “Board” with each member of the Board referred to herein as a “Director”). Notwithstanding the foregoing, the Board shall generally focus on governance and strategy of the Corporation, and not on engaging in the day-to-day management of the Corporation. Each Director shall have a fiduciary duty and responsibility to seek in good faith to advance the business and best interests of the Corporation.

Section 3.02. *Composition of the Board.*

(a) The Board shall consist of four (4) voting Directors (the “Voting Directors”) and five (5) non-voting ex-officio Directors, as further described below. All Directors must be individuals, but do not need to be residents of the State of Nebraska.

(b) Voting Directors.

- Two (2) Voting Directors shall be appointed by the Board of Regents of the University of Nebraska (the “BOR” and the “BOR Directors”). Two (2) Voting Directors shall be appointed by the Omaha Community Foundation, a Nebraska nonprofit corporation (the “Foundation” and the “Foundation Directors” and together with the BOR Directors, the “Appointed Directors”). In this Article III, each of the BOR and the Foundation may be referred to as an “Appointing Party.” Each Appointed Director shall be appointed by, and shall serve at the pleasure of, the Appointing Party that appointed such Director.

(c) Non-Voting Ex-Officio Directors. The five (5) non-voting ex-officio Directors shall be (1) the Dean of the College of Medicine (the “COM”) of the University of Nebraska Medical Center (“UNMC”), (2) the Chief of Staff of The Nebraska Medical Center (“TNMC”) medical staff, (3) the Chief Nursing Officer of TNMC, (4) the Chairman of the Department of Surgery of the College of Medicine of the University of Nebraska Medical Center, and (5) the President and Chief Executive Officer of Nebraska Medicine.

(d) The members of the Board of Directors of the Corporation shall also comprise the board of directors of each Controlled Affiliate (as defined in the Articles of Incorporation).

(e) A Director shall be considered in good standing when they actively fulfill the duties and responsibilities of Board service, including regular attendance and meaningful participation in meetings. Directors are expected to attend no fewer than seventy-five percent (75%) of all scheduled Board and assigned committee meetings within a rolling twelve-month period, except in cases of excused absence as determined by the Chairperson. Directors shall review materials in advance, engage constructively in deliberations, and uphold fiduciary responsibilities of care and loyalty to the mission of the health system, the Member, and the state of Nebraska. Failure to meet these expectations may result in review by the other voting Board members and, if warranted, recommendation for corrective action or removal in accordance with these Bylaws.

Section 3.03. *Term of Office.* The terms of the Foundation Directors shall begin on July 1, 2026 and end on September 30, 2026, or as otherwise approved or extended in writing by the Member. The initial terms of the BOR Directors shall be for four (4) years. Subsequent terms of Appointed Directors shall be for four (4) years.

Section 3.04. *Voting; Super Majority Vote.*

(a) Except for matters requiring a Super Majority Vote of the Voting Directors as described in Sections 3.04(b) and 3.11 below, any action of the Board on a matter shall require a

Quorum as described in Section 3.09 below and the affirmative vote of not less than seventy-five percent (75%) of Voting Directors in office who would be eligible to vote on the matter.

(b) A super-majority vote for those matters set forth in Section 3.11 will be defined as one hundred percent (100%) of all the Voting Directors in office who would be eligible to vote on the matter (a “Super Majority Vote”).

Section 3.05. *Removal; Vacancies.*

(a) An Appointed Director may be removed at any time with or without cause by the Appointing Party that appointed such Director.

Any vacancy occurring on the Board shall be filled in the same manner as the vacancy was originally filled pursuant to Section 3.02; provided, that the nomination from either the BOR or the Foundation, as applicable, is subject to the approval of the other party which approval shall not be unreasonably withheld.

Section 3.06. *Meetings of the Board.*

(a) The semi-annual meeting of the Board shall be held on the same dates and at the same locations as the semi-annual meetings of the Member.

(b) Regular meetings of the Board may be at such times and places as may from time to time be determined by resolution of the Board; provided, however, that it is anticipated that the Board shall meet approximately every other month and no less than six times per year.

(c) Special meetings of the Board may be called by or at the request of the Chairperson, CEO/President, or any two (2) Directors.

Section 3.07. *Place of Meetings.* The Board may hold its meetings, either annual, regular or special, at such place or places within or outside the State of Nebraska as the Board of Directors may from time to time determine.

Section 3.08. *Notice of Meetings.*

(a) Notice of any special meeting of the Board shall be given at least seven (7) days prior thereto in a manner provided in Section 8.08. Each such notice shall indicate the place, date and time of the meeting of the Directors and include a description of each matter to be submitted for the consideration of the Directors at such meeting (with the consideration of matters at such special meeting to be limited to the matters included within such notice).

(b) Any Director may waive notice of any meeting. A written waiver of notice of a meeting signed by a Director, whether before, at or after the time stated therein, shall be equivalent to the giving of notice. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director states at the beginning that he/she is attending the meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not otherwise participate in the meeting.

Section 3.09. *Quorum.* A quorum for the conduct of business by the Board shall consist of seventy-five percent (75%) of the Voting Directors in office (a “Quorum”) (not counting any vacant seat of a Voting Director). In the absence of a Quorum, a majority of the Voting Directors present at a meeting may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a Quorum is present.

Section 3.10. *Manner of Acting.* Each Voting Director shall have one vote on every matter voted on by the Board. Directors shall not vote by proxy or other representative means. Except as provided in Section 3.11 or Section 3.12, the affirmative vote of seventy-five percent (75%) of the Voting Directors who would be eligible to vote on the matter at a meeting at which a Quorum is present shall be the act of the Board.

Section 3.11. *Super-Majority Vote.* The following actions shall require a Super Majority Vote of the Board:

- (a) Making a recommendation to select or remove the Chairperson, vice chairperson of the Corporation (the “Vice Chairperson”), or the CEO/President;
- (b) Making a recommendation to approve the Corporation’s annual operating and capital budget, any material change to the annual operating and capital budget and the annual member distribution plan;
- (c) Making a recommendation for the Corporation to make commitments for capital transactions in excess of Fifty Million Dollars (\$50,000,000);
- (d) Making a recommendation for the issuance or incurrence of indebtedness exceeding \$1,000,000;
- (e) Subject to the Articles of Incorporation and Article X of these Bylaws, making a recommendation to amend the Articles of Incorporation, these Bylaws, or any other organizational or governance documents of the Corporation;
- (f) Making a recommendation for entry into any merger, consolidation, joint operating agreement, dissolution, a sale of all or substantially all of the assets, or such other extraordinary transaction of the Corporation or its subsidiaries;
- (g) Making a recommendation of a gift, pledge, donation, grant or contract having the result of a donation, no matter how denominated, other than to the Member in excess of One Million Dollars (\$1,000,000) in any twelve (12) month period;
- (h) Any other matter specifically reserved in these Bylaws or the Articles of Incorporation; and
- (i) Any other matter that under applicable law requires a supermajority vote.

Section 3.12. *Powers Reserved to the Member.* Notwithstanding any provision of these Bylaws to the contrary, the authority and powers of the Member, including specific actions requiring the Member's prior written consent, are set forth in the Articles of Incorporation. However, notwithstanding any provision of these Articles of Incorporation or the Bylaws to the contrary, in no event shall the Corporation take, propose to take, or permit any subsidiary or Controlled Affiliate to take, any actions related to matters primarily related to operations of all academic programs, academic performance, research activities, academic facilities, educational policy, or academic accreditation without the prior written consent of the BOR.

Section 3.13. *Related Party Transactions and Conflicts of Interest.*

- (a) No contract or transaction entered into by the Corporation shall be rendered invalid by the fact that a Director or officer of the Corporation holds a direct or indirect pecuniary interest in such contract or transaction or may otherwise have an interest which is or might be adverse to the interests of the Corporation if at the meeting of the Board of Directors making, authorizing or

confirming such contract or transaction:

(i) the interested Director or officer discloses (or causes to be disclosed) the material facts of his or her interest in such contract or transaction and is recused from voting with respect to such contract or transaction, and

(ii) such contract or transaction is adopted or ratified by a majority of all of the Voting Directors who are not so interested after first determining in good faith that (i) such contract or transaction is in the best interests of the Corporation notwithstanding the adverse or potentially adverse interests of any interested Director or officer, and (ii) such contract or transaction was not entered into solely because of the position of such interested Director or officer with the Corporation.

In making such determination, the Directors may rely to the extent they deem appropriate upon the advice of legal counsel.

(b) All Directors shall be subject to and abide by the Corporation's Conflict of Interest Policy (the "Conflict of Interest Policy") as it may be adopted by a Super Majority Vote of the Board and as it may be amended from time to time upon a Super Majority Vote of the Board. Directors will abstain and/or recuse themselves from a vote and/or discussion as provided for in such Conflict of Interest Policy.

Section 3.14. Action by Written Consent. Any action required or permitted to be taken by the Directors may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then-serving and entitled to vote. All actions taken by written consent of the Directors in lieu of a meeting, shall be filed with the minutes of proceedings of the Board.

Section 3.15. Participation by Telephone/Video Conference. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute attendance in person at the meeting.

Section 3.16. Compensation. Directors shall not receive any stated salaries for their services as Directors, but by resolution of the Board, reasonable expenses of attendance, if any, may be allowed for attendance at meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.17. Committees. The Board of Directors may designate one or more committees, including without limitation an Executive Committee, a Governance Committee, Audit Committee, a Compensation Committee, a Finance Committee, a Community Engagement Committee, and a Quality and Safety Committee, made up of two (2) or more Directors and delegate such authority and responsibilities with respect to the Corporation as the Board shall lawfully determine; provided, however, that such committees shall not take any action requiring a Super Majority Vote hereunder or otherwise exercise any authority imposed upon the entire Board by law. Each such committee shall keep regular minutes of its proceedings, which minutes shall be recorded with the minutes of proceedings of the Board.

ARTICLE IV OFFICERS

Section 4.01. Number, Election and Term. The officers of the Corporation shall be a Chairperson, Vice Chairperson, CEO/President, Treasurer and Secretary, and such other officers as the Board may authorize from time to time, all of whom shall be elected by the Board at a regular or special meeting, subject to the provisions set forth below. Officers, other than the Chairperson and Vice Chairperson, are not

required to be Directors of the Corporation. In addition to the duties and authorities described in Sections 4.02 through 4.05 hereof, the officers of the Corporation shall have the duties and authority prescribed, from time to time, by the Board.

Section 4.02. *Chairperson and Vice Chairperson.*

(a) The Chairperson shall be selected by the Board and will be among the four (4) Voting Directors. The Chairperson shall have the power to call special meetings of the Board of Directors and shall preside at all meetings of the Board of Directors at which he or she is present.

(b) The Vice Chairperson shall be selected by the Board. The Vice Chairperson shall assist the Chairperson in the performance of the Chairperson's duties and shall perform such other duties as may be assigned by the Chairperson or the Board of Directors. In the absence or incapacity of the Chairperson, the Vice Chairperson shall exercise the powers of and perform the duties of the Chairperson.

Section 4.03. *Chief Executive Officer/President.* The CEO/President shall be recommended by a Super Majority Vote of the Board, and approved by the Member. The CEO/President should be a physician. The CEO/President shall supervise the management and day-to-day activities of the Corporation and shall see that all policies and instructions of the Board are carried into effect. The CEO/President may negotiate for, execute and deliver (or cause to be negotiated, executed or delivered) agreements, contracts, deeds, instruments and other documents on behalf of the Corporation as are necessary or appropriate in the ordinary course of its business or as are duly authorized or approved by the Board or committees designated by the Board. The CEO/President shall have such additional authority, powers and duties as are appropriate and customary for the office of chief executive officer/president, subject to any guidelines as the Board may prescribe from time to time. The CEO/President shall report directly to the Board.

Section 4.04. *Treasurer.* The Treasurer shall be selected by the Board and have control of the funds and the care and custody of all securities owned by the Corporation. The Treasurer shall receive all moneys paid to the Corporation and, subject to any limits imposed by the Board, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the Corporation's name and on the Corporation's behalf, and give full discharge for the same. The Treasurer shall also have charge of disbursement of the funds of the Corporation, shall keep full and accurate records of the receipts and disbursements and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as shall be designated by the Board. The Treasurer shall have such additional authority, powers and duties as are appropriate and customary for the office of Treasurer, subject to any guidelines as the Board may prescribe from time to time. The Treasurer shall report directly to the CEO/President and the Board.

Section 4.05. *Secretary.* The Secretary shall be selected by the Board and give, or cause to be given, notice of all annual or special meetings of the Board and the Member, keep the minutes of all regular and special meetings of the Board and all meetings of the Member, be responsible for the maintenance of all corporate records and files and the preparation and filing of reports to governmental agencies (other than tax returns), and have such other authority, powers and duties as are appropriate and customary for the office of Secretary, subject to any guidelines as the Board may prescribe from time to time. The Secretary shall report directly to the CEO/President and the Board.

Section 4.06. *Resignation, Removal and Vacancies.* Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the date of receipt of such notice or at any later date specified in the notice. The acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any officer may be removed, with or without cause, by action of the Board whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. A

vacancy occurring in any office shall be filled by the Board for the unexpired portion of that officer's term.

Section 4.07. Compensation. The officers of the Corporation shall be entitled to such compensation, if any, as shall be determined by the Board.

Section 4.08. Agents and Employees. The officers of the Corporation, subject to any restrictions set forth by the Board, may appoint or employ such agents or other employees as each of them respectively may deem advisable from time to time, and may delegate to any such agent or employee the authority and duties of such officer. Appointment or employment of an agent or employee shall not of itself create a contract or other right to compensation for services performed as such agent or employee.

ARTICLE V MEDICAL STAFF

Section 5.01. Operation of Integrated Medical Staff. The Corporation is committed to medical staff models at all sites, with no distinction between University of Nebraska-affiliated academic physicians, academic faculty, employed physicians and private practice physicians for purposes of granting medical staff membership and privileges. Administrative leaders, physicians employed by the Corporation, and physicians selected for leadership positions within the Corporation will be selected as described below. Recommendations to the Board concerning medical staff privileging remain the role of the Credentialing Committee (as such term is defined in the Nebraska Medicine Bylaws dated as of July 1, 2016 (the "Medical Staff Bylaws")) and then followed by approval of the Medical Staff Executive Committee as specified in Medical Staff Bylaws. The foregoing authorities described in Sections 5.01(a)-(j) below are subject to the ultimate authority of the Board of Nebraska Medicine.

(a) The CEO/President and the Dean of the UNMC COM (the "Dean") will jointly establish consistent processes ("Consistent Processes") to identify candidate(s) for each of the future appointments of the administrative and clinical leaders of each clinical program/clinical service. They will then seek input and recommendations for each of these leadership positions as described below in Sections 5.01(b)-(d).

(b) Utilizing the Consistent Processes, the Department Chair(s) associated with a clinical program/service, the Nebraska Medicine Chief Operating Officer (the "COO") and the Nebraska Medicine Chief Medical Officer (the "CMO") will provide input and approve the candidate(s) identified by the CEO/President and the Dean of the UNMC COM for such future administrative leaders of a clinical program/clinical service as identified by the CEO/President and the Dean (in Section 5.01(a)). Final selections as to these appointments will be made by the CEO and the Dean.

(c) Utilizing the Consistent Processes, the Department Chair(s) associated with a clinical program/service and the CMO will provide input and approve the candidate(s) identified by the CEO/President and the Dean for each future medical staff service chief for a term of one (1) year as identified by the CEO/President and the Dean (see Section 5.01(a)). Final selections as to these appointments will be made by the appropriate Nebraska Medicine Medical Executive Committee(s).

(d) Utilizing the Consistent Processes, the Department Chair(s) associated with a clinical program/service, the COO, and the CMO will provide input and approve the candidate(s) identified by the CEO/President and the Dean for each future clinical leader of a clinical program/clinical service as identified by the CEO/President and the Dean (see Section 5.01(a)). Final selections as to these appointments will be made by the CEO/President and the Dean.

(e) The Department Chair(s) associated with a clinical program/service, the CEO/President, and the CMO will together provide input and recommendations as to the selection of future individual physicians, physician group contracts or overall staffing changes for services other than Hospital-Based Services (as defined below). Final decisions as to future individual physicians, physician group contracting or employment will be made by the CEO/President and Dean. In all cases, the Board of Nebraska Medicine has final authority over the contracting or employment of physicians in all clinical services.

For the avoidance of doubt, the foregoing process does not govern the recruitment and employment of individual physician faculty by UNMCP.

(f) “Hospital-Based Services” shall mean services provided by all hospitalists (but excluding physicians caring for their own patients where such practice is consistent with current facility- and unit-specific policy in place as of the date these Bylaws are adopted), pathologists, radiologists, anesthesiologists, radiation oncologists and emergency medicine physicians or other specialties but only if added pursuant to the process set forth in Section 5.01(g). “Hospital-Based Individual Physician Employment” means individual physicians who are employed by the hospital in which he or she works or under the Medical Service Plan attached as Exhibit 5.01(f)(1) and such physicians shall be referred to herein as “Hospital-Based Individual Physician Employees.” Hospital-Based Individual Physician Employment and Hospital-Based Services at the facilities identified on Exhibit A, as well as future sites determined by the Nebraska Medicine Board upon the recommendation of the CEO/President and the Dean (collectively, the “Designated Facilities”), will be provided by UNMC COM Clinical Department's faculty, to the extent shown in the first sentence of this subparagraph (f), or as provided under contracts for such Hospital-Based Services in existence as of the date these Bylaws are adopted, provided the obligations under a contract for services, the CMS Conditions of Participation and the requirements of The Joint Commission and Nebraska State law are met.

(g) Hospital-Based Individual Physician Employment and Hospital-Based Services that are not at Designated Facilities will be proposed by the CEO/President and the Dean in the future and have input and recommendation by the Department Chair(s) associated with a clinical program/service, the COO, and the CMO. Approval of any such future recommended appointments of any Hospital-Based Services not in effect on the date of the adoption of these Bylaws will also require approval by the CEO/President and the Dean, as well as a Super Majority Vote of the Nebraska Medicine Board.

(h) In the event that the process described should fail to provide input and approval under Section 5.01(c) or Section 5.01(d), the CMO shall act as an interim Service Chief or clinical leader. The CMO shall convene the COO and the Department Chair(s) associated with the clinical program/service to attempt to resolve the issues with respect to the vacancy. Final selections as to these appointments will then be made by the CEO/President and the Dean.

(i) In the event that the Dean and the CEO/President cannot agree on the future recommendation(s) and selection(s) by the Department Chair(s) associated with a clinical program/service, the COO and the CMO as described in Sections 5.01(b),(d),(e),(f) and (g), the final selection and decision will be escalated to the Board of Nebraska Medicine. In all cases, the Board of Nebraska Medicine has final authority over all such leadership appointments and employment of physicians who are not Hospital-Based Individual Physician Employees.

(j) The recommendations of the Medical Executive Committee of the Medical Staff regarding the annual appointment of Clinical Service Chiefs, as described in Sections 5.01(a) and (c) will be subject to the approval by the Nebraska Medicine Board. Further, in the event that the

Medical Executive Committee of the Medical Staff of Nebraska Medicine cannot agree on the selection(s) by the Department Chair(s) associated with a clinical program/service, the members of the applicable service, and the CMO as described in Section 5.01(c), the final decision will be escalated to the Board of Nebraska Medicine with input from all of the above, as well as the CEO/President and the Dean. In all cases, the Board of Nebraska Medicine has final authority over all such medical staff appointments.

Section 5.02. *Support of Clinical, Research and Educational Missions.* The Board is responsible for building and upholding a blended culture for the Corporation and its Controlled Affiliates (as defined in the Articles of Incorporation) where physicians can practice medicine, support education, and support research in an academic medical center environment that embraces a philosophy of excellence to extraordinary. It is understood that the success of all physicians is paramount to the success of the Corporation. The clinical, research and educational missions must be actively supported by the medical staff as a whole; but participation by non-faculty members of the Medical Staff will not be required.

ARTICLE VI FINANCIAL MATTERS

Section 6.01. *Financial Policies and Reporting.* Except where otherwise required by law or governmental reporting, financial and reporting practices and policies of the Corporation, including the recognition of revenues, operating expenses and similar matters, will be determined by Generally Accepted Accounting Principles in the United States (“GAAP”).

Section 6.02. *Fund Transfers.*

(a) Except as expressly provided for herein, consistent with TNMC’s and the Corporation’s nonprofit status under the Code, Fund Transfers (as defined below) must not interfere in (1) ongoing operations and due payment of TNMC’s and the Corporation’s operating expenses (as such is defined in GAAP, the “Operating Costs”) or (2) setting aside reserves for needs under any Board-approved strategic plan, as determined in good faith by the Board. TNMC and/or the Corporation should expect and be able to make full Fund Transfers in each fiscal year.

(b) TNMC shall make, and the Corporation shall cause TNMC to make, the full Fund Transfers each year, unless the Board, in its reasonable discretion, determines by Super Majority Vote that in a given year the payment would materially adversely impact TNMC’s and the Corporation’s operating requirements; otherwise, such full Fund Transfer in the amount of sixteen million dollars (\$16,000,000), shall be transferred in each fiscal year to UNMC through the UNMC Chancellor’s office (each, a “Fund Transfer”). The amount of the Fund Transfer shall be reviewed every year by the Board in an endeavor to sustain the real value of the Fund Transfer. In the event that TNMC fails to make the full Fund Transfer for any Fiscal Year as provided for herein (absent any Super Majority Vote as contemplated by this Section 6.02(b) and/or Section 6.02(c) below), the Corporation shall make such Fund Transfer on TNMC’s behalf within thirty (30) days of such failure, subject in all respects to Section 6.02(c) below, with Nebraska Medicine retaining the right to obtain reimbursement from TNMC of the amount of such Fund Transfer made on its behalf.

(c) The Board, with the Corporation leadership, will make a good faith effort as part of the annual budget preparation cycle to honor the Fund Transfer as described above. However, if the financial needs of TNMC and the Corporation so warrant (as described above), the Fund Transfer to the UNMC may be proposed to be reduced by a Super Majority Vote of the Board subject to discussion with and approval by the Member.

(d) In addition to, and following the satisfaction of, the Fund Transfer, in the event that

the Corporation has cash on hand in excess of 150 days, based on the audited financial statements for any fiscal year, upon a Super Majority Vote of the Board, the Corporation may, make, or cause TNMC to make, an additional annual return of excess capital to UNMC (which shall be treated as a donation and shall not constitute or be deemed a distribution of income or profits) (the “Excess Grant”).

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01. *Limitation of Liability of Directors and Officers.* No person shall be liable to the Corporation or its Member for money damages for any loss, damage, liability or expense suffered by the Corporation or the Member as a result of any action taken, or any failure to take any action, by such person in his or her capacity as a Director or officer of the Corporation to the full extent such liability to the Corporation or the Member may be limited under applicable law.

Section 7.02. *Indemnification of Liability of Directors and Officers.*

(a) To the fullest extent permitted or provided by applicable law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (an “Action”) by reason of the fact that he or she is or was a Director or officer of the Corporation against actual liability and expense (including reasonable attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her (“Losses”) provided that in connection with the conduct of such person forming the basis for the Action, he or she (i) acted in good faith and in a manner he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, (ii) with respect to any criminal action or proceeding, had, in good faith, no reasonable cause to believe that his or her conduct was unlawful.

(b) Notwithstanding the foregoing, the Corporation will not provide indemnification for Losses under this Article VII in respect of any Action by or in the right of the Corporation in which such person was adjudged liable to the Corporation or any Action charging that such person derived an improper personal benefit (whether or not involving action in an official capacity) as to which such person has been adjudged to be liable on the basis that such personal benefit was improperly received by him or her.

(c) The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had, in good faith, no reasonable cause to believe that his or her conduct was unlawful.

Section 7.03. *Advancement of Expenses.* Expenses (including reasonable attorneys’ fees) actually and reasonably incurred by a person who is entitled to indemnification under Section 7.02 in defending an Action shall be entitled to be paid to such person by the Corporation in advance of the final disposition of such Action as authorized by the Board of Directors in the specific case upon receipt of (i) a written affirmation by such person of his or her good faith belief that he or she has met the relevant standard of conduct entitling such person to indemnification under applicable law and regulations and (ii) a written undertaking by such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by the Corporation.

Section 7.04. *Remedies.*

(a) Any person who may be entitled to be indemnified under this Article VII shall have the right to maintain an action in any court of competent jurisdiction against the Corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by the Corporation for all fees and expenses (including reasonable attorneys' fees) actually and reasonably incurred in connection with any such action (including, without limitation, the investigation, defense, settlement or appeal of such action).

(b) The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested Directors or otherwise, and any procedure provided for by any of the foregoing, as to action in his or her official capacity and shall continue as to a person who has ceased to be in the position which entitled him or her to such indemnification and shall inure to the benefit of the heirs, executors and administrators of such a person. The provisions in this Article VII shall not be deemed to preclude the Corporation from indemnifying other persons from similar or other expenses and liabilities as the Board may determine in a specific instance or by resolution of general application, provided that such is permitted by law and to maintain the Corporation's tax-exempt status.

Section 7.05. *Survival of Rights.* The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained for, contractual condition of such person's serving or having served in an indemnifiable capacity and, while this Article VII may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Article VII with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed after such amendment or repeal.

Section 7.06. *Insurance.* The Corporation will purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, fiduciary or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

ARTICLE VIII ADMINISTRATIVE MATTERS

Section 8.01. *Contracts.* The Board may by written resolution authorize any officer or officers, employee or employees, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.02. *Funds.* All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such depositories as the Board may designate, and for the purpose of such deposit any person or persons to whom such power is delegated may endorse, assign and deposit checks, drafts and other orders for the payment of funds payable to the order of the Corporation. All checks, drafts or other orders for the payment of money issued by the Corporation shall be signed by such person or person as may, from time to time, be designated by the Board or these Bylaws.

Section 8.03. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.04. *Gifts.* Subject to the limitations set forth in the Articles of Incorporation, the Board

may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 8.05. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Member, the Board and committees having any of the authority of the Board, and shall keep at the principal office of the Corporation a record giving the name and the address of the Member.

Section 8.06. Inspection of Records. The Member may, upon written request, inspect the records of the Corporation for any reason whatsoever, during the Corporation's normal hours of operation and in such manner as will not unduly interfere with the regular conduct of the business of the Corporation. The Member may delegate the Member's right of inspection to one or more agents, who shall be bound by the Member's duties of confidentiality and loyalty.

Section 8.07. Reports; Tax Returns.

(a) The Board may, from time to time, require the officers of the Corporation to prepare and deliver reports regarding the status of the Corporation to the Board and to the Member, including, but not limited to, an annual report in such form as determined by the Board. Without limiting the generality of the foregoing, the Chairperson and the CEO/President shall provide an annual report to the Member.

(b) The Corporation shall prepare and file all federal, state or local tax returns required to be filed by the Corporation under the provisions of relevant law.

Section 8.08. Notices.

Any notice, demand or communication required, permitted, or desired to be given hereunder shall be in writing and deemed effectively given when received by electronic means (including facsimile or e-mail) and by overnight national courier with proof of receipt, upon the date of such receipt, addressed as follows:

If to the Member:

The Board of Regents of the University of Nebraska
Varner Hall
3835 Holdrege St.
Lincoln, Nebraska 68583

With copies (which shall not constitute notice) to:

Bren Chambers, Esq.
Vice President and General Counsel
University of Nebraska
3835 Holdrege Street
Lincoln, NE 68583-0745

If to the Corporation:

Nebraska Medicine
987400 Nebraska Medical Center
Omaha, NE 68198-7400
Attention: Chief Financial Officer

With copies (which shall not constitute notice) to:

Nebraska Medicine
987400 Nebraska Medical Center

Omaha, Nebraska 68198-7400
Attention: General Counsel

or at such other address as the Member may designate by notice hereunder to the other Parties.

Section 8.09. *Articles of Incorporation.* In the event of any conflict or inconsistency between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE IX

TERM

Section 9.01. *Duration.* Unless terminated and wound up under the Act, the duration of the Corporation shall be perpetual.

Section 9.02. *Member Withdrawal.* The Member may withdraw from the Corporation in accordance with the Articles of Incorporation, these Bylaws, or as permitted by the Act.

ARTICLE X AMENDMENTS TO THE BYLAWS

Subject to a recommendation by the Board by a Super Majority vote, these Bylaws may be amended from time to time upon the approval of the Member. Notwithstanding the foregoing, effective as of October 1, 2026, the Member shall have the unilateral right and authority to amend the entirety of these Bylaws, and for purposes of clarity, such action shall not require a Super Majority Vote or any other approval of the Board.

DULY ADOPTED by the Member and Board of Directors as the Bylaws of the Corporation, effective as of _____, 2026.

Jeffrey P. Gold, M.D., Secretary

Exhibit A
Designated Facilities

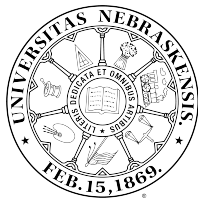
Designated Facilities shall include the following locations:

Hospital Based:

- Nebraska Medical Center Campus (MAIN), 987400 Nebraska Medical Center Omaha, NE 68198-7400
- Village Pointe Services, 111 North 175th Street, Omaha, NE 68118
- Village Pointe Outpatient Surgery Center, 110 North 175th Street, Omaha, NE
Bellevue Cancer Services, 2510 Bellevue Medical Center Dr, Bellevue NE 68123
Radiation Oncology, 1 Jack Foster Drive Shenandoah, IA 51601

Physician Clinics:

- Durham Outpatient Clinics, 44th and Emile, Omaha, NE 68198
Fontenelle Clinic, 5050 Ames Street, Omaha NE 68104-2323
- Bellevue Clinics, 2510 Bellevue Medical Center Drive, Bellevue NE 68123
Brentwood Village 8021 South 84th Street, Lavista NE 68128
- Eagle Run Clinic, 3685 N. 129th St, Omaha NE 68164
- Oakview Medical Building Clinics, 2727 South 144th Street, Omaha NE 68144
HICSA Building Clinics, 730 South 38th Avenue, Omaha NE 68198-1320
Midtown Clinic, 139 So 40th Street, Omaha NE 68131
- Neurological Sciences Clinics, 4242 Farnam Street, Suite 650, Omaha NE 68198-8480
Plattsmouth Clinic, 1938 Highway 34 East, Plattsmouth NE 68048
- Specialty Care Center, 804 South 52nd Street, Omaha, NE 68106-1802
Truhlsen Eye Institute, 3902 Leavenworth St., Omaha NE 68198
- Village Pointe Clinic and Aesthetic Surgery ASC, 17617 Burke Street, Omaha NE 68118
Village Pointe Clinics, 110 North 175th Street, Suite 2800 Omaha NE 68118
- Clarkson Family Medicine, 4200 Douglas Street Omaha NE 68131



BOARD OF REGENTS AGENDA ITEM SUMMARY

Executive Committee

June 29, 2026

AGENDA ITEM: Approve the Amended and Restated Articles of Incorporation of Nebraska Medicine.

Review Review + Action Action Discussion

This is a report required by Regents' policy.

PRESENTERS: Paul Kenney, Chair

PURPOSE & KEY POINTS

The proposed Amended and Restated Articles of Incorporation of Nebraska Medicine would be filed with the State of Nebraska and become effective July 1, 2026, through September 30, 2026.

The Articles were drafted in response to the resolution adopted by the Board of Regents at its June 18, 2026 meeting. The amendments are intended to reaffirm the Board's commitment to preserving the benefits of membership during the transition period, including the Omaha Community Foundation's ability to appoint one-half of the members of the Nebraska Medicine Board.

BACKGROUND INFORMATION

If approved, the Amended and Restated Articles of Incorporation will remain in effect while the University of Nebraska and the Omaha Community Foundation continue discussions regarding a potential long-term partnership and governance structure for Nebraska Medicine.

RECOMMENDATION

Chair Kenney recommends approval

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEBRASKA MEDICINE**

The following Amended and Restated Articles of Incorporation (these “Articles of Incorporation”) are executed pursuant to the provisions of the Nebraska Nonprofit Corporation Act (the “Act”), and such Amended and Restated Articles of Incorporation shall be effective as of 12:01:01 a.m. on July 1, 2026.

The following Amended and Restated Articles of Incorporation shall supersede and replace in their entirety the original Articles of Incorporation and all amendments thereto.

**ARTICLE I.
NAME**

The name of the corporation is “Nebraska Medicine” (the “Corporation”).

**ARTICLE II.
DESIGNATION**

The Corporation is a public benefit corporation.

**ARTICLE III.
REGISTERED OFFICE AND AGENT**

The street address of the Corporation’s registered office is 233 South 13th Street, Suite 1900, Lincoln, Nebraska 68508. The name of the Corporation’s registered agent at such office is CSC-Lawyers Incorporating Service Company.

**ARTICLE IV.
PURPOSES AND POWERS**

Section 4.1 Purposes.

(a) The Corporation is organized exclusively for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code. Within the scope of such exempt purposes, the Corporation shall have as its purposes and objectives to support and operate for the benefit of, and/or coordinate some or all of the functions of the following organizations (the “Supported Organizations”):

(i) the Board of Regents of the University of Nebraska (the “BOR”), a public body corporate and also an organization described in Section 501(c)(3) of the Code and classified as a public charity pursuant to Sections 509(a)(1) and/or 509(a)(2) of the Code; and

(ii) publicly supported organizations in the State of Nebraska that are closely related in purpose or function to the organizations specified in Sections 4.1(a)(i) above, and that are designated from time to time by the BOR (as a Supported Organization) in a written instrument maintained with the Corporation’s records. The Corporation reserves the right to add additional publicly supported organizations that are closely related in purpose or function to the Supported

Organizations, provided that any such additional supported organizations are identified with the specificity required under Section 509(a)(3) of the Code and the Treasury Regulations.

The Corporation was formed to also facilitate and support the integration of The Nebraska Medical Center (“TNMC”), a Nebraska nonprofit corporation and organization described in Section 501(c)(3) of the Code and classified as a public charity pursuant to Sections 509(a)(1) and 170(b)(1)(A)(iii) of the Code, which is the premier academic medical center of the State of Nebraska, and also UNMC Physicians (“UNMCP”), a Nebraska nonprofit corporation described in Section 501(c)(3) of the Code and classified as a public charity (collectively, the “Controlled Affiliates”), and certain other activities of the BOR. The BOR has not (under these Articles of Incorporation or otherwise) transferred or ceded any of its powers with respect to governance of its organization or given up any corporate authority to the Corporation as a result of being a Supported Organization.

(b) In furtherance of the purposes set forth above, the Corporation shall undertake the following:

(i) To serve as the sole member of each Controlled Affiliate;

(ii) To coordinate and control (through majority board overlap) all activities of the Controlled Affiliates, including, but not limited to, the academic mission, clinical inpatient and outpatient hospital care and physician care;

(iii) To endeavor to lead the world in transforming lives to create a healthy future through the delivery of extraordinary care, remarkable discovery and relevant learning; and

(iv) To focus on achieving the following outcomes:

A. obtaining the most exceptional experiences for all those served;

B. providing the most trusted educators;

C. providing extraordinary patient care;

D. achieving the best health outcomes;

E. enabling the most transformational discoveries;

F. investing and reinvesting in excellence;

G. embracing the principles of interdependence among the Corporation’s missions and functions; and

H. attracting the most exceptional workforce, physician partners, affiliates and philanthropic supporters.

(v) To serve as a nucleus for the addition of other hospitals and providers to the integrated enterprise, and to grow the integrated enterprise as a region-leading one that can contribute meaningfully to the missions of its Supported Organizations;

(vi) To be responsive to and otherwise serve as an integral part of the Supported Organizations as required by the Code and the Treasury Regulations promulgated thereunder. The Corporation is intended to be classified as a supporting organization described in Section 509(a)(3) of the Code and, more specifically, as a Type I supporting organization (operated, supervised, or controlled by) within the meaning of Section 509(a)(3)(B)(i) of the Code and Treasury Regulation Section 1.509(a)-4(g); and

(vii) Within the meaning of Section 509(a)(3)(B)(i) of the Code and Treasury Regulation Section 1.509(a)-4(g), the Corporation shall be operated, supervised, or controlled by the BOR as a Supported Organization.

Section 4.2 Powers. The powers and rights of the Corporation shall be limited to supporting and operating for the benefit of, and/or coordinating some or all of the functions of, the Supported Organizations. The Corporation shall not be empowered to operate to support or benefit any organization or organizations other than the Supported Organizations. Subject to the foregoing limitation, the Corporation shall possess and be fully authorized to exercise any and all powers and rights conferred by the laws of the State of Nebraska on nonprofit corporations under the Act, and any enlargement of such powers conferred by subsequent legislative acts, which an organization exempt under Section 501(c)(3) of the Code may possess or exercise, and may exercise all those powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska which are necessary, suitable, proper, advisable or convenient for the accomplishment of the purposes of the Corporation.

Section 4.3 Limitations on Activities. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings or principal of the Corporation shall inure to the benefit of or be distributed to any director, trustee or officer of the Corporation or of any affiliated organizations, or any private individual (except that reasonable compensation may be paid for goods or services rendered to or for the Corporation in connection with one or more of its purposes), and no director, trustee or officer of the Corporation or any affiliated organizations, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation; provided, however, that affiliated organizations shall not include the BOR, solely by reason of its status as Member. The Corporation will not be controlled, directly or indirectly, by one or more other individuals or disqualified persons other than foundation managers and one or more organizations described in Section 509(a)(1) or Section 509(a)(2) of the Code, within the meaning of Sections 509(a)(3) and 4946 of the Code.

ARTICLE V. MEMBER

Section 5.1 Member. The Member of the Corporation is the BOR (the "Member").

Section 5.2 Additional Members. Additional parties may become a Member of the Corporation from time to time as determined pursuant to these Articles of Incorporation and the Bylaws of the Corporation (the "Bylaws").

Section 5.3 Powers Reserved to the Member. Notwithstanding any provision of these Articles to the contrary, in no event shall any of the following actions occur without the prior written consent of the Member (and only after a Super Majority Vote (as defined in the Bylaws) for such action, subject to Section 5.3(d) below):

- (a) Selection or removal of the Chairperson of the Corporation, Vice Chairperson of the Corporation, or the Chief Executive Officer/President of the Corporation;
- (b) Adoption of the Corporation's annual operating and capital budget, any material change to the annual operating and capital budget and the annual distribution plan; and
- (c) The Corporation making commitments for capital transactions in excess of Fifty Million Dollars (\$50,000,000).
- (d) Any amendment to these Articles of Incorporation, the Bylaws or any other organizational or governance documents of the Corporation, provided, that, effective as of October 1, 2026, the Member shall have the unilateral right and authority to amend the entirety of these Articles of Incorporation, the Bylaws or any other governance documents of the Corporation, and for purposes of clarity, such action shall not require a Super Majority Vote (as defined in the Bylaws) or any other approval of the Corporation's Board of Directors;
- (e) Any entry into any merger, consolidation, joint operating agreement, a sale of all or substantially all of the assets, or such other extraordinary transaction of the Corporation or its subsidiaries;
- (f) Sale, transfer, lease, disposition or change in use of (a) more than fifty (50) percent of the assets of the clinical operations of the Corporation, whether owned directly or indirectly (as determined based upon fair market value); or (b) such other assets as the Board by Super Majority Vote shall designate, provided, however, that any sale, conveyance, transfer or other disposal of any interest in the event of default of any mortgage or pledge securing debt incurred in compliance with the Articles of Incorporation and the Bylaws shall not require the approval of the Member, so long as the Member has been given written notice of such event of default and a reasonable opportunity to cure, in the Member's sole discretion;
- (g) Issuance or incurrence of Indebtedness resulting in a Debt/Equity Ratio in excess of 40% or a Debt Coverage Ratio less than 1.25 (provided, however, that the refinancing, refunding or restructuring of then-existing Indebtedness will not be considered to be the issuance or incurrence of new Indebtedness for this purpose unless the principal amount of the Indebtedness refinanced, refunded or restructured is increased), with such terms defined and such ratios calculated as provided in the Financial Ratio Calculation Addendum attached as Exhibit A, as such Financial Ratio Calculation Addendum may be amended from time to time;
- (h) A liquidation or dissolution of the Corporation;
- (i) Admission of one or more additional Member(s) of the Corporation;
- (j) Entry into any affiliations that would result in a change in the size of the Board, a change to the Quorum requirements applicable to the Board, or change the supermajority voting requirements of the Board; and
- (k) A gift, pledge, donation, grant or contract having the result of a donation, no matter how denominated, other than to the Member (in equal amounts) in excess of One Million Dollars (\$1,000,000) in any twelve (12) month period.

Section 5.4 Academic Powers Reserved to the BOR.

(a) Notwithstanding any provision of these Articles of Incorporation or the Bylaws to the contrary, in no event shall the Corporation take, propose to take, or permit any subsidiary or Controlled Affiliate to take, any actions related to matters primarily related to operations of all academic programs, academic performance, research activities, academic facilities, educational policy, or academic accreditation without the prior written consent of the BOR.

(b) Notwithstanding anything to the contrary in these Articles of Incorporation or the Bylaws, the Members intend that the BOR's rights and the governance structure of the Corporation satisfy the requirements applicable to a Type I supporting organization under Section 509(a)(3) of the Code and Treasury Regulation Section 1.509(a)-4(g).

**ARTICLE VI.
BOARD OF DIRECTORS**

Section 6.1 Governance and Management. Governance and management of the affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of nine (9) directors, comprised of four (4) voting directors and five (5) nonvoting directors, all as described below. The initial voting directors shall be Jeffrey P. Gold, MD, Dele Davies, MD, Donna Kush and Bruce Grewcock. The individuals serving as (1) the Dean of the College of Medicine (the "COM") of the University of Nebraska Medical Center ("UNMC"), (2) the Chief of Staff of The Nebraska Medical Center ("TNMC") medical staff, (3) the Chief Nursing Officer of TNMC, (4) the Chairman of the Department of Surgery of the College of Medicine of the University of Nebraska Medical Center, and (5) the President and Chief Executive Officer of Nebraska Medicine, shall be *ex officio* nonvoting directors. Each voting director shall be appointed and serve pursuant to the terms of the Bylaws. The Board of Directors shall have the power and authority to operate the Corporation and make decisions on behalf of the Corporation other than as set forth specifically in the Bylaws or in Section 5.3 and Section 5.4 hereof.

Section 6.2 Bylaws. The Bylaws may be amended as set forth herein and therein.

Section 6.3 Foundation. The Omaha Community Foundation, a Nebraska nonprofit corporation (the "Foundation") has those specific board appointment rights as expressly delineated in the Bylaws for the period of July 1, 2026 through September 30, 2026. Pursuant to Section 5.3(d) of these Articles, effective as of October 1, 2026, the Member may unilaterally amend these Articles, the Bylaws and any other governing documents of the Corporation.

**ARTICLE VII.
INDEMNIFICATION**

The Corporation shall indemnify any person serving as a Director of the Corporation to the full extent permitted by Sections 21-1996 through 21-19,104 of the Nebraska Nonprofit Corporation Act, and may also indemnify its officers and employees to the full extent provided by law, from and against liabilities and expenses incurred by reason of such individuals being made a party to a proceeding because the individual is or was a Director, officer or employee of the Corporation, subject to such terms and conditions as may be set forth in the Bylaws with respect thereto.

**ARTICLE VIII.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, cause the Corporation to distribute all assets of the Corporation to the BOR (or its successors) in such manner as the Board of Directors shall determine consistent with the Bylaws; provided, however, that in no event shall any of the assets of the Corporation be distributed to the BOR (or successor thereof) if it does not qualify at such time as a tax-exempt organization under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or a governmental entity. If the BOR (or its successor) does not so qualify, then assets otherwise distributable to the BOR shall be distributed, by the Board of Directors, in the manner and to the recipients designated in a written direction delivered by the BOR (or its successor), to the Board of Directors, to (i) an affiliate of the BOR that does so qualify, (ii) to one or more other parties carrying out tax-exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (iii) to the federal, state or local government for a public purpose. Any assets of the Corporation not distributed by the Board of Directors in the foregoing manner shall be disposed of by order of a court of competent jurisdiction located in Douglas County, Nebraska, exclusively for tax-exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

[Signature Page Follows]

EXECUTED by the undersigned on _____, 2026.

Dele Davies, M.D., Chairperson

EXHIBIT A

FINANCIAL RATIO CALCULATION ADDENDUM

The terms and provisions of this Financial Ratio Calculation Addendum (this “Addendum”) shall be applied in the calculation of the “Debt/Equity Ratio” and “Debt Coverage Ratio” identified in Section 5.3(g) of these Articles of Incorporation.

Section 1. Calculation of Debt/Equity Ratio. The Debt/Equity Ratio shall be calculated using the Financial Statements of the Calculation Group for the most recent Fiscal Year for which audited Financial Statements are available for each member of the Calculation Group, as of the last day of such Fiscal Year.

Section 2. Calculation of Debt Coverage Ratio. The Debt Coverage Ratio shall be calculated using the Financial Statements of the Calculation Group for the most recent Fiscal Year for which audited Financial Statements are available for each member of the Calculation Group.

Section 3. Definitions. All capitalized terms used in this Addendum and not otherwise defined herein shall, except as otherwise stated, have the following meanings:

“*Calculation Group*” shall mean the Corporation and all corporations or other entities that are directly or indirectly owned or controlled by the Corporation or under direct or indirect common control with the Corporation.

“*Debt Coverage Ratio*” means for any period for which a calculation is made, the coverage ratio determined by dividing the Income Available for Debt Service for such period by the Maximum Debt Service Requirement (taking into account the Indebtedness proposed to be incurred, as well as the repayment of any existing Indebtedness if the proposed Indebtedness is a refinancing of existing Indebtedness), as determined pursuant to Section 2 of this Addendum.

“*Debt/Equity Ratio*” means as of any date for which the calculation is made, the ratio, stated as a percentage, of the principal amount of Indebtedness outstanding on the date of issuance of the Indebtedness proposed to be incurred (taking into account the Indebtedness proposed to be incurred, as well as the repayment of any existing Indebtedness if the proposed Indebtedness is a refinancing of existing Indebtedness) to Equity, as determined pursuant to Section 1 of this Addendum.

“*Debt Service Requirement*” means, for any period for which such determination is made, the aggregate of the payments required to be made in respect of principal (including, as of maturity, any mandatory sinking fund redemption or mandatory prepayment) and interest on outstanding Indebtedness of the Calculation Group during such period, except that:

- (a) with respect to Indebtedness on which 25% or more of the principal is due by reason of maturity, mandatory redemption or mandatory tender or put by the holder or lender in a single Fiscal Year (which portion of the principal is not required to be amortized by payment or redemption prior to such Fiscal Year), the amount of debt service taken into account shall assume that such Indebtedness is to be amortized over a 30-year period, beginning on the date of such calculation, on a level debt service basis and at the rate of interest specified in such obligation (determined as of the time of calculation of the Debt Service Requirement and, if such obligation bears interest at a variable rate, calculated in the manner provided herein with respect to Variable Rate Indebtedness); and

(b) with respect to Variable Rate Indebtedness, the amount of interest shall be calculated at a rate equal to an assumed fixed rate of interest equal to (i) the average interest rate on such Indebtedness for the shorter of the most recent 24-month period or the period during which such Indebtedness has been outstanding or (ii) if it is the Indebtedness proposed to be incurred, the initial rate for the initial period for which an interest rate is determined for such Indebtedness; and

(c) for Indebtedness with respect to which interest rate swaps, caps, collars, options, floors, forwards or other hedging arrangements or any other similar instruments have been entered into by a member of the Calculation Group, interest on such Indebtedness shall be determined by including the amount of interest payable on such Indebtedness, plus the amount of any payments periodically required to be paid to a counterparty, minus any amounts periodically receivable from a counterparty; provided, that if any such amount is not stated as a fixed rate, such amount shall be calculated in the manner provided herein with respect to Variable Rate Indebtedness; and

(d) Debt Service Requirements shall exclude any payment on Indebtedness payable from (i) a debt service reserve, (ii) moneys available for capitalized interest or (iii) moneys deposited in escrow for the payment of such Indebtedness, in each case to the extent such items are excluded from the cumulative total net assets of the Calculation Group.

“*Equity*” means the cumulative total net assets (or shareholders’ equity, if applicable) of the members of the Calculation Group as set forth on the Financial Statements of the members of the Calculation Group.

“*Financial Statements*” means, for any period, the audited combined financial statements of the Calculation Group, and the separate audited financial statements for any members of the Calculation Group which are not included in combined statements of the Calculation Group, prepared in accordance with GAAP and which shall have been audited by independent certified public accountants, the report of which shall accompany such financial statements.

“*Fiscal Year*” means, with respect to any member of the Calculation Group, the fiscal year of such member.

“*GAAP*” means accounting principles generally accepted in the United States of America, consistently applied.

“*Income Available for Debt Service*” means, unless the context provides otherwise, with respect to the Calculation Group as to any period of time, net income, or excess (or deficit) of revenues over expenses before depreciation, amortization, and interest expense, as determined in accordance with GAAP, plus amounts from a capitalized interest deposit applied or, during any such future period of time, required to be applied, to the payment of interest on Indebtedness; provided, that no determination thereof shall take into account:

(a) gifts, grants, bequests, donations or contributions, to the extent specifically restricted by the donor to a particular purpose inconsistent with their use for the payment of principal of, redemption premium and interest on Indebtedness or the payment of operating expenses;

(b) any unrealized gain or loss due to valuation of investments, interest rate swaps, caps, collars, options, floors, forwards or other hedging arrangements or any other similar instruments; and

(c) extraordinary non-cash items.

“*Indebtedness*” means all obligations for borrowed money incurred or assumed by members of the Calculation Group, including installment sale or conditional sale contracts and leases that are required to be capitalized in accordance with GAAP. Indebtedness shall not include (a) obligations of any member of the Calculation Group to any other member of the Calculation Group, (b) obligations pursuant to any interest rate swaps, caps, collars, options, floors, forwards or other hedging arrangements or any other similar instruments, and (c) guaranties of obligations of others within or outside the Calculation Group.

“*Maximum Debt Service Requirement*” means the highest Debt Service Requirement for the current or any subsequent Fiscal Year.

“*Variable Rate Indebtedness*” means all or any portion of Indebtedness the interest rate on which has not been established at a fixed or constant rate to maturity.

Section 4. Interpretation.

(a) All accounting terms not specifically defined in this Addendum shall be construed in accordance with GAAP, except as otherwise stated herein. If any change in accounting principles from those used in the preparation of the financial statements of The Nebraska Medical Center as of June 30, 2015 results from the promulgation of rules, regulations, pronouncements and opinions by or required by the Financial Accounting Standards Board, American Institute of Certified Public Accountants, or other authoritative bodies that determine generally accepted accounting principles (or successors thereto or agencies with similar functions) and such change results in a change in the calculation of the Debt/Equity Ratio and the Debt Coverage Ratio, the accounting terms used herein shall be modified to reflect such change in accounting principles so that the criteria for evaluating the Debt/Equity Ratio and the Debt Coverage Ratio shall be the same after such change as if such change had not been made.

Lincoln, Nebraska
June 18, 2026

The Board of Regents of the University of Nebraska met on June 18, 2026, at 9:00 a.m. in the Boardroom at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska, in a publicly convened session, the same being open to the public and having been preceded by advanced publicized notice, a copy of which is attached to the minutes of this meeting as Attachment 1 (page 107).

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 June 11, 2026.

Regents present:

Timothy Clare
Paul Kenney, Chair
Joel Makovicka
Robert Schafer
Jim Scheer, Vice Chair
Jack Stark
Barbara Weitz
Kathy Wilmot
Paige Oltmans, University of Nebraska at Kearney
Kurt Schneider, University of Nebraska-Lincoln
Aditi Rai, University of Nebraska at Omaha

Regents not present:

Allie Daro, University of Nebraska Medical Center

University officials present:

Jeffrey P. Gold, President
David Jackson, Executive Vice President and Provost
Katie Hoffman, Corporation Secretary
Neal Schnoor, Chancellor, University of Nebraska at Kearney
H. Dele Davies, Interim Chancellor, University of Nebraska Medical Center
Joanne Li, Chancellor, University of Nebraska at Omaha
Tiffany Heng-Moss, Vice President (Special) and Harlan Vice Chancellor (Special) of IANR, UNL
Anne Barnes, Senior Vice President and Chief Financial Officer
Bren Chambers, Vice President and General Counsel
Chris Kratochvil, Vice President for External Relations

I. CALL TO ORDER

II. ROLL CALL

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

Chair Kenney announced the location of the Open Meetings Act in the Boardroom.

III. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN ON MAY 29, 2026

Motion Moved by Wilmot and seconded by Weitz to approve the minutes and ratify the actions of the meeting on May 29, 2026.

Action Student Opinion: Voting Aye: Rai, Schneider, Oltmans. Voting Aye: Clare, Kenney, Makovicka, Schafer, Scheer, Stark, Weitz, and Wilmot. Motion carried.

IV. PRESENTATIONS

V. KUDOS

Regent Oltmans presented a KUDOS award to Samantha Malone, lead teacher at the LaVonne Kopecky Plambeck Early Childhood Education Center at the University of Nebraska at Kearney.

Regent Schneider presented a KUDOS award to John Nollette, Ranch Technician-Lead at the West Central Research, Education and Extension Center in Whitman, Nebraska, University of Nebraska-Lincoln.

Regent Makovicka presented a KUDOS award to Sara Ward, Associate Director and Campus Compliance Manager at the University of Nebraska Medical Center.

Regent Rai presented a KUDOS award to Marc Gordon, Building Services Manager for the Dr. C.C. and Mabel L. Criss Library at the University of Nebraska at Omaha.

VI. RESOLUTIONS

Regent Clare presented the following resolution:

WHEREAS, at the August 14, 2025, meeting of the Board, the Board unanimously approved filing an application with the Nebraska Department of Economic Development to request and use state grant funds under the Nebraska Transformational Projects Act for the unanimously approved Project Health Program Statement.

WHEREAS, the University has just received the agreement (Contract Number 26-09-109) which shall outline the specifics between the State of Nebraska and the University with respect to the approved funding for this project (“Agreement”).

WHEREAS, the Board hereby affirms their support of the receipt of these state funds and the requirements thereto as outlined in the Agreement, attached hereto as Exhibit 1.

NOW, THEREFORE, Be It Resolved, that the Board of Regents of the University of Nebraska authorizes the Chair of the Board of Regents of the University of Nebraska, Paul Kenney to execute this Agreement on behalf of the Board.

- Motion Moved by Scheer and seconded by Weitz to adopt the resolution.
- Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Makovicka, Schafer, Scheer, Stark, Weitz, Wilmot, Clare, Kenney. Motion carried.

VII. PRESIDENT’S REMARKS

President Gold shared an update on the University, highlighting the HLC combined accreditation between UNL and UNMC that should be formally approved this month. He also highlighted some of the benefits of that accreditation and highlighted some of the outstanding work our faculty and staff have done.

He highlighted and introduced the attendees, Dr. Edgar Cahoon, director of the Center for Plant Science Innovation, who was just elected to the National Academy of Sciences. He highlighted UNMC’s iEXCEL program which just achieved reaccreditation from the American College of Surgeons as a Comprehensive Education Institute through 2031. He highlighted the achievements of Coach Rhonda Revelle for whom the Board was going to formally consider a proposal to name the softball field at UNL after. He also highlighted her player, Jordy Frahm who was awarded the prestigious Honda Award for Softball, after also receiving her fourth first team All American honors, National Player of the Year, Golden Glove winner and Big Ten Pitcher of the Year. Finally, he highlighted the work of two of our outstanding administrators – Dr. Dele Davies, who the Board will consider making full chancellor of UNMC at today’s meeting and Jen Nelson who the Board will consider approving appointment as Vice Chancellor for Research and Innovation at the University of Nebraska-Lincoln.

VIII. PUBLIC COMMENT

There were no individuals who presented to the Board.

IX. UNIVERSITY CONSENT AGENDA

- Motion Moved by Clare and seconded by Weitz to approve all Consent items.

A. ACADEMIC AFFAIRS

- IX-A-1 President’s Personnel Recommendations.

B. BUSINESS AND FINANCE

- IX-B-1 Approve the selection of the four-year architectural and engineering firms for term contracts from May 1, 2026, to April 30, 2030, for the University of Nebraska
- IX-B-2 Approve the one-year employment extension for Sergeant Matt Phillips at the University of Nebraska at Kearney
- IX-B-3 Approve the naming of the UNL softball field as “Rhonda Revelle Field”
- IX-B-4 Approve authorization to provide notice of termination of the current University of Nebraska Amended and Restated Dental Service Plan (UNMC)

IX-B-5 Approve and authorize execution of an Agency Agreement between the Board of Regents of the University of Nebraska, on behalf of the University of Nebraska at Omaha (UNO), and Collegiate Licensing Company, LLC (CLC) for trademark licensing services

IX-B-6 Approve the Property Management Agreement for Scott Crossing (UNO)

C. EXECUTIVE

IX-C-1 Approve Performance-Based Merit Pay to President Gold for FY 2025-26

Action Student Opinion: Voting Aye: Oltmans, Rai, Schneider. Voting Aye: Schafer, Scheer, Stark, Weitz, Wilmot, Clare, Kenney, Makovicka. Motion carried.

X. UNIVERSITY ADMINISTRATIVE AGENDA

A. ACADEMIC AFFAIRS

Motion Moved by Clare and seconded by Weitz to approve items X-A-1, X-A-2 and X-A-3.

X-A-1 Approve existing Academic Program Reviews required by the Nebraska Coordinating Commission for Postsecondary Education (CCPE)

X-A-2 Approve in-depth Reports required by the Nebraska Coordinating Commission for Postsecondary Education (CCPE)

X-A-3 Approve the establishment of the Artificial Intelligence (AI) Institute at the University of Nebraska

Action Student Opinion: Voting Aye: Rai, Schneider, Oltmans. Voting Aye: Scheer, Stark, Weitz, Wilmot, Clare, Kenney, Makovicka, Schafer. Motion carried.

Motion Moved by Weitz and seconded by Schneider to approve items X-A-4 and X-A-5.

X-A-4 Approve the elimination of the Bachelor of Science in Education, Physics 7-12 Subject Endorsement, administered by the Department of Physics, in the College of Arts and Sciences at the University of Nebraska at Kearney (UNK)

X-A-5 Approve the establishment of the Bachelor of Science in Education, Family and Consumer Sciences Occupational 6-12 Teaching Endorsement, administered by the Department of Counseling, School Psychology and Family Science in the College of Education at the University of Nebraska at Kearney (UNK)

Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Stark, Weitz, Wilmot, Clare, Kenney, Makovicka, Schafer, Scheer. Motion carried.

Motion Moved by Wilmot and seconded by Clare to approve item X-A-6.

X-A-6 Approve the elimination of the Bachelor of Arts and the Bachelor of Science in Russian, administered by the Department of Modern Languages and Literature, in the College of Arts and Sciences at the University of Nebraska-Lincoln (UNL)

Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Weitz, Wilmot, Clare, Kenney, Makovicka, Schafer, Scheer, Stark. Motion carried.

B. BUSINESS AND FINANCE

Motion Moved by Scheer and seconded by Stark to approve items X-B-1, X-B-2, X-B-3 and X-B-4.

X-B-1 Approve the Fund B, University Program and Facilities Fee (UPFF) 2026-27 Allocation for UNK

X-B-2 Approve the Fund B, University Program and Facilities Fee (UPFF) 2026-27 Allocation for UNL

X-B-3 Approve the Fund B, University Program and Facilities Fee (UPFF) 2026-27 Allocation for UNMC

X-B-4 Approve the Fund B, University Program and Facilities Fee (UPFF) 2026-27 Allocation for UNO

Action Student Opinion: Voting Aye: Oltmans, Rai, Schneider. Voting Aye: Wilmot, Clare, Kenney, Makovicka, Schafer, Scheer, Stark, Weitz. Motion carried.

Motion Moved by Scheer and seconded by Schneider to separate items X-B-5 and X-B-6.

Action Student Opinion: Voting Aye: Rai, Schneider, Oltmans. Voting Aye: Clare, Kenney, Makovicka, Schafer, Scheer, Stark, Weitz, Wilmot. Motion carried.

Motion Moved by Clare and seconded by Scheer to approve item X-B-5.

X-B-5 Approve the FY26-27 Operating Budget and 2026-27 tuition rates for the University of Nebraska System

Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Kenney, Makovicka, Scheer, Stark, Weitz, Clare. Voting Nay: Schafer, Wilmot. Motion carried.

Motion Moved by Clare and seconded by Weitz to approve item X-B-6.

X-B-6 Approve the FY26-27 Operating Budget for the Nebraska College of Technical Agriculture

Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Makovicka, Scheer, Stark, Weitz, Clare, Kenney. Voting Nay: Schafer, Wilmot. Motion carried.

Motion Moved by Weitz and seconded by Oltmans to approve item X-B-7.

X-B-7 Approve and authorize the execution of a University of Nebraska Master Agreement for the University of Nebraska-Lincoln (UNL), and ABM Industry Groups, LLC (ABM) for custodial services at UNL Athletics facilities

Action Student Opinion: Voting Aye: Oltmans, Rai, Schneider. Voting Aye: Schafer, Scheer, Stark, Weitz, Wilmot, Clare, Kenney, Makovicka. Motion carried.

Motion Moved by Weitz and seconded by Schneider to approve item X-B-8.

X-B-8 Approve the Program Statement for redevelopment of Selleck Student Housing (UNL)

Action Student Opinion: Voting Aye: Rai, Schneider, Oltmans. Voting Aye: Scheer, Stark, Weitz, Wilmot, Clare, Kenney, Makovicka, Schafer. Motion carried.

C. EXECUTIVE

Motion Moved by Scheer and seconded by Schneider to approve item X-C-1.

X-C-1 Approve the First Amendment to Change of Membership Agreement between the University of Nebraska and Clarkson Regional Health Services

Action Student Opinion: Voting Aye: Rai, Schneider, Oltmans. Voting Aye: Stark, Weitz, Wilmot, Clare, Kenney, Makovicka, Schafer, Scheer. Motion carried.

Motion Moved by Wilmot and seconded by Weitz to approve item X-C-2.

X-C-2 Approve the Donation Agreement between the University of Nebraska and Clarkson Regional Health Services

Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Weitz, Wilmot, Clare, Kenney, Makovicka, Schafer, Scheer, Stark. Motion carried.

D. FOR INFORMATION ONLY

E. REPORTS

X-E-1 Report on proposal to establish an expedited Graduate Certificate in Leadership Communication administered by the Department of Communication in the College of Arts and Sciences at the University of Nebraska at Kearney (UNK)

X-E-2 Report on proposal to establish an expedited Graduate Certificate in Learning and Visual Design administered by the Department of Teacher Education in the College of Education at the University of Nebraska at Kearney (UNK)

X-E-3 Report on proposed revisions to the Bylaws for the College of Arts and Sciences at the University of Nebraska at Omaha (UNO)

X-E-4 Report on Laboratory, Student, and Miscellaneous Fees for Academic Year 2026 – 2027

- X-E-5 Report on Current List of Professional Post-Baccalaureate Programs
- X-E-6 Program Monitoring Reports required by the Board of Regents
- X-E-7 Report on Bids and Contracts
- X-E-8 Report on Gifts, Grants, Contracts and Bequests
- X-E-9 Report on Quarterly Capital Construction
- X-E-10 Annual Report of six-year Capital Plan
- X-E-11 Report on A&E Construction Manager at Risk for UNO Athletics Training Facility and Baseball & Softball Clubhouse projects
- X-E-12 Report on proposed revisions to the Bylaws for the College of Architecture at the University of Nebraska-Lincoln (UNL)
- X-E-13 Report on proposed revisions to the Bylaws for the College of Dentistry at the University of Nebraska Medical Center (UNMC)
- X-E-14 Report on Purchase Agreement for acquisition of a student housing complex located on the UNO Scott Campus at 6640 Pine St., Omaha, NE 68106 (Scott Crossing)

Chair Kenney accepted the reports on behalf of the Board.

XI. CLOSED SESSION

Motion Moved by Weitz and seconded by Schneider 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
- Personnel Matters

Action Student Opinion: Voting Aye: Oltmans, Rai, Schneider. Voting Aye: Wilmot, Clare, Kenney, Makovicka, Schafer, Scheer, Stark, Weitz. Motion carried.

Chair Kenney declared that the closed session would be strictly limited to a discussion of:

- Real Estate Transactions
- Personnel Matters

The Board went into closed session at 10:49 a.m.

The Board reconvened the open meeting at 12:20 p.m.

Motion Makovicka moved to add the following resolution to the record and was seconded by Weitz.

WHEREAS, the University of Nebraska System exists to transform lives and communities in Nebraska and around the world, and

WHEREAS, the campuses of the University System bring unique strengths together to create an exceptional level of quality and impact—through accessible and excellent education for students, research and creative activity that generates new knowledge, and service and engagement that enriches quality of life, and

WHEREAS, the University of Nebraska is committed to assist with the projected healthcare workforce needs to increase the educational pipeline of the future health professions' workforce to support the increasing demands of communities of rural and urban Nebraska, and

WHEREAS, the growth of the health professions' workforce depends upon longstanding clinical partnerships across the 500-mile campus of UNMC, including the key partnership with Nebraska Medicine, and

WHEREAS, upon receiving notice from Clarkson Regional Health Services ("CRHS") of the intent to withdraw as a member of Nebraska Medicine, the Board of Regents of the University of Nebraska ("Board"), at the January 15, 2026, Regents' meeting, unanimously agreed to CRHS's exit as a member effective on or around June 30, 2026, and

WHEREAS, after public notification of CRHS's intent to withdraw as a member, certain Nebraska philanthropic organizations represented by the Omaha Community Foundation, the Walter Scott Family Foundation and the University of Nebraska Foundation ("Organizations") graciously expressed their interest to the Board of their desire to work collaboratively with the University to ensure Nebraska Medicine continues to excel as a world leader of health professions education, research, and in providing extraordinary patient care, and

WHEREAS, the Board and Organizations began a series of negotiations on what such a collaboration would entail, including providing contributions in the governance of Nebraska Medicine and the potential for the Omaha Community Foundation being added as an equal member of Nebraska Medicine, and

WHEREAS, while those discussions have been productive, no final resolution has been reached regarding the Organizations' contribution or permanent level of involvement in Nebraska Medicine; and

WHEREAS, the Board deeply appreciates the Organizations' generosity and shared commitment to advancing the mission and long-term success of Nebraska Medicine and wishes to affirm its desire to take the next step in the process towards the Organizations' integrated role within Nebraska Medicine.

NOW, THEREFORE, Be It Resolved, that the Board of Regents of the University of Nebraska hereby commits to: (i) recognize and admit the Omaha Community Foundation's two (2) designated Nebraska Medicine board appointees, replacing the two resigning CRHS appointees, for a period from July 1, 2026 through October 1, 2026 (the "Interim Period"), resulting in a total of four (4) Nebraska Medicine directors during such Interim Period; (ii) create and implement amended Articles

and Bylaws for Nebraska Medicine, in collaboration with the Omaha Community Foundation, to reflect their board appointment rights and other agreed upon governance objectives during the Interim Period; and (iii) work diligently with the Omaha Community Foundation, and the Nebraska Medicine board, toward the stated goal of admitting the Omaha Community Foundation's qualified charitable designee as an equal member in Nebraska Medicine. In doing so, the Board therefore asks Dr. Jeffrey Gold, University of Nebraska System President, to carry out the foregoing resolutions on behalf of the Board.

- Action Student Opinion: Voting Aye: Rai, Schneider, Oltmans. Voting Aye: Clare, Kenney, Makovicka, Schafer, Scheer, Stark, Weitz, Wilmot. Motion carried.
- Motion Clare moved to adopt the resolution and was seconded by Scheer.
- Action Student Opinion: Voting Aye: Schneider, Oltmans, Rai. Voting Aye: Kenney, Makovicka, Schafer, Scheer, Stark, Weitz, Wilmot, Clare. Motion carried.

ADJOURNMENT

There being no further business, the meeting was adjourned by Chair Kenney at 12:35 p.m.

Respectfully submitted,

Katie Hoffman
Corporation Secretary

Paul Kenney
Chair of the Board



NOTICE OF MEETING

Notice is hereby given that the Board of Regents of the University of Nebraska will meet in a publicly convened session on Thursday, June 18, 2026, at 9:00 a.m. in the Boardroom at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska. Internet stream is available at <https://nebraska.edu>.

An agenda of subjects to be considered at said meeting, kept on a continually current basis is 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>.

Any member of the public wishing to speak on an item not on the agenda or 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: June 11, 2026

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