Board of Regents Special Meeting

Varner Hall, Boardroom

September 25, 2026

11am

2026.09.25 Board of Regents Special Meeting

AGENDA
THE BOARD OF REGENTS
OF THE UNIVERSITY OF NEBRASKA
Varner Hall, 3835 Holdrege Street
Lincoln, Nebraska 68583-0745
Friday, September 25, 2026
11:00 a.m.

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN ON SEPTEMBER 1, 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. A. EXECUTIVE
1. Approve proposed Board members to represent the University of Nebraska Board of Regents on the Nebraska Medicine Board, Addendum V-A-1

VI. CLOSED SESSION

VII. ADDITIONAL BUSINESS

BOARD OF REGENTS
AGENDA ITEM SUMMARY

Executive **September 25, 2026**

AGENDA ITEM: Approve proposed Board members to represent the University of Nebraska Board of Regents on the Nebraska Medicine Board.

[ ] **Review** [X] **Review + Action** [ ] **Action** [ ] **Discussion**

[ ] *This is a report required by Regents' policy.*

PRESENTERS: Paul Kenney, Chair

PURPOSE & KEY POINTS

Pursuant to agreed upon Nebraska Medicine Bylaws and Articles of Incorporation, the University of Nebraska Board of Regents ("Board") may propose four (4) individuals to represent the Board's interest on the Nebraska Medicine Board. The four (4) individuals that are proposed are:

Tonn Ostergard
Regent and Vice Chair, Jim Scheer
Regent, Joel Makovicka
Regent and Chair, Paul Kenney

RECOMMENDATION

The Board Chair recommends approval.

Lincoln, Nebraska
September 1, 2026

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

Notice was given in accordance with subsection (5) of Neb. Rev. Stat. § 84-1411 of the special meeting held by the Board of Regents of the University of Nebraska on September 1, 2026, at 1:00 p.m. at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska, and by remote electronic means pursuant to Neb. Rev. Stat. § 84-1411. The meeting was held in a publicly convened session, the same being open to the public and having been preceded by advance publicized notice, a copy of which is attached to the minutes of this meeting as Attachment 1 (page 125).

The nature of the business for this special meeting was discussion of confidential transaction negotiation matters concerning the Omaha Community Foundation.

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 August 27, 2026.

Regents present:
Timothy Clare
Paul Kenney, Chair
Joel Makovicka
Robert Schafer
Jim Scheer, Vice Chair
Jack Stark
Barbara Weitz (joined via teleconference)
Kathy Wilmot
Paige Oltmans, University of Nebraska-Kearney (joined via teleconference)
Kurt Schneider, University of Nebraska-Lincoln
Aditi Rai, University of Nebraska-Omaha

Regents not present:
Allie Daro, University of Nebraska Medical Center

University officials present:
Jeffrey P. Gold, President
Katie Hoffman, Corporation Secretary
Anne Barnes, Sr. Vice President and Chief Financial Officer
Bren Chambers, Vice President and General Counsel
Dele H. Davies, Chancellor, University of Nebraska Medical Center
Chris Kratochvil, Vice President for External Relations

Not present:
Neal Schnoor, Chancellor, University of Nebraska at Kearney
Katherine Ankerson, Interim Chancellor, University of Nebraska-Lincoln

David Jackson, Executive Vice President and Provost
Joanne Li, Chancellor, University of Nebraska at Omaha
Tiffany Heng-Moss, Vice President (Special) and Harlan Vice Chancellor (Special) of IANR, UNL

I. CALL TO ORDER

II. ROLL CALL

The Board convened at 1:10 p.m. Attendance is indicated above.

III. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN ON August 13, 2026

Motion — Moved by Clare and seconded by Schneider to approve the minutes and ratify the actions of the meetings on August 13, 2026.

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

IV. PUBLIC COMMENT

- Xiao Cao spoke to the Board regarding matters of Ethics at UNMC.
- Governor Jim Pillen spoke to the University of the importance of the partnerships between the state and the university and our philanthropic partners.
- Nebraska Speaker of the Legislature John Arch spoke about the importance of the partnerships between the state and the university and our philanthropic partners.
- UNL Athletic Director Troy Dannen spoke about the symbiotic relationship between the university, athletics, the state and our philanthropic groups.

V. CLOSED SESSION

Motion — Moved by Makovicka and seconded by Clare 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:

- Confidential transaction negotiation matters concerning the Omaha Community Foundation.

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

The Board went into closed session at 1:28 p.m.

The Board reconvened the open meeting at 2:14 p.m.

VI. RESOLUTION

Motion Regent Clare moved to read a resolution into the record for the Board to adopt. Schneider seconded.

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

Resolution

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

WHEREAS, the University of Nebraska is committed to assist with the current and 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 governance of Nebraska Medicine, and

WHEREAS, after public notification of Clarkson Regional Health Services' ("CRHS") 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 Regents of the University of Nebraska ("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, CRHS officially withdrew as a member of Nebraska Medicine, making the Board the sole governing member of Nebraska Medicine on June 30, 2026, 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 ("OCF") being added as a second governing member of Nebraska Medicine, and

WHEREAS, the Board unanimously passed a resolution affirming this approach and establishing a temporary shared governance structure for Nebraska Medicine that included representatives of the Organizations on June 19, 2026 and subsequently unanimously passed a set of amended and restated Articles and Bylaws on June 26, 2026 providing for a defined period of shared governance beginning July 1, 2026; and

WHEREAS, the Articles defining this shared governance structure were filed with the Nebraska Secretary of State on July 1, 2026, with weekly meetings of the newly designated Nebraska Medicine Board members representing both the Board and Organizations beginning thereafter; and

WHEREAS, after extensive work between the Organizations and the Board designated representatives, the parties have developed highly detailed and near final drafts of key documents including Articles of Incorporation, Bylaws, a Membership Assessment Agreement and a Membership Agreement (the "Definitive Agreements") setting the stage for a long term successful shared governance structure for Nebraska Medicine; and to which, the Omaha Community Foundation will become a member of Nebraska Medicine in accordance with the terms and conditions of the Definitive Agreements (the "Proposed Transaction");

WHEREAS, the Board has reviewed and considered the terms and provisions of the Definitive Agreements and prior to this meeting, has reviewed and discussed the Proposed Transaction in committee sessions, including reviewing the most current drafts of the Definitive Agreements and the steps necessary and appropriate to consummate the Proposed Transaction, by engaging in a page turn of the Definitive Agreements drafts, and deems the Proposed Transaction and the Definitive Agreements advisable and in the best interests of the University of Nebraska, Nebraska Medicine and the State of Nebraska;

WHEREAS, the Board wishes to express deep appreciation to President Gold and Chancellor Davies for their tireless efforts and for the Organizations' generosity and shared commitment to advancing the mission and long-term success of Nebraska Medicine; and

WHEREAS, the Board wishes to affirm its desire to take the next steps in the process towards the Omaha Community Foundation's integrated role within the Nebraska Medicine governance structure.

NOW, THEREFORE, Be It Resolved, that the Board of Regents of the University of Nebraska hereby commits to: (i) continue to work diligently with the Omaha Community Foundation toward the consummation of the Proposed Transaction; (ii) authorizes the finalization of the necessary regulatory and governance document related to or required by the Proposed Transaction; and (iii) authorizes and approves the Definitive Agreements and authorizes and approves the Chairman of the Board of Regents of the University of Nebraska, Paul R. Kenney, and any such other officers of the University of Nebraska as appointed by the Chairman (the "Authorized Officer" and collectively with any appointees, the "Authorized Officers") are hereby authorized and directed, in the name and on behalf of the Regents, to pursue, negotiate, finalize, execute and deliver the Definitive Agreements, consistent with the general terms and conditions that have been presented, summarized and provided to the Regents prior to this meeting and to fully negotiate any changes to the Definitive Agreements consistent with the conversations prior to this meeting and the matters discussed prior to this meeting of the Regents, both in connection with the page turn of the Definitive Agreements, and any other changes, additions, modifications, and amendments to the Definitive Agreements as such Authorized Officers shall deem necessary or appropriate, the execution and delivery thereof by such Authorized Officers to be conclusive evidence of the approval thereof by such Authorized Officers.

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

VII. ADJOURNMENT

There being no further business, the meeting was adjourned by Chair Kenney at 2:46 p.m.

Respectfully submitted,

Katie Hoffman	Paul Kenney
Corporation Secretary	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 Tuesday, September 1, 2026, at 1:00 p.m. in the Boardroom at Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska, and by remote electronic means pursuant to Neb. Rev. Stat. § 84-1411. Internet stream is available at https://nebraska.edu.

The business to be conducted by the Board of Regents at such special meeting will be the consideration of a motion to go into closed session as authorized by Neb. Rev. Stat. § 84-1410 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 a discussion limited to confidential transaction negotiation matters concerning the Omaha Community Foundation. An agenda shall be kept on a continually current basis and 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.

Members of the public wishing to address the Board with respect to items on the Agenda will continue to follow the provisions of Standing Rule 5.1. Members of the public wishing to address the Board during the Public Comment portion on items not on the Agenda, and members of the public wishing to address the Board via remote communication 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: August 27, 2026

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

University of Nebraska System

Office of the Corporation Secretary
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nebraska.edu