

**MINUTES  
FACULTY SENATE  
FEBRUARY 7, 2022**

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**1. CALL TO ORDER**

Presiding Officer of the Faculty Senate, Melanie Hingle, called the Faculty Senate meeting to order at 3:04 p.m. via Zoom. Hingle welcomed all Faculty Senators and Observers. Hingle remarked that the practice of approving the agenda at the beginning of the meeting allows for additions or changes to the agenda due to new or changing business or to postpone items for a later date. Suggestions for revising the agenda are listed at the bottom of today's agenda. The UAGC discussion is listed on today's agenda. Remarks will be limited to the items listed on today's agenda. Remarks will be limited; any Faculty Senator speaking more than two times on any agenda item, that Faculty Senator has exhausted their right to debate. Only Faculty Senators may speak, as well as Open Session speakers.

**Present:** Senators Alfie, Behrangi, Bourget, Brewer, Brummund, Casey, Citera, Cooley, Dial, DiRoberto, Downing, Durán, Fink, Folks, Gephart, Gerald, Gordon, Goyal, Hammer, Helm, Hingle, Hudson, Hurh, Hymel, Ijagbemi, Kline, Knox, Lawrence, Leafgren, Lee, Little, Lucas, McDonald, Milbauer, Neumann, Ottusch, Pau, Rafelski, Robbins, Rodrigues, Rosenblatt, Russell, Schulz, Sen, Simmons, Slepian, J. Smith, S. Smith, Su, Summers, Vedantam, Vega, M. Witte, R. Witte, Zenenga and Ziurys. M. Stegeman served as Parliamentarian.

**Absent:** Senators Addis, Bolger, Devereaux, Domin, Haskins, Jones, Murphy, Reimann, Stone, and Valerdi.

**2. ACTION ITEM: APPROVAL OF THE FACULTY SENATE AGENDA FOR FEBRUARY 7, 2022**

Hingle asked for **[Motion 2021/22-31]** to approve today's meeting agenda. Hingle asked Hudson if her hand was raised to address her postponed **[Motion 2021/22-28]** that is omitted from the agenda. Hudson replied no. Hudson moved **[Motion 2021/22-32]** that some items be removed from the agenda to give Faculty Senators ample time to discuss the UAGC item listed on the agenda. Hudson requested to move to Item #6 on the agenda after Open Session followed by the addition listed at the bottom "Resolution to Oppose Az Senate Bill 1123" and postpone everything else until March 14, 2022 except the UAGC discussion. Hingle showed the agenda in document format for Faculty Senators to view. Hudson said that the proposed addition of the "BGS Request Transfer Credit Exception" should be taken off the Consent agenda to warrant full discussion at the March 14, 2022 meeting. Hammer feels attending to regular business on the agenda will not take too much time away from the UAGC discussion. Ziurys feels the UAGC discussion takes precedence. Simmons agreed, but feels that ten to fifteen minutes for other items isn't going to be an obstacle to the discussion. Many more meetings are needed to scratch the surface on this item. As the Faculty Senate Representative to UGC and the Director of the Bachelor of General Studies program, a request for transfer credit is being sought and Simmons asks for reconsideration of postponing this item. M. Smith agreed with focusing on the UAGC item. M. Witte said there are times to discuss and times to take a stand. Hudson is asking for a vote on her opposition motion that should only be brief. But taking a position on whether to oppose a decision that has already been made without proper input and perhaps an unfavorable endpoint, that is an issue that can be taken up very quickly without foregoing continuing discussion on how the University will adapt to an already-made decision that perhaps most of us don't agree with. Faculty Senate can take a moral and academic stand and separate ourselves from an already made decision. Hudson restated **[Motion 2021/22-32]** to amend the agenda in order to have ample time for questions and reporting back to constituents by having Open Session statements, then proceeding immediately to item number six, including the added Resolution SB 1123. Stegeman clarified that the Motion is to adopt the agenda with amendments. Hingle concurred. Motion **[Motion 2021/22-32]** passed and is detailed at the end of these minutes.

**3. ACTION ITEM: APPROVAL OF THE MINUTES OF JANUARY 31, 2022**

The minutes of January 31, 2022 were deferred.

**4. OPEN SESSION: STATEMENTS AT THE PODIUM ON ANY TOPIC, LIMITED TO TWO MINUTES – MAXIMUM NUMBER OF SPEAKERS IS FOUR. NO DISCUSSION IS PERMITTED, AND NO VOTES WILL BE TAKEN.**

Senator Hudson opened by stating that in the Strategic Budget and Planning Advisory Committee meeting on Wednesday, February 2, 2022, she learned and wants to share as part of Faculty Senate's due diligence on the UAGC proposed integration project that: Senior Vice Provost Gail Burd will continue to spearhead the integration efforts. These

will take at least 18 months, and be conducted through various task forces. Gail Burd clarified that she wears two fiduciary hats, as Senior Vice Provost of the University of Arizona and as a governing board member for UAGC. She has declared this possible conflict of interest, and “the lawyers don’t think it’s a problem, rather an advantage.” According to Provost Folks this is a common arrangement that we have with as many as 20 other affiliate organizations. President Robbins agreed with me that a consolidated audit would be the best way to fulfill the Department of Education’s requirements (in the November 29, 2021 letter) which precipitated this integration project, but that the University of Arizona Foundation auditor refuses to do a consolidated audit and the Foundation does not want to do “auditor shopping.” There is no limit or cap to the University of Arizona’s indemnification of the University of Arizona Foundation, whose risk exposure to UAGC, according to Vice President Jon Dudas, consists mostly of risk of backing up UAGC’s Title IV funding. President Robbins conceded that he may in 2020 have conveyed the impression that there would be no liability associated with the original Ashford deal and that the two entities (University of Arizona and UAGC) would be legally separate. According to the documents, the University of Arizona’s uncapped indemnification of UA Foundation was originally executed in November 2020, and was explicitly reaffirmed to the Department of Education as part of the proposed integration project in January 2022. According to the senior leadership team, Zovio will not be a part of the picture in one and a half years, the timeline for the proposed integration, and there will be no termination penalty involved in withdrawing from the fifteen-year contract. No outside firms have been engaged other than the Manatt Law firm which has collected \$3M in legal fees. According to Provost Folks there are no external planning documents, and it was unclear whether there are internal planning documents that will be shared with the Faculty Senate.

Senator Ted Downing addressed the Faculty Senate. Insecure elections. Over the weekend, Downing consulted with nationally recognized election security and integrity specialists. They confirmed that the Qualtrics survey software that we are using to elect Faculty representatives is not recognized or certified as secure voting software. Anyone authorized to run our election software may see who votes for whom, change votes, delete ballots, and modify tabulation tables. It’s in the Qualtrics manual. Downing will email a copy to anyone wishing to verify this: [downing@arizona.edu](mailto:downing@arizona.edu) Last March, UArizona’s CIO unsuccessfully dismissed Downing’s previous security concerns. Some procedural corrective actions occurred. The campus community is now permitted to see the actual vote count, not just told who won. With spotlights focused on Arizona elections security, we risk legal actions for failure to conduct secure statutorily mandated elections. Downing brings this to your attention before the election closes. Whomever wins or loses, the misuse of survey software for an election “has the appearance of impropriety.” Arrangements should immediately be made for a forensic audit of this election by nationally recognized election security specialists who compare this system to the global standard of paper ballots. Almost every state has now abandoned electronic voting. Paraphrasing someone who understood the risks of insecure elections to democracy - elections, it’s not who votes, it’s who counts the votes that counts.

APPC Chair Tessa Dysart addressed the Faculty Senate. Dysart stated that when she was a young attorney a couple of years out of law school, she worked on the Senate Judiciary Committee. Part of her role on that committee was preparing Senators for hearings where individuals would testify, primarily focusing on judicial confirmations and other hearings. As she prepped for these hearings, the focus was on extremely important questions the Senators should ask. On occasion, Senators would focus on questions that would give them the biggest soundbite, in order to be broadcast on the evening news or get them an interview in the Statutory Hall. Dysart was frustrated because other important questions would be disregarded. Dysart compares this situation with the Faculty Senate meeting last week. A majority of focus was directed at situations that have been completed and/or decided. The President and Provost have come to the Faculty Senate to help answer important questions about how to merge two faculties, student bodies, Eller relating to the Forbes Business School – real questions that need to be asked and answered. Dysart sees a willingness from central leadership to engage shared governance on these questions, and hopes that today all of us can start being more forward looking with our questions and focus on questions that really matter, not the ones that get us press in the Arizona Daily Star. Dysart sat in the Senate Executive Committee meeting when the original presentation was made, and all can agree that the situation could have been done in a better way and handled differently, but it’s time to look forward and not backward.

Professor Rick Wood addressed the Faculty Senate. As you all know, SB 1123 is about firearms on campus and is stating that no University or college can be a weapons-free zone. In other words, if you have a concealed carry permit, you can carry a firearm on campus. For example, the University of Arizona has signs displayed that the campus is a weapon-free zone, so if this bill passes, those signs would be eliminated and students would be allowed to bring firearms to campus. Wood emailed Senator Victoria Steel and asked what the probability is of this passing into law and she stated that it was hideous bill, but she feels that the Republicans are going to steamroll it and put it into effect. Wood is aware that at the Judiciary Committee when this was presented, one of his colleagues was present, as well as someone from the President’s Office, Arizona State University, and Northern Arizona University, asking Senators to reject the bill and not send it forward. The appeal lost 4-3. As was mentioned a moment ago, the idea of being opposed to SB 1123 is a given, however, a Resolution from the Faculty Senate is a good idea, but Wood feels that perhaps

having the University solicit a petition of faculty who are opposed to SB 1123, as well as a petition from students who are opposed. Subsequently, the compiled information should become public. There is only one article in the local newspaper recently with no coverage at all. Wood doesn't know if this request is under the purview of the Faculty Senate, but recommends it highly. The bill may pass, and all of us may wonder if our students with smiling faces have a Glock 34 in their backpack. Woods' fear is that the University BookStore may start selling hand guns with Wilbur and Wilma Wildcat on the butt of the gun. Is there any way the Faculty Senate establish a petition to be signed by as many students and faculty as possible and make it public.

5. **ACTION ITEM: RESOLUTION TO OPPOSE ARIZONA SB 1123-DISRUPTION, EDUCATIONAL BILL; CONCEALED WEAPON – CHAIR OF THE FACULTY, JESSICA SUMMERS**

Summer reported that last week, she coordinated with her counterpart at Arizona State University (ASU) who passed a Resolution through its Faculties Council at ASU very similar to the one that she is bringing forward today. The Resolution states that University of Arizona opposes the bill, and that UArizona has previously opposed similar legislation, that UArizona is concerned about the safety and well-being of stakeholders on campus. How this is carried out is up for discussion. Wood suggested a petition, but it is up to Faculty Senate to decide. Summers would like to hear from Dysart with regard to UHAP and the different understanding of the interpretation of political activity based on UHAP. Hingle advised that a motion needs to be made before discussion can proceed. Summers moved **[Motion 2021/22-33]** to approve the Resolution to Oppose SB 1123 on behalf of the Faculty Senate. Motion was seconded. Dysart did not comment on substance, but would like to verify that the Resolution is not prohibited by the University policy on lobbying and asked for clarification. Hymel said the policy allows for lobbying in an individual capacity, but not as a representative of the University. Dysart put the policy in chat for everyone to view. After discussing the policy with Dudas, he advised that he thought it acceptable for Faculty Senate to advocate as a body. Dudas said that it is an important question and diligence is carried out to make sure faculty are able to take positions, but also point out where the law become an obstacle. Dudas feels that Faculty Senate advocating as a Faculty Senate is not affected by the policy and is acceptable. The policy prohibits and individual faculty member advocating on behalf of the University. ABOR's policy is less clear, but states that Universities should not be involved in political activity that doesn't affect the University. SB 1123 clearly affects the University and its faculty, so it appears to be allowable. Fink feel this situation should not be politicized as it's a safety issue for the entire campus and should be treated independent from any kind of lobbying, or even a notion of lobbying. Fink is in favor of the Resolution, but if a Resolution is prohibitive of the policy, then a petition should be enacted. Simmons remarked that Faculty Senate has done this in the past and the Resolution addresses the lives on campus. Hingle restated **[Motion 2021/22-33]: Whereas**, the University Arizona Faculty Senate previously adopted a Resolution in opposition to ABOR policy (5-303; 5-308) allowing guns in locked vehicles or locked motorcycle containers on campus (September 14, 2009); **Whereas**, the Chief of the Arizona State University Police Department has publicly expressed a clear rationale for not allowing firearms on our campuses; **Whereas**, the Arizona Board of Regents voted unanimously in 2016 to oppose House Bill 2072 and House Bill 2338 allowing certain permit holders to carry on campus; **Whereas**, access and proximity to weapons in an educational environment is not consistent with the goals of learning, open communication and intellectual exchange in the university community; **Therefore**, the Faculty Senate, representing over 3,500 faculty members at the University of Arizona, announces its unqualified opposition to SB1123, and any additional guns on campus legislation that might be developed during this current legislative session. The Faculty Senate finds the current proposed legislation to be a clear danger to the safety, security, and sense of well-being of students, staff, and faculty. Summers amended the Resolution to include vote count instead of individual names. **[Motion 2021/22-33]** passed 42-0 with two abstentions and is detailed at the end of these minutes.

6. **ACTION ITEM: CONSENT AGENDA – ECOSYSTEM GENOMICS GIDP GRADUATE MINOR – CHAIR OF THE GRADUATE COUNCIL, RON HAMMER**

The program comes to Faculty Senate as a seconded motion from Graduate Council. **[Motion 2021/22-34]** carried and is detailed at the end of these minutes.

7. **DISCUSSION ITEM: UARIZONA GLOBAL CAMPUS DISCUSSION – PRESIDENT ROBERT ROBBINS, AND PROVOST LIESL FOLKS**

Summers read a question from a survey to gather input that was distributed to Faculty Senators, "Can UArizona leadership guarantee that the acquisition of UAGC will not result in a cost to the University of Arizona, for instance, might there be hidden costs in shifting future priorities of UArizona that sacrifices UArizona priorities in a way that favors UAGC. Robbins said that no guarantees can be given, and certainly cannot guarantee that there will be no costs involved in the transition to bring UAGC into the University. Hudson said that she would be very interested, as the University moves forward, in a credible estimate of the costs involved. Provost Folks has already told us that we don't have outside documents and reports produced by consulting firms, but there must be some estimates of the costs. Can we have a sense of what those might be? Robbins responded that those costs will be known as the University undertakes this process. Costs are dependent on many things, but much of this depends on how much money UAGC

brings across in its transition into the University and how Zovio is involved in the operations, how much money Zovio transfers over to UAGC, etc. Folks said that she understands the frustration and doesn't like to sound repetitive, but the plan needs to be developed, and there is no budget because we are in the process developing what the final entity will look like, the costs associated with both the transitioning and operating model will depend on what is collectively decided as the right structure for the combined entity. The process is just beginning as we move forward. A budget isn't currently possible absent the framework of how the entity will operate. UAGC is an independent operating entity that is standing on its own, and there is no assumption or a need to assume that there is money needing to flow in either direction to make this work. Simmons said that with signing the agreement, one wouldn't enter into such an undertaking without having any idea what the costs associated with it might be. Conveying a backstop or just a number "that it won't cost more than \$1B" is where the collective anxiety is emanating from. There is confusion about the \$1B liability mentioned in the last Faculty Senate meeting and asked for clarification. Robbins responded that it will depend on how much money UAGC brings across from Zovio and it's unclear whether Zovio will continue to be involved in this endeavor. There is a fifteen-year service agreement between UAGC and Zovio. As UAGC transitions into the University, that service agreement comes with the acceptance of UAGC. As has been explained, it's unclear whether Zovio will remain part of the service agreement. With regard to the \$1B liability, that was a number presented if UAGC were to go out of business for some cataclysmic event and a worst-case scenario for all students that have been served and all of their "stand in their shoes claims." The letter of credit requested by the DOE was for \$103M, but the University signed TPPA's with the DOE every year for the Title IV funding that we have and would remain when UAGC transitions over. With UAGC transitioning over, right-sizing will be based on how many students in the tuition revenue versus the expenses that UAGC has, and certainly the University would not be undertaking this endeavor in an effort to lose money. The dialogue in this one-to-two-year transition will help answer these questions as we move forward and gain a better understanding as to what Zovio's role may or may not be in this arrangement. Assumptions could be made about what enrollment might look like, what the projections are, and what head-count would be for the number of people that would be coming with UAGC, etc., but as of right now, Robbins' understanding of their finances is that they are making money. Tuition comes in to UAGC, they have to pay direct costs to Zovio plus a 19.5% fee, and currently UAGC is making money. Dudas added that the \$1B liability is taken care of by the discussions and conclusion with the DOE. What was not anticipated or expected was that the DOE would not continue to give Title IV loans, which would be devastating to any University. If that were to happen, the current students would no longer be able to attend school and would have to be reimbursed. Once pay-backs were exhausted, it would land at the UArizona Foundation thereby transferring to UArizona. This scenario is the only basis for financial insecurity on the horizon, hence getting on board with the DOE which led to the signing of the TPPA. Milbauer thanked administration for providing the documents. Related to Simmons' question, the \$103M represents 25% letter of credit, what does the \$412M represent? Robbins responded UAGC's tuition revenue for one year. Robbins rephrased that the Milbauer referred to is 25% of the Title IV money that comes into UAGC. There are students who pay out-of-pocket, students' tuition paid for by the military, and individuals whose company pays for their education at UAGC. Hymel asked about a December 2020 document that states that UArizona Foundation owns 100% of UAGC, the document states that UArizona purchased the assets of Ashford. Was this purchase the Foundation or UArizona? Robbins said his understanding is that it was an asset purchase agreement to set up Ashford as a separate 501 (c) (3) not-for-profit University, and then renamed it UArizona Global Campus and reconstituted its board. Also required was a sole member of the Corporation that was formed and that member initially was the University of Arizona Law School Alumni Association. UArizona could not be the sole member of the Corporation, but it had to be the Foundation because they are a separate 501 (c) (3) and have two years of consolidated financial statements to qualify as a sole owner in the Corporation of UAGC. Fink asked about the Indemnification Agreement from November 16, 2020, in particular subpoint "g", where it spells out indemnification of the UArizona Foundation by UArizona. The move is substantial and did this require ABOR or State of Arizona approval or was the decision made single-handedly by the University? If approval was required, is there a document that shows the expressed allowance of this permission. Robbins responded that ABOR's approval was not necessary. UArizona indemnifies affiliated entities frequently. Ziurys said that the situation seems risky getting involved with a lawsuit pending, costs aren't known, etc. Everything could have been avoided if the UArizona Foundation had provided the consolidated same-day balance sheet as requested by the DOE in its November 29, 2021 letter to UAGC. *"If the UArizona Foundation continues to refuse to provide a consolidated single-day balance sheet, the UArizona Foundation's audited financial statements cannot be considered to meet the requirements for the new owner financial statements required under 34 CFR 60-20 (g) 24."* The single-day balance sheet was requested several times during the year, for example, the December 9, 2020 letter from the DOE says to *"please submit same-day balance sheet and financial positions at the Level Two UArizona Foundation for December 1, 2020 via the easy audit system. The Department will determine if other financial statements will need to be submitted after it receives the documents."* In the email from the DOE on December 20, 2021, Option A was simply for UArizona Foundation to submit the same-day balance sheet as one of the options and nothing else would have needed to be done, everything would have been taken care of, and things would have been fine under the Title IV program. Why did this not happen? Robbins responded that in addition a \$41M letter of credit would have been required. Option B would have been a \$103M letter of credit without the consolidated financial audit. As was explained last week, the auditor who represents UArizona Foundation did not believe that the Foundation had sufficient control of UAGC to participate in a consolidated audit with the Foundation and UAGC. Both of their audited financials were submitted to the DOE as a combined same-day

statement. Moreover, there is nothing to hide in the Foundation since the Foundation's finances are incorporated in the UArizona's financial statement and are audited every year. The auditor concluded that the Foundation did not exert day-to-day operation control over UAGC, therefore, he did not feel it was proper to do the consolidated audit. Option C ended up being the best option. Ziurys said that she didn't see Option A in the original letter from the DOE. Robbins said that originally, they didn't have it specified, and that is the reason a vigorous debate with all parties took place over the holiday break. It was impossible to convince the Foundation to perform a consolidated audit. Only after this time trying to convince the Foundation to perform the audit, the DOE stipulated the additional \$41M letter of credit. M. Smith said that a lot of the future seems to depend on whether or not the programs can continue to make money by bringing in money from students, can continue to have students interested, and involvement in enrollment. The bases for all of these is the quality of education and value of education. Last week, Smith stated that she didn't think students should be involved in applied programs with UAGC unless those programs were applied to their ability to obtain jobs or to track through education systems for certification. At that point, Smith said Robbins responded that there are no longer any problems with applied programs. Smith said she doesn't see anything that tells her there aren't problems, and doesn't see anything that shows that these applied programs have been evaluated or have been changed so the problems no longer exist, and that students can legitimately track to professional certifications in jobs. Smith doesn't understand why this is not a major component of this discussion and is not a major part of the focus of what needs to be done. Every one of the applied program areas needs to be aligned to make sure they track to professional careers/certifications. Robbins assured Smith that a lot of attention was being spent in this area. A Joint Academic Committee between UArizona and UAGC who have been working on quality and assessment of metrics of quality outcomes. WASC has accredited UAGC after a site visit. Robbins attended the UAGC Academic Affairs Committee earlier in the day and there was extensive discussion about the letter coming in at the end of the month that will certify the quality of the programs. Smith argued that the accreditation groups have not been helpful in the past by continuing to accredit failing programs. Folks said that UArizona has been partners with UAGC for over a year, and as they have moved from being part of Zovio to a standalone, not-for-profit University and they have changed their focus dramatically, and that process is evolving daily to focus on the same values and principles that UArizona holds. UArizona is working directly with UAGC through the JAAC, but that independent of their own commitment and dedication of the leadership team that's in place to make sure that expectations are met for the students. Changes do not happen overnight, and all parties are working through processes and making sure that the changes are intentional. A Student Success Conference is scheduled here on campus in early April 11, 2022 where there will be opportunities to directly connect with our colleagues at UAGC to discuss best practices, what partnerships can be built, and what direction we collectively are moving toward. Robbins said that activity has been prevalent the entire past year through the JAAC, particularly with the College of Pharmacy who has reached out to UAGC to consider having a combined online Pharmacy degree. Folks believe that the leadership team at UAGC is pulling in all the right directions. At this point, the entities are still two independent Universities and all UArizona can do at this point is be a good partner and continue to work with them in partnership in a positive sense of collaboration. Slepian said this is a complicated, complex situation. Emotions are raised because we all have an interest in the future of the University. It will be difficult to use the Faculty Senate in a positive way to make things happen unless a couple of things happen. It's difficult to understand the complexities of all the documents, but it would be useful if senior leadership, on a repeated basis, guides us on understanding how this is going to work. An understanding of the anatomy of what the structures will be, the physiology of how it works or is supposed to work, and how all of us can guide it to work better, what levers do both entities have that can drive this endeavor in the right direction. All the other elements that everyone needs to understand, the structural mechanics, the role of the faculty on both sides, all of which are yet to be defined. What is the mission and vision of the entities as they stand now, will stand for in the future, and when we become one entity? A lot of time and money were spent on the University's Strategic Plan, but all of a sudden, we have a new situation to rapidly adapt to, so understanding these important things is a priority. All of the things mentioned could be made clearer for the assembled faculty to understand. When jobs, status, money, and future are at stake, tensions are high. Simplifying all these areas that faculty question can be done so we all can work in a positive and constructive manner. Otherwise, we are acting emotionally rather than rationally. It is a complicated process that we all have to work towards. If positive energy is put forth in a positive fashion, it can be a very effective situation for both academics and outreach, and even financially for everyone. Summers posted a question from the survey in Chat, "I would like to hear a clear statement that us moving forward with the acquisition of UAGC. I think this would end the efforts of some faculty attending to torpedo the acquisition. Idea: I suggest that strategic planning for UAGC acquisition have shared oversight by Burd and the Chair of the Faculty. This would be more in line with shared governance and in the spirit of faculty involvement at all levels." Robbins responded that UArizona is moving forward with the acquisition of UAGC and administration would like to work with Summers on getting that done. Summers read the next question, "Please explain how the entire argument for why we should continue forward with the UAGC/UArizona merger is not precisely the 'sunk cost' fallacy. Accordingly, to all leadership decision making research, 'sunk cost' is not a reason to move forward with what always was or has been discovered to be a bad idea, regardless of the millions of hours, dollars, etc., already spent. If this is not 'sunk cost' fallacy, please explain clearly, honestly, and transparently why not." Robbins responded that the question emanates from the predisposition that this was a bad idea from the start. Robbins argues that is a good idea from the start despite it not being a popular position. The sunk cost argument is wrong because UArizona has not sunk a lot of costs into this endeavor so far. Robbins also doesn't foresee sinking any more money into the endeavor, but is also dependent on how UAGC comes

across when the acquisition is finalized. Hudson asked what the TPPA mechanics are and what UArizona is performing under the TPPA. Did the Foundation incur any costs in the deal, specifically, was anyone paid a finder's fee or commission for putting this deal together? Robbins responded no to the last question. The TPPS is a program participation agreement that is signed every year at UArizona. If an institution receives Title IV funds from the DOE, it's a required agreement that the institution will provide quality education. If you don't sign, the institution can be held responsible for the Title IV money, and the genesis of the California Attorney General's lawsuit against Zovio. All three entities signed the TPPA, UAGC, UArizona Foundation, and UArizona on the letter to the DOE. Dudas added that the reason this can be confusing is because originally UAGC and the Foundation signed the letter. That is the reason that a consolidated audit of the financial reports made sense to the DOE. It's not clear why this didn't make sense to the auditor at the Foundation, but concluded that they wouldn't oblige with an audit. There was an indemnification agreement for losses that the Foundation would have that UArizona would cover. Adding UArizona to the TPPA as a signatory did not add new liability if the Foundation was already liable as a signer and the indemnification agreement was in effect. Fink asked about the common practice for Officers at UArizona to wear more than one hat. UAGC is separate, independent entity from UArizona at present. Arizona Revised Statutes 38-503 regulates conflict of interest situations, and UArizona has a UHAP policy derived from the aforementioned statute that explicitly prohibits any officer or person of UArizona to take on roles at outside institutions, specifically post-secondary educational institutions which pose a conflict of interest situation. How is it ethical for Brent White and Senior Vice Provost Gail Burd to be instrumental in the deal and able to sit on the UAGC Board? Robbins said he would have to get a ruling from an attorney with regard to regulations and laws, but has a sense that the four individuals that are serving as Board members of UAGC, and Robbins' understanding is that they are allowed to function in this capacity. Otherwise, UArizona would not have been able to accomplish all that is has with this deal. The arrangement is also prevalent with some affiliated research organizations at University Park and the Applied Research Corporation. The question is a legitimate one about the conflict of interest with Burd being part of the transition process and also sitting on the Board of UAGC. Fink said it was also a potential conflict of commitment, and one of UArizona's core principles. Folks responded that UArizona has a great many affiliated entities and their sole purpose, UArizona Foundation for example, of the partnership is to benefit UArizona. This would not be the case with a separate entity with misaligned goals or objectives, but rather a partner with which a close, cross-functional relationship exists. Management plans are in place to moderate activity, as there might be activity where the Board and entity take different positions. It is common for members of a Board to recuse themselves when a conflict of interest arises. Established process are in play, which have been developed over the years of working with such entities. Many are seen around the University with the foundation that supports the Law School, continuing education operations from the Law School, and it's very normative to have University representation on those Boards in order to build great partnerships that are periphery to UArizona's central operations. People can recuse themselves in individual meetings if an issue arises that would put them in intention with their primary commitment to the University. If at any point Burd feels that her commitment to the University of Arizona was in conflict with her fiduciary responsibility for this transaction, for example, or her commitment to UAGC, she would recuse herself and other Board members can and will hold one accountable. Board members can change if situations become too conflicted. Fink asked about management plans and Folks said those are still being sorted out. Management plans take a bit more time to develop because typically many issues need to be thought through. Dudas added that affiliates are required to have UArizona Board members to insure UArizona's interests are followed through. McDonald said that in the spirit of Dysart's comments at the beginning of the meeting about being forward thinking, and Smith's comments about academic quality, student basic needs, financial insecurity, food insecurity, housing insecurity, insecurity with access to technology, and thinking about the success of our students. Currently, there are many faculty members, along with students and staff who are working on these issues, trying to develop an infrastructure for our present students at the University of Arizona, and McDonald feels that as the University moves forward in this process, to think about the UAGC students and their basic needs and think about combining both sets of students as a whole. Robbins replied that McDonald's point goes without saying. The University has to think about the issues for both UArizona students and UAGC students. Ziurys said that many faculty members worry about and that is not wanting to be part of an organization like Ashford/Zovio that have conducted illegal practices and induced predatory harm on students and has developed a bad reputation among the DOE educational institutions. Pairing up with this institution cannot help but have implications for the reputation of UArizona and its integrity. What if California wins the million-dollar lawsuit against Ashford/Zovio. Who will pick up the tab because Zovio has stated publicly that if they lose the lawsuit, they will be in deep financial trouble. Robbins said there are complexities to Zovio. Zovio has other assets to draw upon, but the estimates from the Attorney General for \$100M could be a combination of loan forgiveness and cash. In general, many people estimate that the judgment would be in the \$5-10M cash requirement from Zovio. The ruling should be made by the end of the month. UArizona has no liability to pay anything the judge determine is appropriate. Robbins agrees with the reputation issue, but also stated that UArizona is anecdotal in improving metrics, including UArizona Global Campus, which for the first time was ranked by Newsweek. The DOE is very supportive that UArizona has stepped up and is willing to give the students a permanent home. Ottusch asked about UAGC students transferring to the UArizona. Are pathways being set up for UAGC students to be able to transfer over to UArizona Online. Folks responded that Ashford students have previously transferred to UArizona Online prior to the deal, and the JAAC has been working actively to make sure that those transfer parts are more straight-forward and articulated as best we can. In addition, different degree programs on campus have been working in partnership with UAGC faculty to make sure they have

very clear articulation pathways built. If you have more ideas, please bring them to the JAAC so they're keenly aware what they are. Transferring is a known opportunity for relationship-building. Hurh shared an article from Forbes Magazine critiquing global campuses. The competition is fierce due to oversaturation of the market and online Universities appear to be on a downward trend. Has an industry sector analysis been done. Is there an option to fold in UAGC to UArizona without maintaining any distinction between the two. Folks responded that the way the two institutions are set up is UArizona Online has the same processes for admissions as main campus, so the bar is high for people to be able to come into the UArizona Online degree program and the decision to do this was intentional. The UAGC model allows for much more accessibility in the sense that people can demonstrate their ability to succeed through different pathways. For example, if a student hasn't completed certain prerequisites for a degree program, it's possible for that student to demonstrate their ability through work experience. The access is much more flexible for degree programs than is traditional with UArizona. Folks feels keeping both models makes sense, because with UAGC UArizona is providing access to tertiary education to post-secondary education to people who don't have another path that is accessible. Working adult students who have circled back wanting more education after realizing their career path may be at a standstill and UArizona being able to provide that post-secondary education for that population is very desirable. M. Witte said she received several calls after the previous meeting as to why she didn't speak up, and the reason was that Witte agreed with Senator Ziurys' moral context; when you go to bed with a scandalous body, don't expect to wake up clean in the morning, or the next day, or even eighteen months later. UArizona in the Chronicle of Higher Education is being associated with the scandal. The other issue is about shared governance. Shared governance is not how well we do our tasks after a decision is made that we might not have agreed with. Shared governance is our ability to render that decision if we think it's not moral, not academic or financially viable, and with a little more information, it appeared that it was not a good idea. Shared governance should be rendering its opinion on the idea as it stands, rather than run like busy workers to carry it out. Witte recognizes that it is going to be carried out. The decision has been made, bad or good, and it will have to be dealt with. But it is the role of shared governance as a faculty for us to stand up if we believe that this was not morally, academically, and financially a good decision. That is our role as faculty, and that is what is being heard from faculty within the colleges, that this is not a good idea. Now that the idea will be carried forward, the role of shared governance is to express that opinion. Whether or not that opinion will be disregarded, it is not for us to follow rubber stamping, but follow it making a statement about it. Hingle read a comment in Chat, "The process for UAGC is following the letter of shared governance but has stretched the spirit of it. There is a lot of mistrust among the faculty and in the Faculty Senate and that has been the subtext of many comments. How will upper administration plan to build trust across campus? Robbins responded that it's evident mistrust exists and feels the way to build that trust is to engage faculty and have them work on these issues. It won't happen overnight, but we have to agree to work together to implement serving the new students. The administration side is certainly willing to work together on this deal. Downing asked what the rankings are for UArizona Global and UArizona. Robbins responded that in U.S. News and World Report, the online program is ranked seven, and for the first time Newsweek ranked UArizona fourteen and UAGC is 128. Downing said the difference in graduation rates are 22% success versus 66% and mentioned that UAGC and all its previous names intentionally runs a very high-pressured effort to recruit minorities and veterans, and for those students to take on student loans and go into debt with an anticipation of having a dream of a degree. Downing asked Robbins what he would say to one of these students who now understands that they can't get a job due to the poor quality of their education and have amassed huge student debt. Robbins said he would encourage the student to enroll in UArizona because they will not be treated in the same fashion. Over the last year, the testimony from Zovio was not at trial but in deposition and concerned a disgruntled employee at UAGC, not at Zovio. UArizona will help these students realize their hopes and dreams and will provide a quality education. Robbins will also procure a speech he heard earlier from a current UAGC student that was inspirational and thinks there are many of those students. There were also students who were taken advantage of and they will receive restitution when the lawsuit comes to file settlement. These types of students are exactly the type of student UArizona should be taking under its wing. Downing asked about students who have used up all eligibility for financial aid and find themselves incapable of getting into college due to debt, what would you say to them? Robbins said for those students, loan forgiveness will be granted, and they will be able to borrow again once they enroll in the UArizona. Hudson requested that the President and Provost provide answers to all questions in the Chat. Hudson would like to look at her postponed motion from last week and have a discussion. Hudson moved **[Motion 2021/22-28]** that the Faculty Senate votes to oppose President Robbins' plan to move forward with the University of Arizona assuming added responsibility for UAGC by means of the proposed merger and that we recommend acceptance of the Department of Education's condition of a financial audit being conducted on UAGC and the UArizona Foundation in relation to UAGC, after which, if the Department of Education continues Title IV eligibility for UAGC, the Faculty Senate will organize an advisory committee to organize and oversee an admissions and educational audit in order to further movement on the relationship between UAGC and the University of Arizona. Summers proposed a friendly amendment to parse out the three different clauses into three separate motions. 1) that the Faculty Senate votes to oppose President Robbins' plan to move forward with the University of Arizona assuming added responsibility for UAGC by means of the proposed merger, 2) that we recommend acceptance of the Department of Education's condition of a financial audit being conducted on UAGC, and 3) after which, if the Department of Education continues Title IV eligibility for UAGC, the Faculty Senate will organize an advisory committee to organize and oversee an admissions and educational audit in order to further movement on the relationship between UAGC and the University of Arizona. Stegeman said the motion maker and seconder of the

motion will need to agree to the friendly amendment. Witte called for Point of Order. Witte would like Hudson to consider changing the word from “oppose” to “disagree.” Hudson agreed with both friendly amendments. Downing agreed with both friendly amendments. Simmons said that one issue is the function of acceptance of another DOE condition since the document has been signed and in place and not an option to retroactively perform an audit. The intention isn’t clear and a resolution about a decision needs to be more strategically proactive about how Faculty Senators feel about the process unfolding. Simmons would like to propose a Resolution in one sentence that expresses the issues that happened in shared governance systematically. Where could have shared governance helped in this process considering the accelerated timeline. Where are the instances where shared governance should have been incorporated into decision-making when the letter was received. Simmons is asking that the Faculty Senate consider being productive rather than passing a motion that is an empty scolding. Slepian agreed, and numerous Faculty Senators spent the next half hour of the meeting wordsmithing and making suggestions. The motion morphed into eleven separate motions, the result being: 1) I move that the Faculty Senate vote to disagree with President Robbins’ plan to move forward with the University of Arizona assuming added responsibility for UAGC by means of the proposed integration project; 2) I move that we request a consolidated audit as required by the Department of Education, and failing that, the combined “stapled together” audit of UAGC and UArizona Foundation to guide us as we move forward with the proposed integration project; 3) I move that no more actions be taken or approved before the decision of The People of California versus Ashford University; 4) I move that a Senate Fact Finding Committee be appointed by the Chair of the Faculty and be approved by a vote of the full Faculty Senate and with appropriate dedicated staff support for no less than 18 months; 5) I move that elected Senate representatives be appointed on all of Senior Vice Provost (SVP) Burd’s taskforces; 6) I move that UAGC full financial statements be provided to the Faculty Senate; 7) I move that the secret shopper data and reports be provided to the Faculty Senate; 8) I move that a full forensic audit of admissions calls, educational enrollments and audits of UAGC programs and student outcomes and financial strategic analysis as requested by the College of Education faculty; 9) I move that full disclosure of any expenses paid by the University of Arizona Foundation to the University of Arizona or individual University of Arizona personnel as part of the proposed integration project (and original affiliation agreement) – finders fees, commissions, and honoraria; 10) I move that all external documents from the Manatt Law Firm as well as internal planning documents from SVP Burd’s taskforces, and all conflict of interest declarations relating to this project will be shared with the Faculty Senate Fact Finding Committee; and 11) I move that all credible estimates of the incurred costs, risks, legal exposure, letters of credit, reputational damage and the projected operational costs of the integration project be provided to the Faculty Senate. Due to the lack of quorum, the motions could not be voted on at this time in the meeting. Slepian suggested crafting a motion specifically saying that future major relationship deals and other practical matters be discussed up front. The motions will be discussed at the next Faculty Senate meeting on March 14, 2022.

## 11. **ADJOURNMENT**

There being no further business, the meeting was adjourned at 5:45 p.m.

**Michael Brewer, Secretary of the Faculty**  
**Jane Cherry, Recording Secretary**

### **Appendix\***

\*Copies of material listed in the Appendix are attached to the original minutes and are on file in the Faculty Center.

### **Motions of January 31, 2021 Faculty Senate Meeting**

**[Motion 2021/22-31]** Motion to approve today’s meeting agenda. Motion failed.

**[Motion 2021/22-32]** Motion to allow for some items to be removed from the agenda to give Faculty Senators ample time to discuss the UAGC item listed on the agenda. Hudson requested to move to Item #6 on the agenda after Open Session followed by the addition listed at the bottom “Resolution to Oppose Az Senate Bill 1123” and postpone everything else until March 14, 2022 except the UAGC discussion. Motion was seconded and passed.

**[Motion 2021/22-33]** Motion to approve the Resolution to Oppose SB 1123 on behalf of the Faculty Senate. Motion was seconded. Motion passed.

**[Motion 2021/22-34]** Seconded motion from Graduate Council Ecosystem Genomics GIDP. Motion carried.

**[Motion 2021/22-30]** Motion to postpone the next agenda item Executive Session for Honorary Degrees to allow other Faculty Senators to continue discussion and ask questions. Motion was seconded. Motion was withdrawn.

FACULTY CENTER

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