

**Board of Regents Special Meeting
Northern Kentucky University
Video Teleconference
December 2, 2020**

Regent André Ward, Chair, called the video teleconference special meeting of the Board of Regents to order at 1:00 pm, Wednesday, December 2, 2020.

Roll Call: Michael Baranowski, Richard Boehne, Normand Desmarais, Lauren Goodwin, Ashley Himes, James Parker, Ken Perry, Dennis Repenning, W. Lee Scheben, Gregory Shumate, André Ward (all Regents joined the meeting by video teleconference).

Other Attendees: Ashish Vaidya, Wendy Peek, Bonita Brown, Ken Bothof, Joan Gates, Eric Gentry, Mike Hales, Valerie Hardcastle, Darryl Peal, Sue Ott Rowlands, Kim Scranage, Lori Southwood, Arnie Slaughter (all attendees joined the meeting by video teleconference).

Oath of Office:

Regent André Ward performed the oath of office for the newly elected Regent: James Parker. The newly elected Regent swore to uphold all stipulations of the oath and faithfully execute, to the best of his/her ability, the duties of Regent of Northern Kentucky University according to law.

Regent Ward then turned the meeting over to President Vaidya to present the recommendation.

Presidential Comments:

Chair Ward and Members of the Board of Regents:

Today's special board meeting has been called to make a determination of NKU's option to exit the Kentucky Employees Retirement System (KERS). By statute the Board has to make a determination before January 1, 2021.

Before I make my formal recommendation to the Board, I would like to thank several individuals who provided analysis and advice that has informed my recommendation. These include members of my Cabinet and in particular interim Vice President and CFO Mike Hales, Vice President and General Counsel Joan Gates, Chief Human Resource Officer Lori Southwood, Vice President Eric Gentry and Vice President Bonita Brown. They were ably supported by project coordinator Krista Wiseman-Moore and the University Marketing & Communications team. In addition, I would like to thank Segal our benefits and HR consultants and Commonwealth Economics, our financial analysis consultants. I would also like to thank members of Staff Congress Pension Committee and many others who provided valuable input throughout the process.

As I have stated on many occasions, NKU's pension predicament is not of our doing. The pension crisis is not the fault of our employees nor the university. We made our required employer contributions over time even as they continued to escalate, reaching 49.5% a few years

ago and potentially rising to 83% next year. Because the rate is determined as a percentage of payroll and not actual employee liability, we have been paying more than our fair share into a severely underfunded system – in fact it is the one of the worst funded state pension systems in

the country. Which is why exiting the KERS system is essential to the financial health of the university as well as to the financial and emotional well-being of our employees.

I am well aware that this may be the single most important financial decision that NKU will make in its young history.

This has been a journey – a long and arduous one but at the end, I feel it has been worthwhile and reaffirming. From a thorough understanding of the issues at stake to legislative advocacy, from a data-informed analysis to a comprehensive assessment of all factors, and from extensive discussions with the Cabinet and external groups to listening to the concerns of our staff.

Throughout the process we have taken a deliberate thoughtful approach taking all the issues into consideration.

The Kentucky Legislature revised KRS 61.522 so that public universities like NKU could voluntarily cease participating in KERS under certain conditions with an effective cessation date of June 30, 2021. If NKU's Board elects that NKU cease participation in KERS, it must adopt a resolution prior to January 1, 2021.

Under KRS 61.522, NKU has the following five options to consider:

1. Stay in the system with no changes and be subject to future contribution rate increases (Status Quo);
2. Exit the system, but allow employees who began participating in KERS prior to January 1, 2014 (Tier I & II employees) to remain in the system, move all other employees (Tier III employees) to the university's defined contribution plan and pay off employee liability in a lump sum (Soft Freeze Lump Sum); or
3. The same as above but pay off employee liability in installments (Soft Freeze Installment Payment);
4. Exit the system, pay off employee liability in a lump sum, and move all Tier I, II, and III employees to the university's defined contribution plan (Hard Freeze Lump Sum); or
5. The same as above but pay off employee liability in installments (Hard Freeze Installment Payment)

On January 28, 2020, KERS provided a preliminary cessation cost estimate¹ for NKU to cease participation in KERS. Table 1 summarizes and compares the preliminary costs if NKU elects to

¹ Revised cessation cost figures from KERS for all the lump-sum payment options will not be available until early 2021 with final cost not known until late 2021 or early 2022.

cease participation in KERS as well as the annual payments for all pension options, including if NKU remains in KERS.

Table 1: Summary of Cessation Cost

	Cessation Cost as of June 30, 2019	Annual Payment Beginning July 1, 2021	Discount Rate used to Calculate Cessation Cost	Current Employees Continue Participating?
Option #1 (Hard Freeze, Lump Sum)	\$184,107,272	N/A (lump sum required)	4.50%	No
Option #2 (Soft Freeze, Lump Sum)	\$276,661,781	N/A (lump sum required)	3.50%	Tier I/II Only
Option #3 (Hard Freeze, Installments)	\$212,206,511	\$18,339,643 ⁱ (payable for 16 years)	3.50%	No
Option #4 (Soft Freeze, Installments)	\$304,557,440	\$18,339,643 ⁱ (payable for 27 years)	3.00%	Tier I/II Only
No Election to Cease Participation (Status Quo)	N/A	\$30,740,743 ⁱⁱ	N/A	Yes

ⁱ Amount increases by 1.5% annually.

ⁱⁱ Estimated annual required contribution based on the actuarially determined contribution rate of 83.01% calculated in the June 30, 2019 actuarial valuation and estimated FY 20/21 payroll. Actual contributions will be based on the contribution rate budgeted by the General Assembly and actual payroll for FY 20/21.

Once NKU had the data from KERS, key members of the President’s Cabinet initiated analysis of the pension options. NKU engaged Commonwealth Economics to explore the financial impacts of each option and the Segal Group to analyze and model scenarios to minimize the impact to

employees. The pros and cons of each option were diligently reviewed, in order to provide an informed recommendation to the Board.

After a careful review of these options, we determined that the Status Quo and both the installment payment options were financially not feasible for NKU. Under the Status Quo, KERS contribution rates have been steadily increasing every year from 24% in Fiscal Year 2013, to 39% in Fiscal Year 2015, to 49.5% since Fiscal Year 2017. In addition, the Status Quo takes us to an estimated 83% contribution rate next year and quite likely to an even higher contribution rate in the future. It is just not financially sustainable to be subject to increasing and fluctuating contribution rates, which would immediately increase by approximately \$14 million annually.

Both the installment payment options have significantly higher debt service and annual payments than the lump sum options making those options financially unsustainable as well. As such, this recommendation will focus on the remaining two options to exit KERS: Hard Freeze Lump Sum and Soft Freeze Lump Sum. Table 2 summarizes the impact of these two options.

Table 2: Summary Impact of Pension Options

	Year 1 Payments	Total Debt Service	Employee Impact	Benefit Impact
Hard Freeze Lump Sum	\$13.1M	\$294.4M (30 yrs)	All employees exit KERS	Tier 1 – most see a loss in retirement benefits Tier 2 – most see a loss in retirement benefits Tier 3 – most benefit from DC plan
Soft Freeze Lump Sum	\$16.1M	\$442.2M (30 yrs)	All tier 1&2 stay in KERS, Tier 3 exits	No impact to Tier 1 & 2 Tier 3 – most benefit from DC plan

Under the scenarios modeled, the Hard Freeze Lump Sum would have a cessation cost of \$184M having the most favorable discount rate at 4.5%. The total net debt service would be a little over \$294M with annual payments of just under \$10M. Factoring in the TIAA defined contribution estimates of \$3.3M, the total annual cost of \$13.1M would be \$3.3M less than the current contributions to KERS of \$16.4M.

The Soft Freeze Lump Sum would have a cessation cost of \$277M, which is higher due to a discount rate of 3.5% and the additional liability of leaving employees in Tier I & II in plan. The total net debt service would be a little over \$442M with annual payments of \$14.8M. Factoring in the TIAA defined contribution estimates of \$1.3M, the total annual cost of \$16.1M would be \$300K less than the current contributions to KERS of \$16.4M.

Since we knew that Tier I and Tier II employees would see a loss in retirement benefits if we opted for the Hard Freeze Lump Sum option, we asked our consultants to model scenarios in which NKU could adjust the contribution rates into our defined contribution plan for these employees. The goal was to minimize any variance between the retirement benefits earned by employees through the defined contribution plan and what they would have earned by remaining in KERS. This was important for us to do because, while we need to protect the long-term financial stability of the university, we also need to ensure the financial wellbeing of our employees' retirement.

Table 3 compares the two options once adjustments are made to minimize the impacts of a Hard Freeze on Tier I and II employees.

Table 3: Summary of Impact after Adjustments

	Total Debt Service	YR 1 Annual Payments	YR 1 Cost to minimize	YR 1 Total	Avg NPV Annual w/ minimize cost	Total Present Value
Hard Freeze LS - age 65	\$294.4M (30 yrs)	\$13.0M	\$2.4M	\$15.4M	\$10.0M	\$301.3M (30 yrs)
Hard Freeze LS - age 55 or EUR	\$294.4M (30 yrs)	\$13.0M	\$4.8M	\$17.8M	\$10.7M	\$322.1M (30 yrs)
Hard Freeze LS - age 50 or EUR	\$294.4M (30 yrs)	\$13.0M	\$5.9M	\$18.9M	\$10.9M	\$326.0 (30 yrs)
Soft Freeze LS	\$442.2M (30 yrs)	\$16.1M	\$17K	\$16.2M	\$12.3M	\$369.8M (30 yrs)

As Table 3 shows, under the Hard Freeze, we considered variations of age adjustment to look at the scenario in which an employee could have retired with unreduced benefits from KERS at different ages. These scenarios were considered in order to protect our employees' future by covering their expected KERS pension with additional contributions into the TIAA plan. The Soft Freeze Lump Sum option would not require such adjustments since Tier 1 and 2 employees would stay in the system. However, the Soft Freeze Lump Sum will result in a higher debt service, the consequence of which was considered as well. Our analysis as summarized in Table 3 shows that both the Hard Freeze Lump Sum with adjustments to minimize impact to Tier 1 and 2 employees and the Soft Freeze Lump Sum provide a financially viable path forward for NKU.

Among the Hard Freeze adjusted options the HF65 option required that 112 Tier 1 and 96 Tier 2 employees work beyond the age at which they qualified for unreduced benefits under KERS. The HF 55 option required that 56 Tier 1 employees work beyond the age at which they qualified for unreduced benefits. And the HF50 option required that 17 Tier 1 employees work beyond the age at which they qualified for unreduced benefits. As such the HF50 option had the least negative impact on employees.

Table 4 summarizes the key differences in the financial analysis between the HF50 and the SF option.

Table 4: Key Differences between Hard Freeze LS Age 50 or EUR And Soft Freeze LS

	Difference in Total Debt Service	Difference in YR 1 Total Payments	Difference in Average NPV Annual Payments	Difference in Total Present Value
Hard Freeze LS - age 50 or EUR		+\$2.7M*		
Soft Freeze LS	+\$147.8M (30 yrs)		+\$1.4M	+\$43.8M (30 yrs)

* This can be smoothed out over the length of the 30 year payment plan.

There was no question that the Hard Freeze 50 or 55 offered a lower total debt service amount and lower average net present value payments. In addition, the university's defined contribution plan administered by TIAA was far more financially stable than KERS.

In evaluating the impacts of the recommendation, we took several other aspects into consideration – the short and long term impacts on our financial health including factors such as our ability to absorb current debt; future borrowing ability; and risks to our credit rating. We considered the transactional and administrative costs to administer the HF plan as well.

However, we knew that this decision had implications well beyond financial, particularly the impact on our employees. As such, we listened to the impacted employees and conducted a detailed risk and cost benefit analysis of these two options to understand the full impact of our decision. What we learned is that even with the age adjusted contributions, the Hard Freeze option with adjustments would not fully minimize impact to all our Tier 1 and 2 employees. It also would not be what our impacted employees would choose even if the adjustments would result in unreduced benefits. We heard that there would be a risk of employee turnover if we elected the Hard Freeze option. Consequently, we were concerned about the impact on the university and our employees if our decision resulted in high employee turnover, loss of institutional knowledge and low morale.

We took a long-term view to think of those who will retire in the near term as well as the impacts over the next 30 years. Most importantly, we considered the best option for both the university and our employees. This is essential to the financial health of the university as well as to the financial and emotional well-being of our employees.

Therefore, I recommend that the Board of Regents adopt a resolution prior to January 1, 2021, that:

- 1) NKU has decided to voluntarily cease participation in KERS for its nonhazardous employees;
- 2) NKU elects and acknowledges that nonhazardous employees who began participating in KERS prior to January 1, 2014, who are participating in KERS through NKU, will, as a result of NKU's election, continue to participate after June 30, 2021 (Soft Freeze);
- 3) NKU acknowledges that it is unable to rescind the resolution to cease participation after December 31, 2020;
- 4) NKU acknowledges that it is subject to the requirements and restrictions of KRS 61.522 and 105 KAR 1:149;
- 5) NKU acknowledges that in order to cease participation in KERS pursuant to KRS 61.522(8), NKU shall pay the actuarial cost of ceasing participation through a one-time lump sum payment and all administrative costs associated therewith;
- 6) NKU agrees to cooperate with the Systems to educate its employees about the effect of NKU's cessation and NKU's election on its employees' retirement accounts and employees' options regarding their retirement accounts;
- 7) NKU shall not mandate, force, or require its employees to take a refund of their accumulated balance as defined by KRS 61.510(41) or retaliate against employees who choose to not take a refund of their accumulated account balance as defined in KRS 61.510(41); and
- 8) That, as stated in KRS 61.522(10)(a), NKU shall hold the Commonwealth and the Systems, including board members and employees of the Systems, harmless from

damages, attorney's fees and costs from legal claims for any cause of action brought by any member or retired member of NKU related to the cessation of NKU.

During this journey I have learned a great deal – not only about the issue itself and its implications, but about the dilemmas and trade-offs we face, and about how important our mission, purpose, history and our values are.

Over the past two and half years, I have come to appreciate NKU's sense of family and a shared commitment to students and the region. This was made even clearer during this pandemic.

I have said repeatedly that we are mission-driven and people-focused organization, which means we derive our value from our people. During this unprecedented time that has challenged us like no other, our people stayed true to what we stand for.

The fate of the university and our employees are intertwined. We need a high performing, committed and engaged faculty and staff to accelerate our student success efforts, and NKU must be healthy and financially stable in order to support its employees. The post-COVID world will offer challenges and opportunities. It will require us to be even more nimble and agile as we seek innovative ways to fulfil our mission and vision. This recommendation is as much an investment into our people as it is a path to ridding ourselves of the shackles of an underfunded system. And it is a belief that attracting, supporting and retaining the most capable and motivated individuals will drive and sustain change needed to thrive in an increasingly volatile, uncertain, complex and ambiguous world.

Chair Ward and Members of the Board – thank you for your attention.

Presidential Recommendation:

A motion was made by Regent Michael Baranowski and seconded by Regent Lauren Goodwin to approve the Presidential Recommendation as listed B-1. A roll call vote of all Regents was taken and the vote was a unanimous vote to adopt the Resolution regarding Northern Kentucky University's participation in the Kentucky Employees Retirement System. **(Motion carried)**

Regent Comments:

Regent Baranowski:

First, I would like to express my gratitude to President Vaidya and his staff for the countless hours of work that went into getting us to this point in this incredibly arduous process. And I also want to say that I know that there were a lot of people in the NKU community who thought that this was a done deal. That the numbers would be crunched and whatever option turned out to be the cheapest would be the thing that would be recommended and then approved. And with this recommendation, I think that it is clear that President Vaidya shows that he understands that there are some very important things that you can't put into a spreadsheet like loyalty to your people and taking care of your people, especially NKU staff which is the backbone of this organization. And so, I am just very proud to stand with President Vaidya and especially to stand with NKU's staff in support of this recommendation. Thank you.

Regent Parker:

Thank you, chairman. I would like to thank Regent Baranowski for those kind words and also President Vaidya for this recommendation. I am behind it whole heartedly.

Regent Reppenning:

Thank you, Regent Ward. I am trying to think of how we can communicate to everyone who is in the audience today, just what this University has experienced over the last several years and how we got to today's meeting. And I think that I would liken it to a perfect storm. The first part of that storm was that we have seen every year since I have been on the Board and I have been on the Board since 2009. We have seen a decline in state assistance to NKU. So, what that meant is that every year that I have been on this Board, we have had less and less money to work with from the state and that meant that our burden in raising revenues to take care of our people and to run this University became increasingly difficult. And then of course we have the pension problem and for those who have been watching this, we realized several years ago we had a problem with KERS. It was probably about 6 or 7 years ago perhaps that we first started noticing the amount of contributions being increased that the University had to make. And we realized that we were on a real collision course. And the third part of this perfect storm of course, was the pandemic itself which meant that at the time when this Board needed to be able to communicate and meet together and talk through these problems, we could not meet. We have been, as you know, pretty much in lockdown around here for the last several Board meetings. And that means that there right now are three members on this Board who have probably not met other members of this Board. I have never met Lauren, I have never met Jim and many of you probably have not met Ken Perry. This becomes an issue because you know, you need to know people, to be able to work with them to be able to come together to make the decisions that Boards need to do. So, finally I guess what really made this the perfect storm, was when the legislature essentially washed its hands of actually doing anything to fix KERS. And instead, I guess in a moment of incredible candor they actually said "look we are unable to fix this so we are going to wash our hands of this and if you want it, you can fix it but it is your problem and we will not help you". So, all of a sudden, we became not just in this perfect storm but we actually were in the eye of the perfect storm at that point. We are not talking about a small amount of money here, it is a pretty serious issue. And I think that you should be able to see why this Board when we first started trying to get our arms around this issue and trying to fix it, if it were actually fixable. You would realize that we were all over the place. And we were all coming from different directions and some of us rightfully looked at the numbers that we were being presented with and said "look are we able actually to come up with these funds to be able to pay this"? And we have to balance our respect and appreciation of everyone who works in this University, obviously including staff and balance that against the future financial ability of this University to continue to grow. And we know that this is an issue because we have seen for the last several years how, we have had less revenues to work with. And, you know, all of us want to be able to raise revenue. We don't want to raise it by raising tuition. And the state in its infinite wisdom, basically said "look, not only are we going to give you less money to work with, we are going to increase the past due contributions to KERS". So, we really were in sort of a double bind. I think ultimately, we are coming close to deciding this on the basis of the importance of staff as a component to this University. And, staff has been here for the last 50 some years. They have brought us here, obviously along with faculty and leadership. And we are not about ready to let them down now. And I think ultimately that is a message that we want

to get out to the community that our staff is extremely important to us and we want to continue to recognize them and respect them. And I say that because we have not been able to raise salaries across the board in this University like we should. Every person who works for this University realizes they probably could make more money working elsewhere. But I think it is due in part for the love of this place that people are willing to hang in there, despite that we have less money to work with. I think that as Ashish has told us, this is not our fault. But one can understand why we would have grievances about what has occurred to this University and ultimately arranging a solution to this. I also, before I forget, I want to recognize a few people who have hung in there in several of these meetings and who I think have been extremely helpful and extremely patient with us as we work through coming up with a resolution. Mike Hales and Lori Southwood, I think were really instrumental in being there to answer our questions and to help us. And obviously we are grateful appreciative to President Vaidya for his great leadership as he tried to bring us along with a resolution. And I want to thank the members of the Board, we have fought like troopers here. However, we have, I think, have decided to come together for the good of the institution. And also, to recognize, that we really do believe in this place and we believe in the future of this University and that is why we are I think coming close to a resolution. I hope in the end that the Board when it votes, can send a signal to the community that we are really all on board with the proposed solution and that we really speak from one place and from a single heart. And I guess with that we can also say that after we take this vote we have gotten through a tremendous challenge for this University and probably one of the greatest challenges that the University has had since it's inception in my opinion. Certainly, the biggest decision that I have been a part of here. I think we are going to be able to turn the page and actually turn to a new chapter in NKU's history and I am really looking forward to it. Thank you.

Regent Ward:

Thank you Regent Repenning. As the chair I will remain neutral in my remarks. But I recognize your sentiment and I whole heartedly endorse your level of passion and emotion for the challenge that lays before us.

Regent Boehne:

I want to thank Ashish and the team for being willing to make this courageous decision. Regardless of the option, the proposal to leave KERS is an incredibly courageous decision. It's a courageous decision that it is unfortunate that we have to make it because this pension fund has been pitifully cared for these many years leaving us in this kind of spot facing these options. The only thing that I was going to add was that. I really hopeful that in the future this becomes a front burner campaign issue for everybody seeking office in Frankfort. Because the care of these pension funds is critical to the stability and future of the state as well to these many employees who have dedicated their careers. So, I really hope that in many campaigns going forward that this is what a lot of people at the rallies are going to want to talk about. How are you going to resolve this and not leave more people like us faced with incredibly courageous and difficult decisions. That's it.

Regent Goodwin:

Thank you. I just wanted to say that, as a student Regent I feel like it's especially important to

thank President Vaidya and all of the team that has already been mentioned, for putting together this recommendation to support our staff because they are such an integral part to the student success on our campus. And we know that student success is directly related to the financial success of our institution. So, thank you guys. I am so excited about this recommendation.

Regent Ward:

A roll call vote of all Regents was taken and the vote was a unanimous vote to adopt the Resolution regarding Northern Kentucky University's participation in the Kentucky Employees Retirement System. **(Motion carried)**

Having heard the roll call vote on the recommendation, I will now declare that the vote passes unanimously and the recommendation is hereby adopted.

Closing Remarks by Chair, André Ward:

Let me take a moment in sharing a couple of comments as we begin to close out our meeting, as this is the only agenda item. I can concur with Regent Repenning. Since my time on the Board now seven years and now honored to sit in the Chair. This has been a journey. I want to thank the President's office, the President and his office, the team, the Cabinet, our external partners. But I also want to extend that thanks to our colleagues who are members of the staff, the faculty, the administration, the student body and our entire campus community. Because in our Board action today, we represent what we believe is the right direction for this institution. As we have heard broadly, and frequently from many of our stakeholders, you. I agree with Regent Repenning, that this affirms that there are things, along with Regent Goodwin, there are things and there are variables, that speak to our values even when it does not show up on the balance sheet. Finally, I hope that we can now consider this matter moving toward a resolve. That we can put this matter behind us and begin to focus on strengthening and building our institution for the 21st century and beyond. Collegially and focus on our students. I hope that as we prepare to move toward the end of this semester that each of you will take some time to rejuvenate, to catch your breath, to stay safe, to stay healthy and be well as we return to our campus for the Spring semester. Finally, these are tough times that lie ahead of us. Our budget constraints are not resolved in today's vote. Our fiscal challenges are not resolved in today's action. And yet, I do believe that we can count on the rest of our community to stand with us and stand by us as we continue to move the University forward. We will be looking forward to the President, his Cabinet and all of the leaders as we begin addressing our COVID situation. We implore the entire campus community to return next year prepared to move forward with vigor and complete focus on student success. Deeply engaged in our NKU Norse values and the heavy lifting that lies ahead. Finally, a word to this Board. Thank you. This is a defining moment in the life of this institution. This is a defining moment in the leadership and the governance of this Board. Thank you for allowing me the privilege of steering this ship at least through this path of troubled waters. My deepest appreciation and thanks to you. I hope that each of you have a very tremendously, wonderfully and enjoyable holiday season forthcoming. The chair will now entertain a motion to adjourn.

At 1:45 p.m., Regent Dennis Repenning seconded Regent Richard Boehne's motion to adjourn.
(Motion carried)

Signature On File
Wendy J. Peek
**Assistant to the Vice President/
Chief Strategy Officer**

Signature On File
Bonita J. Brown
**Vice President and Chief Strategy Officer
Secretary to the Board of Regents**

I, Gregory Shumate, Secretary of the Board of Regents of Northern Kentucky University, certify that the foregoing is a true copy of the minutes of the special meeting held on December 2, 2020, and that such matters are still in force and effect.

Signature On File
Gregory Shumate
Secretary of the Board of Regents