CALL TO ORDER AND ROLL CALL
The meeting was called to order by Chair John Butler at 9:04 a.m. in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Sharon Banks-Wilkins conducted a roll call of Trustees. Members present were Trustees Robert Boey, Wheeler Coleman, Anthony Iosco, Robert Marshall, Cherilyn Murer, Marc Strauss, Student Trustee Elliot Echols and Chair Butler. Also present were Board General Counsel Jerry Blakemore and President Douglas Baker. With a quorum present, the meeting proceeded.

VERIFICATION OF APPROPRIATE NOTICE OF PUBLIC MEETING
Confirmation of Open Meetings Act public notice compliance was provided by Board General Counsel Jerry Blakemore.

MEETING AGENDA APPROVAL
The Chair asked for a motion to approve the meeting agenda. Trustee Strauss made a motion to approve the agenda. Trustee Boey seconded the motion. The motion was approved.

RESOLUTION – CHERILYN G. MURER

The first item on the agenda is the approval of a resolution honoring our Board colleague, Cherilyn G. Murer. She just completed two years as Chair of this Board, and Cherilyn is the only member of the Board to be elected as Chair to more than two terms, for a personal best of four. The resolution offers a brief profile of an extraordinary leader for whom I have grown to have an enormous amount of respect.

After Trustee Murer joined him at the podium, Chair Butler presented the following resolution to her.

RESOLUTION
CHERILYN G. MURER
DISTINGUISHED SERVICE TO THE BOARD OF TRUSTEES OF NORTHERN ILLINOIS UNIVERSITY

WHEREAS Cherilyn G. Murer has faithfully served as a member of the Northern Illinois University Board of Trustees since 2005; and

WHEREAS, on June 30, 2013, Cherilyn G. Murer completed her fourth term as Chair of the Board of Trustees since 2007; and

WHEREAS, Cherilyn G. Murer is the first Trustee in the history of the Board of Trustees to have been elected to a third and fourth term as Board Chair (non-consecutive as specified in the Board’s Bylaws); and

WHEREAS, Cherilyn G. Murer has also served the Board in the position of Vice Chair; Chair of the Academic Affairs, Student Affairs and Personnel Committee; Chair of the Legislation, Audit, External Affairs and Compliance Committee (as of August 15, 2013, Legislation and External Affairs Committee); a member of the Finance, Facilities and Operations Committee; and a past Liaison to the NIU Foundation; and
WHEREAS, Cherilyn G. Murer has invested significant amounts of valuable time and energy in service to the Board of Trustees and the students, faculty, staff and administration at Northern Illinois University for over eight years as a previous member of the NIU Foundation Board of Directors, the NIU College of Law Steering Committee and Board of Visitors, and as adjunct faculty for the NIU College of Business Mastery Certificate for Health Care Professionals; and

WHEREAS, beginning in 2011 Trustee Murer (Class of 1978) and her husband Michael Murer, generously funded a Lecture Series on Professionalism within the legal profession for the NIU College of Law that features nationally recognized legal practitioners and scholars in response to the growing recognition that law students (and lawyers) need more guidance in professionalism to further the highest values of the profession; and

WHEREAS, Cherilyn G. Murer led the Board of Trustees and the university through a successful search for the twelfth president of the university, Dr. Douglas D. Baker, who assumed the Office of the Presidency on July 1, 2013 and will be officially inaugurated on November 13, 2013; and

WHEREAS, following her fourth term as Chair, the Board of Trustees elected Cherilyn G. Murer to serve as the Fourth Member of the Board’s Executive Committee, and she has been further appointed Chair of the Legislation and External Affairs Committee; and

WHEREAS, in recognition and respect for her championing of the research enterprise at NIU, Cherilyn G. Murer has been appointed to chair the Board’s first ad hoc committee, the Ad Hoc Committee on Sponsored Research Activity and Technology Transfer; and

WHEREAS, we as her colleagues on the Board of Trustees want to express our appreciation for her years of service to the NIU community and especially her leadership of the Board from 2007-2009 and 2011-2013, and look forward to Cherilyn G. Murer’s continued service to the Board, faculty, staff, students and administration through at least January 2017;

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees of Northern Illinois University in formal meeting herein assembled extends its grateful appreciation to Cherilyn G. Murer for her distinguished service to [the] Northern Illinois University as Chair of the Board of Trustees from July 1, 2007 through June 30, 2009 and September 15, 2011 through June 30, 2013.

BE IT FURTHER RESOLVED that this RESOLUTION be presented to Cherilyn G. Murer and a copy of this document be placed in the official files of the Board of Trustees as part of the permanent record of the university and the great State of Illinois and as a lasting tribute to the accomplishments of Cherilyn G. Murer.

Adopted in a regular meeting assembled this 19th day of September, 2013.

BOARD OF TRUSTEES OF NORTHERN ILLINOIS UNIVERSITY

John R. Butler
Chair

Attest: Wheeler G. Coleman
Secretary

President Baker congratulated Trustee Murer and presented her with a crystal book engraved with the following:

With Grateful Appreciation for Distinguished Service
Cherilyn G. Murer
Chair, NIU Board of Trustees
2007-2009
2011-2013
Trustee Murer’s comments are summarized below:

Thank you all so very much. I am sure many of us here feel that NIU is part of the fiber of our lives. It is what we know. It is what we do. And it is a place that we think about consciously or subconsciously every day. It comes to mind when you see a car go by with an NIU alumni sticker. It comes to mind when you see those great billboards of 225,000 strong. It comes to mind when a student comes up to you and says, “Oh, so you went to NIU too,” and I go, “Yes, I did,” and we have this immediate bond.

NIU is a special place, and it is part of our hearts. It is an environment that has strength. We have seen that strength in down times when we have risen to the occasion. We have seen it in the greatest of times when we have had a transition. NIU has given me so much, and being on the Board of Trustees is such an extraordinary opportunity. It is the knowledge that I have received through the gifts that people have given me, whether it is my private tutelage under Jerry Blazey in proton and physics, or the athletic coach on football, to be able to speak with authority and pontificate over the accomplishments of our football team, and to be able to talk about Jordan Lynch and about how we have won our MAC Championships and having gone to the Orange Bowl. And for a non-athlete like me to be able to pontificate on those matters takes a great deal of education.

My colleagues and I are eight strong, and we are each individuals, which gives us a uniqueness. We are appointed by a governor, which brings with it great responsibility. Somehow we are able to weave our individual responsibilities in a focus on the best interests of this university. As long as we focus on the best interests of the institution, not on an individual, not on a program, not on a college, but on the university, then we will all succeed because we will continue to be the vehicle for the success of this university.

I thank you for the eight years I have had, as well as the remaining years on my term, with perhaps another term after that. But for now, this has been a tremendous ride, and I appreciate the friendship of each of you. I appreciate the wisdom that you have each brought to this table, and I look forward also to a tremendous seamless transition to the chair under John Butler.

Chair Butler asked for a motion to approve the resolution honoring Cherilyn G. Murer for her Distinguished Service to the Board of Trustees of Northern Illinois University. Trustee Boey so moved, seconded by Trustee Coleman. The motion was approved.

I have had the privilege of serving as Cherilyn’s Vice Chair previously, Trustee Boey remarked, so I feel somewhat qualified to speak in regard to her dedication to her duties as Chair. She has spent an enormous amount of time, energy and effort towards the good of this university. As she has said before, “the university above everything else.” I cannot add any more words to the resolution that so adequately describes your accomplishments for us, Cherilyn, so all I can say is thank you.

I am the new guy on the block, President Baker said, but I wanted to thank Cherilyn for guiding the search. It was a good process. I have been through a couple of them, and they were not as smooth or as intricate. This was an extraordinarily intricate search with a large number of people having input, yet maintaining confidentiality. I just want to compliment her on the fact that I think they made a heck of a choice. Thank you, Cherilyn.

I will have to go through an adjustment period now, Trustee Coleman remarked, because when I first came here, I thought Madam Chair was part of Cherilyn’s first name. I want to thank you, Cherilyn, for helping me out during my initial period of becoming acquainted with the Board, its procedures, policies, and the do’s and don’ts. I also appreciate your leadership in guiding us, as an institution, through a very difficult period. You can judge a good leader by their ability to weather the storm, and you guided us
through this time with your vast knowledge and great confidence. I am glad to know that your appointment does not expire until 2017 and that we will have the pleasure of working with you for several years to come.

I have worked with Cherilyn since I joined the Board in December 2007, Chair Butler commented. I remember the first meeting I had with Cherilyn, and that was the beginning of what I consider to be a very strong relationship with an extremely dynamic person. Cherilyn has a dynamic leadership style that you see only part of at the Board meetings. I would like to share just one story with you. I do not know whether this was intentional, but just before the Board was to begin its deliberations on who it would select as President, there was a moment when Cherilyn just let the Board sit in silence for a period of time as we all reflected on the awesome responsibility before us after having heard from a number of stakeholders. To me, that was a sign of the character of this person whom we honor today. She understands the times when the Board is in a very challenging situation as well as times when we have much to celebrate. I thank you, Cherilyn, and look forward to continuing to work with you.

a. Introduction of New Presidential Cabinet Members Dr. Eric Weldy and Mr. Sean Frazier

Since July 1, Eric A. Weldy has served as the new Vice President for Student Affairs and Enrollment Management, Chair Butler said. Northern Illinois University announced its selection of Dr. Weldy in mid-May of this year following a ten-month national search. Dr. Weldy is a native of Illinois who brings with him an extensive background in student affairs at major public research universities where he earned a reputation as a strong collaborator and a seasoned administrator. Since 2006, Dr. Weldy provided leadership support for 13 department heads within the Division of Student Affairs at Florida State University. Dr. Weldy began his professional career in 1989 as the Director of Housing and Residence Life at Eureka College, where he was also an adjunct assistant professor and minority recruitment officer. He then served as the Director of Minority Affairs and Student Support Services and as a minority recruitment officer at Millikin University in Decatur, Illinois. Dr. Weldy spent almost ten years as Assistant Dean of Students and adjunct assistant professor in the College of Education at the University of Illinois at Urbana-Champaign. Before moving to Florida State, he served as Associate Vice Chancellor for Academic Support and Student Life at the University of Minnesota-Duluth for two years. Dr. Weldy earned a bachelor’s degree in Art from Eureka and a Master of Science degree in History at Illinois State University in Normal. He earned his Doctor of Education in Higher Education Administration from the University of Illinois at Urbana-Champaign.

I just want to say thank you, Dr. Weldy began, it has been a wonderful experience for me the past two and a half months or so being introduced to the NIU community and, really, coming home for me from the standpoint of being away from the state of Illinois. However, over the past ten years, I have kept track of what has been happening within the state, keeping in touch with friends and former colleagues in higher education. I have a special place in my heart for the state of Illinois as well as for our young people who are going through our educational system. I am excited to have this opportunity to be here and to make a difference in the lives of our young people. We have a lot of work ahead, but the wonderful thing about NIU is that we have more than the talent needed to move forward.

In mid-July, Chair Butler said, President Baker announced that Mr. Sean Frazier was selected as NIU’s eleventh permanent athletic director, with the title of Associate Vice President and Director of Athletics. Trustee Strauss and I enjoyed an opportunity to meet Mr. Frazier during the interview process, and he was, indeed, a standout candidate. He is a Long Island, New York native who played four years of college football at the University of Alabama and was a member of the 1989 SEC Championship team. He earned his bachelor’s degree in Communication from Alabama and began an impressive career in university athletics. His administrative career began at the University of Maine as an assistant football coach in 1995. Mr. Frazier was soon tabbed as the Athletic Department’s Multicultural Affairs Liaison, was named Assistant to the Athletic Director in 1996 and became Assistant Athletic Director in 1998. In that role, he provided administrative support to Maine’s 1999 National Championship Men’s Hockey Team. He also achieved a master’s degree in higher education educational leadership from Maine. Following Maine, he led the Athletics and Recreation Department at Division III Manhattanville College in
Purchase, New York from 1999 to 2002; was the Director of Athletics and Recreation at Clarkson University in Potsdam, New York from 2002 to 2005; and served as Director of Athletics at Merrimack College in North Andover, Massachusetts for two years. Mr. Frazier has spent the last six years in senior leadership roles at the University of Wisconsin, serving most recently as Deputy Director of Athletics for the Badgers. During his tenure at Wisconsin, he served as the administrator for three revenue producing sports – football, men’s basketball and men’s ice hockey – providing direct support to the football program that won three consecutive Big Ten Conference Championships. Amidst these achievements, Mr. Frazier cites as one of his proudest accomplishments, establishing the Diversity Integration Group, which brought together all of the departments’ diversity inclusion efforts. He is currently completing a term as President of the Minority Opportunities Athletics Association (MOAA). Mr. Frazier is currently pursuing a doctorate in educational leadership and policy analysis from Wisconsin.

This, on so many different levels, is special to me and my beautiful bride, Rosa Frazier, for many different reasons, Mr. Frazier commented. NIU has been a special spot for some time because we seem to have traded several personnel, coaches and staffers, for many years. I will say that my transition has been outstanding. President Baker, his cabinet, the NIU community have made this a truly special time to watch the evolution and growth. I look forward to my time here and to integrating what we do in athletics into the fabric of daily life for the students. I want to thank the Board for its search process. I will echo President Baker’s comments that you made a good choice for me. This is a time of transformation but also at time to capitalize on the momentum, and I look forward to being a part of that process. My wife Rosa, my children, Marina, Maximo and Marcella, all look forward to being a part of the NIU community and, “Let’s go Huskies!”

On behalf of the Board of Trustees, it is most appropriate to close this information item with an expression of gratitude to two university leaders who served in acting roles, while NIU searched for the two individuals I have just introduced. Kelly Wesener-Michael, the Associate Vice President for Student Affairs, served as the Acting Vice President for Student Affairs and Enrollment Management after Brian Hemphill resigned to become president at West Virginia State University. Please join me in recognizing Kelly for her outstanding service to NIU in that capacity. Christian Spears, who is not with us this morning, is NIU’s Deputy Athletic Director. He served as Interim Athletic Director after the departure of Jeff Compher until Sean Frazier arrived. We are grateful for Christian’s service, so please join me in thanking him for his dedication.

CHAIR’S COMMENTS/ANNOUNCEMENTS

There is so much to say about the beginning of one’s term as Chair of this Board which, for me, began in July of this year, and I want to thank, mostly, President Baker and Board Liaison Bill Nicklas for their help in working with me as I assumed these responsibilities and we began the process of hammering out the agendas for two special meetings and a Board retreat. I am grateful for all of that help and thank you very much. I want to formally welcome Elliot Echols back to the Board for his second term as Student Trustee. Elliot has become a very good friend of mine, someone that I enjoy talking to and working with on a regular basis. On behalf of the Board, congratulations and welcome back.

We have many things to celebrate. We have begun a new year at Northern Illinois University, a time that recalls for me my own arrival here in 1989. It was an exciting time, and I am sure that it is for many students today. We also have a team of faculty who have begun their service. I also recall doing that, as well, and know that a lot of work goes into preparing for classes. On behalf of the Board, I thank all of you for your hard work. We also have a new student government. I was pleased, as always, to attend the officer inaugurations for the new student body President, Jack Barry, and his cabinet, Vice President Kaliah Smith and Student Treasurer Ivan Garcia. Welcome to them and good luck.

We have a new President, Douglas D. Baker, who began in July but was here even before then. I am indebted to him for the time that he has spent with me as I assume my responsibilities as Chair, and as we begin his presidency. Dr. Baker, with the help of Vice President Buettner and her team, have done an outstanding job of rolling out this presidency and clarifying for the campus what are the essential
priorities of this new president. I thank not only Dr. Baker, but also Vice President Buettner for that work and for keeping us informed.

We also have had two football victories. Like Cherilyn, I do not know much about football. Dr. Baker gave me a pass to go out on the field, and I have to confess I really did not know what to do when I got onto the field. But I thank you for that opportunity, and seeing NIU victorious against the University of Iowa was truly a special occasion. It was magical, and to have an opportunity to see the excitement of the players and the coaching staff and our new athletic director was wonderful.

I would be remiss if I did not mention that we had Her Royal Highness, the Princess of Thailand on campus yesterday, and I was pleased to be a part of that. I was joined by Trustee Murer and her husband Michael, the President and a number of other NIU vice presidents and deans at an event on Monday night at the Chicago Historical Society where we learned that the Princess is a musician and a singer as well, and we watched some extraordinary Thai dance. She is a wonderful person, and yesterday was an amazing day. Thank you very much to all of those who worked so hard to confer that honorary degree on her. Thank you Trustees for supporting it, and for those of you who were able to attend those events.

**EXECUTIVE SESSION**

Chair Butler asked for a motion to close the public meeting to conduct an executive session to discuss the following subjects authorized by the Illinois Open Meetings Act, as amended: personnel matters as generally described under §2(c)(1), (2) and (3) and (21) of the Open Meetings Act, collective bargaining matters are generally described under §2(c)(2) of the Open Meetings Act, and litigation and risk management matters as generally described under §2(c)(11) and (12) of the Open Meetings Act Trustee Strauss so moved, seconded by Trustee Marshall.

A roll call vote of the Trustees to recess to Executive Session was as follows:

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<tr>
<td>Trustee Boey</td>
<td>Yes</td>
<td>Trustee Coleman</td>
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<td>Trustee Iosco</td>
<td>Yes</td>
<td>Trustee Marshall</td>
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<td>Trustee Murer</td>
<td>Yes</td>
<td>Trustee Strauss</td>
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<td>Student Trustee Echols</td>
<td>Yes</td>
<td>Chair Butler</td>
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The roll call vote of the Trustees to recess to Executive Session was unanimous.

**BOARD OF TRUSTEES MEETING RECONVENED**

Chair Butler reconvened the public meeting of the Board of Trustees at approximately 12:55 p.m.

**REVIEW AND APPROVAL OF MINUTES OF:**
- JUNE 30, 2013 BOT REGULAR MEETING
- AUGUST 15, 2013 BOT SPECIAL MEETING AND RETREAT SESSIONS
- AUGUST 29, 2013 BOT SPECIAL MEETING

Chair Butler asked for a motion to approve the minutes of the June 20, 2013 Board meeting. Trustee Strauss so moved, seconded by Trustee Iosco. The motion was approved.

Ms. Banks-Wilkins has distributed a new version of the Minutes of the Special Meeting and Retreat Sessions of August 15, 2013 after learning that some votes had been inaccurately recorded, the Chair said, and those changes have been incorporated to the satisfaction of the Trustees involved. The Chair then asked for a motion to approve the Minutes of the August 15, 2013 BOT Special Meeting and Retreat Sessions. Trustee Iosco so moved, seconded by Trustee Strauss. The motion was approved.
Chair Butler then asked for a motion to approve the August 29, 2013 Special Meeting of the Board of Trustees. Trustee Strauss so moved, seconded by Trustee Murer. The motion was approved.

**CHAIR’S COMMENTS/ANNOUNCEMENTS (continued)**

I want to take a moment to remind the Board of the function of the University Advisory Committee (UAC). The UAC consists of the President of the Faculty Senate, the presidents of the Supportive Professional Staff Council and Operating Staff Council, and three additional faculty members selected to represent the faculty. The faculty are nominated by the Executive Secretary of the University Council and confirmed by the University Council. The Board of Trustees expects the President to meet regularly with the UAC to keep the UAC informed of and seek and receive advice concerning matters coming before the Board of Trustees. The UAC also appoints one or two of its members to serve as liaisons to each of the working committees of the Board. This first regular meeting of the Board is an appropriate time to introduce all six members of the UAC for the 2013-2014 school year. Dr. Alan Rosenbaum, is the Faculty Senate President and Executive Secretary of the University Council and a professor of psychology. Ms. Deborah Haliczer is the Supportive Professional Staff Council President and Assistant Vice President of Employees Relations at NIU. Mr. Andy Small is the Operating Staff Council President and a Chemistry Laboratory Manager within the Department of Chemistry and Biochemistry, who this year was named a Distinguished Staff Member in the College of Liberal Arts and Sciences. Dr. Greg Waas is a faculty representative on the UAC and is Department Chair and an Associate Professor of Psychology. Dr. Rosita Lopez is a faculty representative on the UAC and an Associate Professor in the Department of Leadership, Educational Psychology and Foundations, and the Program Coordinator of the Educational Administration Program. Dr. Dan Gebo is a faculty representative on the UAC, as well as a Presidential Research Professor, Presidential Teaching Professor and Board of Trustees Professor within the Department of Anthropology.

I would like to thank you for introducing the members of the UAC and to assure you that we stand ready to work with the Board to the benefit of Northern Illinois University Dr. Rosenbaum remarked. Also, on behalf of UAC, I would like to add our appreciation of Trustee Murer’s many years of service both as a member of the Board of Trustees and also as Chair of the Board of Trustees. As co-chair of the Presidential Search Advisory Committee, I want to say that it was a pleasure for me to work with her and to gain an appreciation of how strongly and deeply she feels about Northern Illinois University.

**PUBLIC COMMENT**

The Chair asked Board General Counsel Jerry Blakemore if any members of the public had registered a written request to address the Board in accordance with state law and Board of Trustees Bylaws. Mr. Blakemore stated that no requests had been received.

**REPORTS OF BOARD COMMITTEES AND BOARD LIAISONS**

**Executive Committee**

The Executive Committee did not meet.

**Academic Affairs, Student Affairs and Personnel Committee**

Committee Chair Robert Marshall reported that the Academic Affairs, Student Affairs and Personnel Committee met on Thursday, August 29, 2013. At that meeting, the committee considered and endorsed the following action items: a request to approve appointments with rank and tenure, a request for approval of an honorary doctorate and a request for new degree programs in Health Sciences in the College of Health and Human Sciences. The committee also heard reports on the following information items: Professional Excellence Awards for Faculty and Staff, 2012-2013 Faculty Emeritus Recognition, and Higher Learning Commission Accreditation Update.
Finance, Facilities and Operations Committee

Committee Chair Marc Strauss reported that the Finance, Facilities and Operations Committee also met on Thursday, August 29. At that meeting, the committee considered and approved recommendations for a Fiscal Year 2014 Internal Budget, Fiscal Year 2015 Budget Guidelines, Fiscal Year 2015 Appropriated and Nonappropriated Capital Budgets, Purchase by Facilities Planning and Operations of a Computerized Maintenance Management System, Purchase of Engineering Outreach OSHA Courses by the College of Engineering and Engineering Technology and Approval of the Public Safety Radio Dispatch System Upgrade Capital Project. The committee also received reports including the following: Fiscal Year Annual Reports on Tuition and Fee Waivers, Capital Activities, Transactions Involving Real Property, Cash and Investments; Obligation of Financial Resources; a Quarterly Summary Report of Transactions in Excess of $100,000; and Professional Excellence Awards for Faculty and Staff. All recommended items addressed by the Finance, Facilities and Operations Committee are included in the President’s Report, which President Baker will present for Board approval.

Legislation and External Affairs Committee

Committee Chair Cherilyn Murer reported that the Legislation and External Affairs Committee met on Thursday, August 29, in DeKalb, at 10:00 a.m. General Counsel Jerry Blakemore began the meeting with a presentation on the need for a university-wide policy concerning the matter of Conceal and Carry after which there was an extensive discussion by the committee. The committee voted unanimously to support the policy recommendation and to pass it on to the full Board for consideration. We then went on to have a presentation by Vice President Buettner who gave a report on marketing and advertising initiatives of University Relations during this 2013 period. Ms. Buettner presented information from a national enrollment study which highlighted how today’s high school students are using their mobile devices to access college websites, social media sites and to obtain information on universities at an ever-increasing rate. This commentary solidified the position being taken by NIU relative to an orientation toward social media and technology. NIU is one of the first universities in the region to bring its university web pages into a responsive design format to be read and accessed easily on mobile devices. We are now looking at how to integrate our print media with our web based mediums to assure that we have optimized our position for communications, marketing and recruitment efforts. Since the Conceal and Carry discussion occupied most of the discussion time in the committee, and in light of our attempt to be respectful of the committee to follow, we asked Ms. Buettner to hold her presentation on government relations at which time she distributed a summary report on federal and state legislative activities relevant to NIU.

Compliance, Audit, Risk Management and Legal Affairs Committee

Committee Chair Robert Boey reported that the first meeting of the Compliance, Audit, Risk Management and Legal Affairs Committee (CARL) was held on August 29, 2013. Initially, I would like to compliment the President for including ethics as one of the four NIU pillars because this sends a clear and appropriate message to the university community. At our meeting, the committee approved the amended committee charge and determined that each meeting will highlight one of four areas. Jim Guagliardo, Special Counsel and University Ethics Officer (EO), presented on the role of the Ethics Officer at NIU. He reported on the functions and duties of the Ethics Officer and the Ethics Officer’s role in helping to ensure compliance. Specifically, Jim discussed how the EO’s investigative function can help the university detect and remedy noncompliance. Mr. Guagliardo also discussed the EO’s function in helping to initially prevent noncompliance via the Ethics Officer’s providing guidance on how to comply with ethics requirements in both State law and university policy. Finally, Mr. Guagliardo set forth some proposals for the CARL Committee to consider in the future such as a consolidated University Code of Conduct for the Board of Trustees and the university, and consideration and adoption of the recommendations of areas proposed by the President’s task force.

Illinois Board of Higher Education

President Baker stated that the Illinois Board of Higher Education had not met since the last Board of Trustees meeting.
Universities Civil Service Merit Board

Universities Civil Service Merit Board Liaison Robert Marshall reported that after the cancellation of two meetings due to lack of a quorum, the commission met on September 10. Several State university employee terminations were voted on by the commission, with one employee being returned to work. Under other action items, the commission approved the new Identity Protection Policy, state of purpose for protection of Social Security numbers. The Errors and Omission Policy for Merit Board members and staff was authorized by the Executive Director to implement the 2014 Fiscal Year budget. The board also sustained two review opinions made by the Executive Director on classification issues for State employees. Reports were given from the Human Resources Directors Advisory Committee and from the State Universities Civil Service Advisory Committee.

NIU Foundation

NIU Foundation President Michael Malone reported that the Foundation had strong results in both expendable and the endowed investment pools, which beat the relative and absolute benchmarks set by the Foundation Finance Committee. Endowment returns for FY13 realized a 12.1 percent investment return relative to a target of 8.0 percent over a rolling ten-year average. That will allow us to make the full expendable from the endowment, he said. On the expendable side, we earned 5.6 percent. We were able to add a million dollars to the reserve, which is critical for us. We are now close to two and a half to three years operating on the reserve, which is about where we should be.

I want to give you a sense of the range of some of the gifts that have come in to support the students and faculty at Northern Illinois University. About three weeks ago I was pleased to sign a pledge for a new $1 million endowment. Both the donors and the exact designation of the endowment will remain anonymous for the time being, but it is to support one of our very stellar programs in the College of Liberal Arts and Sciences. It is great development work on the part of John Bass to engage these donors at this level. We look forward to having them more fully engaged in the life of the university as they contemplate retirement in the next year or so, as well.

John Landgraf, who is a member of the NIU Foundation Board, is a recently retired senior VP with Abbott. He and his wife, Anne, have made a hundred thousand dollar gift in the area of engaged learning in the College of Liberal Arts and Sciences. It is matched one-to-one by Abbott, so it will be a $200,000 gift over a period of five years in a very critical and strategic area of student support. Dean DuCray has made an additional $150,000 gift to the College of Business. We have had an estate gift of $130,000 come into the College of Health and Human Sciences. An anonymous $100,000 gift was added to the Keiso Chair in the College of Business. Another anonymous gift of $100,000 was split evenly between Law and the School of Music.

Crowe Horwath LLP and Kohl's both made significant five figure corporate gifts, which puts both of them over a half million dollars in total giving to the university. I will be interviewing three candidates for a new position of corporate and foundation giving later this month. When we funded this position, we estimated that a mature corporate giving program at Northern is probably worth $3-$3.5 million dollars a year to the university, and we really need to begin to capitalize on that market as well. Finally, a local business leader, Jim Mason, made a $50,000 contribution to the Chessick Practice Center. That closes out the major capital campaign for the Chessick Practice Center at $9.5 million in private fundraising for that project. The next meeting of the NIU Foundation Board is Friday, October 25. That evening, we will celebrate the close of that campaign and the opening of the building with a dinner, to which all of the Trustees have been invited. Saturday, October 26 will be the public grand opening and open house in conjunction with our game against Eastern Michigan.

Northern Illinois Alumni Association

NIU Alumni Association Executive Director Joe Matty reported that the Alumni Association would be having its first meeting of the new fiscal year on Saturday, September 21, and noted that Dr. Baker
would be their special guest speaker. Many of you might have seen some of the billboards on I-88 and I-355 touting the Alumni Engagement are 225,000 strong. We are doing that in partnership with Michael Walters Advertising and Jim Lake, an alumnus of NIU, who also helped the university in designing some of the Orange Bowl ads. We will have some commercial presence in and around athletics, as well as on such stations as HGTV, Lifetime, CLTV News and WTTW in an effort to attract different demographics to get our message out there about the Alumni Association and what is going on at Northern Illinois University.

One of the things that we are looking at is the career success component. The Alumni Board is partnering with Dr. Eric Weldy in Student Affairs and Dr. Ray Alden in Academic Affairs to put together a mentorship program along with an opportunity for internships so that, hopefully, every student will have a job after college. Many of our alumni have taken the time to contact us over the last six to eight months to talk about how excited they are about the changes and to say that they want to be involved in this time in the university’s history. One of the things we are gearing our activities around is a survey taken by 1500 alumni on how we are doing, what they are thinking and what we should be doing. I will be making a presentation, not only to the Board of Trustees, but also to the Alumni Board and to Dr. Baker’s Senior Cabinet in the coming weeks. We have an alumni membership program that is gearing a lot of our activity, because we have seen that the more engaged people are through an alumni membership, the more apt they are to be engaged and become donors.

**Northern Illinois Research Foundation**

Vice President of Research and Graduate Studies Lisa Freeman reported that the Northern Illinois Research Foundation will be having its first meeting of the fiscal year that evening in Hoffman Estates. The members of the Research Foundation Board are very excited about having President Baker in attendance and engaging in a dialogue with him about how the Research Foundation can work more closely with the university to advance its research and economic development missions. We will also be celebrating the service of several internal board members who will be rotating off the Research Foundation Board and welcoming new board members. We will be recognizing the service of Dean Christopher McCord of the College of Liberal Arts and Sciences, the service of Dean Promod Vohra of the College of Engineering and Engineering Technology and our faculty representative, Dr. Elizabeth Galliard, who is a Presidential Research Professor in Chemistry. All of these members have served for two years and will be replaced by incoming board members, Dean Derryl Block of the College of Health and Human Sciences, Dean Denise Schoenbachler of the College of Business and Dr. Nick Karonis, Chair of Computer Sciences will be our new faculty representative. This evening we will also be celebrating this morning's announcement that NIU's College of Engineering and Engineering Technology is the lead on a $2.4 million award from the National Institute of Standards and Technology. Collaborators on the award are Northwestern University and manufacturing associations in Rockford and Rock Island. The Research Foundation shares a small piece of credit for this award since a consideration in the award process was membership in the National Additive Manufacturing Innovation Institute (NAMII). For NIU to be able to become a member of NAMII on a timeline compatible with submission of this proposal, the Research Foundation was required to act as NIU's agent. In addition, having the Research Foundation as NIU's agent for this prestigious award, it will facilitate the public/private partnerships that are an expected outcome.

We are concentrating this grant on additive manufacturing, which is a technical name for 3-D printing, Dean Vohra explained. We are going to be experimenting on different ways and procedures to make parts using additive manufacturing for the Department of Defense. In simple terms, the Dean explained, additive manufacturing is taking a material and adding layers, one over the other, to create a very complicated product without any machining requirements. By continuously layering metallic surfaces, for example, you can create a product quickly and very reliably in a short time. It is going to be quicker, enable us to create complicated designs much faster, and also allow us to be more creative. President Obama has placed much emphasis on this technology. We are one of the two entities receiving this award from NIST. We will be working with Northwestern and several companies to move forward and expand this into a bigger role.
NIU has been working on the budget that will go to the IBHE, and I would say that our budget is sound, the President said. We have adequate one-time and ongoing revenues to cover our expenses. However, as you all know, inflation occurs, so we have asked for a modest increase from the IBHE in our facilities, libraries and deferred maintenance, and salaries are also an issue for us. Given the pressures on the state budget, we will have to work aggressively with the other institutions of higher education in the state. The presidents are discussing how we can make higher education and the importance of its role in moving the economy forward in the state to make it much more prominent in the minds of our citizens. In this competitive environment, with all the other pressures around pensions, healthcare, roads, prisons and others, there are numerous pressures on that budget.

Thank you, Chair Butler. As I noted, I gave it before, but I’ll add a couple things. As we go into the budget section of this report, I want you to note that we have a capital budget in there. And in the capital budget, the Computer, Science and Health Informatics Building, a $61 million facility, is included. I see Dean Block here and Dean Vohra, interesting combination of ideas with healthcare and informatics that could be worked together. This is rising up, so we’re hopeful that this is going to be a possibility for us. Certainly in health sciences we are stressed for space and need more space to expand a program that has high demand both by students and employers. So this is an area we really need to be looking at and not just in health informatics, but across many of the health areas.

Internally, we need to have a new budgeting model that links our resources to our priorities. The priority I have been focusing on is student career success and all the pieces that flow out from that such as academic excellence, making sure that we have the right academic experience for our students in the classroom with good faculty, supported by great staff, and that the student experience is rich outside the classroom through internships, research opportunities, co-curricular activities, study abroad, etc. I would like to compliment Eric Weldy and Joe Matty for putting on a focus group with about sixty alumni and students last week in Naperville. The students were very receptive, we received good feedback, and the tone was extraordinarily positive.

Enrollment is clearly a key going forward. We have seen a slight increase in undergraduate freshmen and at the graduate level this year, but we are not where we need to be with enrollment. We have significant work to do on both recruitment and retention and need to be thinking about recruitment in terms of the key market areas we are in, develop marketing plans and execute them across all of those through the collaboration of everyone here at NIU along with our alumni to put an integrated marketing plan into place and execute it.

I continue to be buoyed by the excellence inside this institution. We have core faculty, staff and facilities that provide a great education. In fact, I would argue that NIU offers the best undergraduate education and one of the best graduate educations in the state, and we need to be more aggressive in our marketing of that. Every time I meet with faculty, staff and students, they buoy me and confirm for me why I am so optimistic about this university. Yesterday’s activities with Her Royal Highness the Princess of Thailand, was a great example of that. It is a pretty rare event for her to come and spend as much time with us and to share her insights and for us to show our 50-year legacy of working in this area. In Altgeld Room 203 is a small part of the collection of Thai artwork that we have at the university. In fact, the Princess suggested that she might be able to find a new mask or two to add to our collection. My thanks to Chris McCord, Deborah Pierce and the Center for Southeast Asian Studies that did so much to pull that together.

Steve Cunningham continues to work with the legislature on pension reform, as well as with Kathy Buettner on the regulatory and civil service reform activities. Kathy and I have met a number of legislators around the state talking about a variety of issues and civil service reform is one of them. There are a variety of areas where we have concerns about how people are being classified and if they are in the right category. This is a common issue across all the universities in the state, and the
presidents of the universities are unified on this issue to discover if there is a better way to meet both the employees’ and the institutions’ needs.

Kathy and I also have been talking with legislators about funding for veterans. Current legislation essentially steps over the funding available from the federal government on the GI Bill and says the State will just pay it, which means the institution will be responsible for about $3.5 million in funding for veterans. We are looking at legislation that allows federal GI benefits to be used first and then have the State come in to supplement them. That could put $3.5 million back into the university’s budget that could be used for productive things for veterans and other areas around the institution. We have had excellent feedback, and most of the legislators on both sides of the aisle were willing to work with us.

We have also been working at the federal level on immigration reform. It is a critical issue for undocumented students who have no path to citizenship and are not eligible for financial aid.

**CONSENT AGENDA APPROVAL**

Before beginning the President’s Report, Chair Butler asked for a motion to approve the items earlier placed on the consent agenda that include President’s Report No. 86, Action Items 10.a.(5), (6), (7), (8), (9) and (10), and our receipt of Information Items 10.b.(1), (2), (3), (4), (5), (6), (7), (8), (11) and 10.c.(4) to that consent agenda. The Chair asked for a motion to approve the creation of the consent agenda. Trustee Strauss so moved, seconded by Trustee Murer. The motion was approved.

The Chair then asked for a motion to approve the meeting agenda as now proposed. Trustee Strauss so moved, seconded by Trustee Marshall. The motion was approved.

**UNIVERSITY RECOMMENDATIONS FORWARDED BY THE BOARD COMMITTEES**

**Agenda Item 10.a.(1) – Fiscal Year 2014 Internal Budget**

The Fiscal Year 2014 Internal Budget is an update on the budget we presented last year, President Baker said, with not much variance from the 2013 budget. The revenues lost by decreased enrollment were offset by the former increases in tuition approved years ago. However, this is not a trend we can sustain. We need to turn around the enrollment level cognizant of the difficulties of raising tuition further for our students. Chair Butler asked for a motion to approve the Fiscal Year 2014 Internal Budget. Trustee Boey so moved, seconded by Trustee Strauss. The motion was approved.

**Agenda Item 10.a.(2) – Fiscal Year 2015 Budget Guidelines**

These Fiscal Year 2015 Budget Guidelines will be forwarded to the State, the President said. As I noted in my prior report, there are countless demands on the State budget, but we have serious funding issues for salaries; for utility increases; general inflationary increases; library increases that include library and technology funding; some key program priorities; and deferred maintenance. The Chair asked for a motion to approve the Fiscal Year 2015 Budget Guidelines. Trustee Murer so moved, seconded by Trustee Coleman. The motion was approved.

**Agenda Item 10.a.(3) – Fiscal Year 2015 Appropriated Capital Budget Request**

Our Fiscal Year 2015 Appropriated Capital Budget Request, as I noted in my former remarks, includes the Computer Science and Health Informatics Technology Center, which is rising to the top of our priority list, President Baker said. The Chair asked for a motion to approve the Fiscal Year 2015 Appropriated Capital Budget Request. Trustee Strauss so moved, seconded by Student Trustee Echols. The motion was approved.

**Agenda Item 10.a.(4) – Fiscal Year 2015 Nonappropriated Capital Budget**

Our Fiscal Year 2015 Nonappropriated Capital Budget consists of two principle categories that are both presented in Table C-105, the President said. These are projects with estimated budgets in excess of
$100,000 listed individually, while projects under that are presented in aggregate. The nonappropriated capital budget is developed from requests by departments, physical plant and facility users, and are prioritized and executed. Chair Butler requested a motion to approve the Fiscal Year 2015 Nonappropriated Capital Budget. Trustee Boey so moved, seconded by Trustee Murer. The motion was approved.

**Agenda Item 10.a.(5) – Facilities Planning and Operations – Computerized Maintenance Management System**

**Agenda Item 10.a.(6) – College of Engineering and Engineering Technology Engineering Outreach OSHA Courses**

**Agenda Item 10.a.(7) – Public Safety Radio/dispatch System Upgrade – Capital Project Approval**

**Agenda Item 10.a.(8) – Appointments with Rank and Tenure**

**Agenda Item 10.a.(9) – Honorary Doctorate Recommendation**

**Agenda Item 10.a.(10) – Request for a New Degree Program**

Consent Agenda Item.

**UNIVERSITY REPORTS FORWARDED FROM THE BOARD COMMITTEES**

**Agenda Item 10.b.(1) – Fiscal Year 2013 Report of Tuition and Fee Waivers**

**Agenda Item 10.b.(2) – Fiscal Year 2013 Report on Capital Activities**

**Agenda Item 10.b.(3) – Fiscal Year 2013 Annual Report of Transactions Involving Real Property**

**Agenda Item 10.b.(4) – Fiscal Year 2013 Annual Report of Cash and Investments**

**Agenda Item 10.b.(5) – Quarterly Summary Report of Transactions in Excess of $100,000**

**Agenda Item 10.b.(6) – Annual Summary Report Obligation of Financial Resources**

**Agenda Item 10.b.(7) – Professional Excellence Awards for Faculty and Staff**

**Agenda Item 10.b.(8) – 2012-2013 Faculty Emeritus Recognition**

Consent Agenda Item.

**Agenda Item 10.b.(9) – Higher Learning Commission Accreditation Update**

Provost Alden and his team have been working on the Higher Learning Commission accreditation report, Dr. Baker remarked, and I am going to turn the floor over to the Provost to give us an update. We have a major site visit coming up in the spring, Provost Alden said, and we have had over 100 faculty and staff members working on various subcommittees of the steering committee. I am going to ask Vice Provost Carolinda Douglass to give the update on where we are in the process.

As you know, Vice Provost Douglass said, our Higher Learning Commission (HLC) visit will be held March 3-5, 2014. As the Provost indicated, we have been working for about two years with over 100 people who evidence and write statements for our self-study report and for the site visit. This has all been done under the leadership of our faculty chair, Doris Macdonald. The report and the visit in March will focus primarily on five areas: NIU’s Mission; our Integrity in Responsible and Ethical Conduct; Quality Resources and Support at NIU Related to Teaching and Learning; Evaluation and Improvement of Teaching and Learning; and Resources Planning and Institutional Effectiveness. Currently, the penultimate draft of the self-study report is available for campus comment through September 30 on the NIU HLC website, which can be accessed from the NIU Homepage A-Z Index under “Higher Learning Commission (HLC) 2014 Accreditation.” Numerous forms of campus communication have been undertaken to encourage individuals throughout the campus community to review and comment on the report. Once the campus comment period is completed, the HLC Oversight Team will finalize and submit the report and prepare for the site team’s visit in March 2014. We will continue to update the Board on our progress with regular reports through the Academic Affairs, Student Affairs and Personnel Committee.
I have been through a number of accreditations at different commissions, Provost Alden commented, and I would like to acknowledge that this reaccreditation has been particularly complex and complicated simply because they changed the criteria during the period they were expecting us to do the self-study; however, the campus has responded in a magnificent way. I would like to thank Carolinda, Doris Macdonald and her team which has persisted despite numerous frustrating circumstances, a very complex campus and criteria that were not actually approved by the Higher Learning Commission until we were six months into the self-study. This is not just a “business as usual” reaccreditation. It has been, probably for an institution of our size, unique, at least in the annals of the Higher Learning Commission and probably the other commissions as well.

**Agenda Item 10.b.(10) – Fiscal Year 2014 State Budget and General Assembly Report**

President Baker asked Kathy Buettner to give an update on the Fiscal Year 2014 State Budget and General Assembly Report. She and Steve Cunningham covered budget information that detailed the external budgeting process of the State and the implications of the public policy issues the State is discussing in Springfield in terms of performance funding on the actual budget success. Also covered were substantive bills that set some policy issues and have pension implications that, in addition to the monetary implications on individuals who work for the State and have many years with the State, will have a dramatic impact on the university’s operating budget. Early discussions with policy leaders in Springfield and with the IBHE regarding the concept of performance funding have indicated that budget reductions related to performance funding could rise from 0.5 percent to as much as 5.0 percent. Dr. Cunningham asked Mike Mann, Associate Vice President for Budgets and Finance, to distribute detailed performance funding metrics and weightings for NIU, as well as all of the other public universities.

Historical trends showed that the public universities have experienced a declining proportion of the higher education budget. A 20-year snapshot from 1994 to present, showed that for the first time the State Universities Retirement System had a higher share at 39.7 percent as compared to the public universities in the aggregate. This reflects the importance of pension reform and the SURS contribution. By way of context, Dr. Cunningham said, the overall pension obligation for the State is $6.8 billion and the SURS share of that is $1.3 billion.

Since 2002, we have lost 21 percent in state appropriations, with an average across the universities of 18 percent. That is a $24 million loss of funding for NIU that we have had to make up just since Fiscal 2002, most of which is attributable to the State for unfunded pension obligations.

Finally, Dr. Cunningham said, Trustee Boey quite often brings to our attention that the State share of funding for higher education has pretty much completed a 180 degree shift since 1976. As of 2010, we receive about 22 percent of State funding, whereas tuition now has to cover an increasing share at 76 percent. So our income fund has been required to grow in proportion to the loss of State dollars. When we look at this as adjusted for the Higher Education Price Index, we find that the net increase in income fund adjusted for inflation offset by the loss of State dollars is almost level.

We wanted to share these charts with you, Ms. Buettner said, because as the President and I visit with legislators in the region, and particularly with the leaders, we really emphasize the underlying public policy issues that these charts illustrate. In relation to a point that Steve referenced in relation to the SURS system chart in your materials, one of the points we really stress with the legislators is that the public universities used to receive about 63 percent of the funds that the State set aside for public higher education in 1994. Now, when the State sets aside its public higher education amount, the public universities are only getting 37.3 percent of that funding. In order for the State Universities Retirement System to keep up with the pension demands, it is taking a far greater share than it was back in 1994 at 5.3 percent. In Fiscal Year 2013, the number of retirees was 38 percent in the State Universities Retirement System. That number jumped almost two percent in one year and is escalating dramatically. Ms. Buettner then asked Dr. Cunningham to give an update on the conference committee report. As we
understand it, the cost-shift part of the pension system or the agreement that was initially on the table as part of the SURS Six-Point Reform Plan is not included in the new conference committee agreement.

**Agenda Item 10.b.(11) – Review of Role and Responsibility of the Ethics Officer**

Consent Agenda item.

**ITEMS DIRECTLY FROM THE PRESIDENT**

**Agenda Item 10.c.(1) – Collective Bargaining Agreement**

President Baker asked for Board of Trustees approval of a bargaining agreement with the American Federation of State, County and Municipal Employees (AFSCME), Council 31, Local 963, representing approximately 36 University Health Services employees. Trustee Boey so moved, seconded by Trustee Strauss. The motion was approved.

**Agenda Item 10.c.(2) – Enrollment Report from the Division of Student Affairs and Enrollment Management**

Enrollment is obviously critical to being able to fulfill our mission and help the State move forward, as well as helping to balance the budget and move the institution forward, the President said. I have asked Vice President Eric Weldy to make a presentation on enrollment.

Dr. Weldy reported that trends and changing demographics make the recruitment of students very competitive. Smaller student cohorts are graduating from high school, which means there are not as many students to go around as there have been in the past. Institutions are becoming quite creative about the communication strategies and technologies they use with students.

Our new freshman academic profile shows a slight increase in new freshmen graduating in the top ten percent, top 25 percent and top 50 percent of their high school graduating classes since 2011, Dr. Weldy said. Also, the mean or average high school GPA and the mean ACT composite score for new freshmen in the past couple of years have remained steady. Looking at some of the demographics of new freshmen since fall 2011, we saw an increase in Black and Latino students, while Asian students remained steady, and enrollment of White students decreased. In a comparison of total student enrollment between fall 2012 and fall 2013, enrollment of Black, Asian and White students has decreased slightly, while enrollment of Hispanic or Latino students has increased. I am excited about being here to not only have the opportunity to address the enrollment issue here, but also to work in collaboration with Academic Affairs on the retention issue. We are in a great location and I believe we have the talent, the skill and the resources to move our enrollment to where we need it to be.

**Agenda Item 10.c.(3) – WTC Consulting Information Technology Assessment**

This item was deferred until the November meeting of the Finance, Facilities and Operations Committee.

**Agenda Item 10.c.(4) – Grant and Contract Awards**

Consent Agenda Item.

**CHAIR’S REPORT NO. 63**

**Agenda Item 11.a. – Ad Hoc Committee on Sponsored Research Activity and Technology Transfer Update**

Chair Butler distributed copies of suggested objectives and parameters of the Ad Hoc Committee on Sponsored Research Activity and Technology Transfer (SRATT) to the Board members. Ad hoc committees need to be appropriately limited in terms of time and scope, the Chair said, and I spent a good deal of time working with the Provost, with the Vice President of Research and with Trustee
Cherilyn Murer, whom I have asked to chair this ad hoc committee, to specify what this Ad Hoc Committee on Sponsored Research Activity and Technology Transfer would entail.

I feel very privileged to chair this committee, Trustee Murer commented, because I have always felt very strongly about research and the focus on research activities. A portion of the discussions we have heard this morning, especially in light of the discussions with Dean Vohra and Mike Malone that the interface with the Foundation and the various colleges are all critical, are the basis for continued growth in the area of research. I believe that this timing is very appropriate, Mr. Chair, and we are sending a message that we are a research university and that research is a priority.

The Chair stated that President Baker had selected Dr. Lisa Freeman, Vice President for Research, to be the liaison to this committee

**OTHER MATTERS**

Chair Butler, on behalf of the Board, expressed gratitude to the many people who work to make these meetings possible. He announced that the ribbon cutting ceremony for the opening of the newly remodeled Gilbert Hall would begin at 3:30 p.m.

**NEXT MEETING DATE**

The Chair announced that the next regular meeting of Board of Trustees was scheduled for Thursday, December 5, 2013, in DeKalb.

**ADJOURNMENT**

Chair Butler entertained a motion to adjourn. Trustee Murer so moved, seconded by Trustee Strauss. The motion was approved. The meeting was adjourned at approximately 3:11 p.m.

Respectfully submitted,

Sharon Banks-Wilkins
Recording Secretary

*In compliance with Illinois Open Meetings Act 5 ILCS 120/1, et seq, a verbatim record of all Northern Illinois University Board of Trustees meetings is maintained by the Board Recording Secretary and is available for review upon request. The minutes contained herein represent a true and accurate summary of the Board proceedings.*