

Minutes of the  
**BOARD OF TRUSTEES**  
**OF NORTHERN ILLINOIS UNIVERSITY**  
December 1, 2011

**CALL TO ORDER AND ROLL CALL**

The meeting was called to order by Chair Cheryl Murer 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, John Butler, Robert Marshall, Marc Strauss, Student Trustee Jaemin Robertson and Chair Murer. Present via teleconference was Trustee Anthony Iosco. Not present was Trustee Manuel Sanchez. Also present were Board General Counsel Jerry Blakemore and President John Peters. 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 as proposed. Trustee Strauss so moved, seconded by Trustee Butler. The motion was approved.

**EXECUTIVE SESSION**

Chair Murer 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), (3) and (21) of the Open Meetings Act, collective bargaining matters as generally described under §2(c)(2) of the Open Meetings Act, litigation and risk management matters as generally described under §2(c)(11) and (12) of the Open Meetings Act, property matters as generally described under §2(c)(5) and (6) of the Open Meetings Act, and security matters as generally described under §2(c)(8) and (14) of the Open Meetings Act. Trustee Strauss so moved, seconded by Trustee Butler.

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

Trustee Boey	Yes	Trustee Butler	Yes
Trustee Iosco	Yes	Trustee Marshall	Yes
Trustee Murer	Yes	Student Trustee Robertson	Yes
Chair Strauss	Yes		

The roll call vote of the Trustees to recess to Executive Session was unanimous.

**BOARD OF TRUSTEES MEETING RECONVENED**

Chair Murer reconvened the public meeting of the Board of Trustees at approximately 11:17 a.m.

**REVIEW AND APPROVAL OF MINUTES**

Chair Murer asked for a motion to approve the minutes of the September 15, 2011 Board Meeting. Trustee Marshall asked that the following corrections be made to the minutes of September 15: On

page 5, under Universities Civil Service Merit Board, the last line should read "and Trustee Bob Marshall ..." rather than "and Trustee Marc Strauss ..."; page 10 under the NIU Alumni Association Report, Joe Matty should be "Director of the Alumni Association" rather than "President of the Alumni Association." Trustee Butler asked that the Supplement to the Minutes also be approved. It was moved by Trustee Strauss and seconded by Trustee Butler to approve the minutes of the September 15, 2011 regular Board meeting and the Supplement, as amended. The motion was approved.

#### **CHAIR'S COMMENTS/ANNOUNCEMENTS**

It is difficult to start this meeting with the need to extend condolences, Chair Murer said. It is hard any time of the year, but around the holiday season it is especially difficult to go through, once again, a tragedy among our family. Although it occurred off campus, and the perpetrator was not an NIU student, it does not diminish the grieving of the Agee family, and it does not diminish the grieving of this university. We have lost one of our students, Steven Agee II. The news is jolting, and I commented to the Trustees earlier that it angers me that there is such a pervasive infusion of violence in our nation. I do not know how our country is going to begin to resolve this issue. But it is much greater than this campus, than this community. I commit to you that as a Board and administration, as members of this community, we will do what is humanly possible to mitigate this national crisis of violence. We all yearn for safety in our homes, in our jobs, in our university. We have done so much at this university to insure the safety of our students. So we will step back and try to identify what else we can do. We need to reach out in partnership with our DeKalb community, with our neighbors and with the police force of this community, because it is together that we will be able to mitigate this situation. I can only assure you that this university, under the leadership of Dr. Peters and a very seasoned senior cabinet, is totally committed to student safety. We need to assure that the difficulties we have faced are addressed and that we consistently try and determine how best to establish a safe environment, a conducive environment, a familial environment for our students.

Each member of the Board has expressed appreciation for the professionalism and the culture of compassion that we have extended to the Agee family and friends. For me, personally, this is what I love most about this university, its humanity. We extend our heartfelt condolences to the Agee family. We will continue to move forward, and continue to determine how best we can assure the tremendous successes of this university in the next decade.

Tomorrow night, the NIU football team will be in Detroit at the MAC championship game, which is exciting. It will be broadcast on ESPN2, WLKB, or WSCR Radio in Chicago at 6:00 p.m. Central Standard Time Friday evening. With success, we would be poised to go to a very competitive bowl later in December or early January. It is important that we recognize the determination of our youth on that football field. I was thrilled to be at the last game and throughout the season, watching them score points. Congratulations to our young men who make up our Huskie football team and for winning the MAC-West Division title for the second year in a row. Go Huskies!

The Chair then recognized the University Advisory Committee representatives: Dr. Alan Rosenbaum, Dr. Gregory Waas, Dr. Kerry Freedman, Dr. Rosita Lopez, Mr. Todd Latham, Mr. Andy Small. On behalf of UAC, Dr. Rosenbaum, remarked, we share the Board's outrage over the proliferation of gun violence in our country. We appreciate the efforts of the Board on behalf of the university, and we urge the Board to continue to seek ways to provide salary increments to employees in the upcoming year.

#### **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 noted that he had received no requests to address this Board meeting.

## REPORTS OF BOARD COMMITTEES AND BOARD LIAISONS

### **Executive Committee**

The Executive Committee did not meet.

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

Committee Vice Chair John Butler reported that the Academic Affairs, Student Affairs and Personnel Committee met on Thursday, November 10. At that meeting, Provost Alden and Vice Provost Cassidy presented an overview and timeline of the accreditation process by the Higher Learning Commission (HLC). During the next two years, a steering committee will lead the NIU community in conducting a comprehensive self-study to be presented to the HLC before a site visit in spring 2014. While the new HLC criteria for reaccreditation are only now being finalized, draft criteria strongly indicate that the process will focus on ways in which NIU's mission are implemented, as well as student learning outcomes. Also, Provost Alden and Vice Provost Cassidy described the process by which the Academic Planning Council reviews every academic program and research center on a regular basis. The reports of these comprehensive reviews are summarized for presentation to the Illinois Board of Higher Education, and the Board of Trustees also receives copies of these summaries. Any questions Board members have on any program report may be addressed at the AASAP Committee meetings. Provost Alden presented the Center for P-20 Engagement, which the IBHE had awarded temporary status for a period of five years. During this time, the center has been very successful in a number of partnerships with school districts and community colleges throughout the region. All of the appropriate university committees approved application for permanent center status, and the AASAP committee endorsed submission of that application to the IBHE.

### **Finance, Facilities and Operations Committee**

Committee Chair Bob Boey reported that the Finance, Facilities and Operations Committee met on Thursday, November 10. At that meeting, the committee considered and approved recommendations for an ITS Telecommunications Contract for Voice Trunking Services and Local Domestic and Long Distance Services; Research and Graduate Studies Contract for Services of Northern Illinois University Research Foundation Amendment; Department of Psychology Grant Research Project Amendments; and the Capital Project Approval of an upgrade of the Campus Alert System in Thirteen Campus Buildings. The committee also received reports including a presentation by Associate Vice President Bob Albanese on Performance Contracts at Northern Illinois University, Semiannual Progress Report of Active Capital Projects with a Budget Over \$100,000, Quarterly Summary Report of Transactions in Excess of \$100,000, and Periodic Report on Investments. All recommended items addressed by the Finance, Facilities and Operations Committee are included in the President's Report, which President Peters will present for Board approval.

### **Legislation, Audit and External Affairs Committee**

Committee Vice Chair Marc Strauss reported that the Legislation, Audit and External Affairs Committee met on November 10 in DeKalb. The meeting began with an update on the General Assembly Veto Session from Kathy Buettner. Kathy spoke to us about the State employee pension issue, MAP Grants and the State budget. She also gave us a snapshot of what was happening on the federal level with regard to Pell Grant funds. Our committee will be keeping a sharp eye on matters involving MAP and Pell Grant funding in the upcoming months as these revenue sources have a bearing on approximately 30 percent of NIU's students. Our Internal Auditor, Danielle Schultz, gave the committee a brief report on her department's completion of 13 audits for FY11. Kathy Buettner then made a presentation concerning a targeted direct mail and e-mail recruitment campaign that University Relations is presently conducting in four Illinois counties. The committee's final report was given by Board General Counsel Jerry Blakemore, who brought the committee up to date on recent changes to the Illinois Open Meetings Act.

## **Illinois Board of Higher Education**

There was no report from the last meeting. President Peters reported that the next meeting of the IBHE was scheduled for Tuesday, December 6, at Moraine Valley Community College.

## **Universities Civil Service Merit Board**

Trustee Bob Marshall, Board Liaison, reported that the Universities Civil Service Merit Board met on November 16. No disciplinary matters came before the board at that meeting. Tom Morelock, the Executive Director, introduced the new legal counsel for the Merit Board, Abby K. Daniels, whose title is Manager, Legal Services and Legal Counsel. The Merit Board also received a report on a series of proposed rules changes to the Illinois Administrative Code, which are before the Joint Committee on Administrative Rules of the Illinois General Assembly, including proposed rule changes to §250.60, Eligible Registers; §250.90, Probationary Period; and §250.110, Separation and Demotions. The Merit Board received a report on audit issues at the University of Illinois at Chicago and other current biennial audit activities, including review of recent final audit reports issued. Reports were also made on behalf of the State University's Civil Service Advisory Committee and the Administrative Advisory Committee. The next meeting of the Merit Board in Urbana is scheduled for 10:00 a.m., February 16, 2012, at the Civil Service System Office.

## **Northern Illinois University Foundation Northern Illinois University Alumni Association**

Chair Murer announced that the reports from the NIU Foundation and the NIU Alumni Association would be deferred to our next Board Meeting.

## **Northern Illinois Research Foundation**

Chair Murer asked Dr. Lisa Freeman, Vice President for Research and Graduate Studies, to provide a brief report from the Northern Illinois Research Foundation. Dr. Freeman reported that the mission of the Northern Illinois Research Foundation (NIRF) is to contribute to and advance the education, research, public service and economic development missions of NIU. Historically, NIRF has emphasized technology transfer and regional economic development; but recently, it has become obvious that NIRF can do more to advance NIU's research, education and public service agendas. For example, over the course of the last year, NIRF has allowed NIU to accept funding from a foundation that wanted the recipient to be a 501(c) tax-exempt entity rather than a state agency. NIRF has assisted NIU and NIPTRC (Northern Illinois Proton Treatment and Research Center) with procurement of an advanced computer cluster. Also, NIRF has obtained intellectual property counsel with very specific expertise to assist NIU faculty members with intellectual property protection and commercialization. Such activities of NIRF are increasing in importance as NIU competes for academic talent and research funding in Illinois' challenging fiscal and regulatory environments. This is acknowledged throughout Vision 2020. Accordingly, the NIRF Board was interested in identifying ways for the foundation to better serve NIU and more effectively achieve its articulated mission. At the December 2010 meeting of the Northern Illinois Research Foundation Board of Directors, a working group, consisting of Provost Alden, External Director Lee Sheridan and I, was charged with analyzing NIRF's relationship with NIU and making recommendations to NIRF's board regarding revisions to the foundation's bylaws and other governing documents.

At the September 15, 2011 meeting of the NIRF Board of Directors, revised bylaws were adopted and elections were conducted. I serve as President of the newly elected NIRF Board of Directors by virtue of my position as NIU's Vice President for Research and Graduate Studies. Other members of the newly elected board include Elizabeth Galliard, NIU Professor of Chemistry; Anne Kaplan, NIU Vice President for Outreach, Engagement and Information Technologies; Christopher McCord, NIU Dean of the College of Liberal Arts and Sciences; Promod Vohra, NIU Dean of the College of Engineering and Engineering Technology; Jess Jankowski, President and CEO of Nanophase Technologies; George Messina, Managing Director of NorthStar Growth Partners; Lee Sheridan, Vice President, Research and Development, Illinois Tool Works; Keenan Grinell, President and CEO of the Grinell Group; Pam McDonough, President and CEO, DeAngelo-McDonough Construction Management Company; Janice Fadden, Rockford Area

Economic Development Council; Norman Peterson, Assistant to the Director, Argonne National Laboratory. There remains one vacant position for an external director. The NIRF Board will meet this evening at NIU Hoffman Estates.

## **PRESIDENT'S REPORT NO. 77**

Before I give my report, President Peters remarked, I want to thank the Board on behalf of the NIU community for your unwavering commitment and strong support for NIU, our faculty, our administration and staff, as we diligently persevere in our constant and ongoing efforts to enhance safety and security of our students and every member of the NIU community, both on campus and in our local community at large.

### **UNIVERSITY RECOMMENDATIONS FORWARDED BY THE BOARD COMMITTEES**

#### **Agenda Item 9.a.(1) – ITS Telecommunications Voice Trunking Services and Local Domestic/Long Distance Service**

The university needs to connect its telecommunications system to the outside world, President Peters said. Currently, we have a month-to-month agreement for digital aligned service. This is being replaced with a three-year protocol that includes local service and a separate agreement for long distance lines and service, including toll free 800 calls to the university. It is a three-year contract with a one-year option renewal, not to exceed \$1.4 million. Chair Murer asked for a motion to approve the Information Technology Services Telecommunications Voice Trunking Services and Local Domestic/Long Distance Service. Trustee Strauss so moved, seconded by Trustee Boey. The motion was approved.

#### **Agenda Item 9.a.(2) – Research and Graduate Studies Contract for Services Amendment**

The next item for Board approval, the President said, is a contract for services amendment to include funding for contractual services to help acquire a 12-node computer cluster for the university's Department of Energy funded grant in nano/micromanufacturing job training. In addition, Research and Graduate Studies requests permission to increase expenditure authority for NIRF to enhance its expanded scope of services, including activity in patenting for our professors, vendor settlement agreement, and a new auditor solicitation. Chair Murer asked for a motion to approve the Research and Graduate Studies Contract for Services Amendment. Trustee Strauss so moved, seconded by Trustee Butler. The motion was approved.

#### **Agenda Item 9.a.(3) – Department of Psychology Research Project Amendments**

This item consists of two amendments to ongoing research projects in the Department of Psychology, the President said. The department wishes to move a small amount of funding from the fourth year to the fifth year, a no-cost extension of this research contract. Chair Murer requested a motion to approve the Department of Psychology Research Project Amendments. Trustee Strauss so moved, seconded by Trustee Boey. The motion was approved.

#### **Agenda Item 9.a.(4) – Campus Alert System-Upgrade Thirteen Buildings on Campus-Capital Project Approval**

This is a continuation of the upgrade of our campus alert system, Dr. Peters stated. It adds 13 buildings on campus to a new fully integrated alert system that makes use of existing building fire alarms, public address systems, and our new voice-over IP system. Phase I has been completed. Phase II, weather permitting, will be concluded by the end of the winter break. Chair Murer asked for a motion to approve the Campus Alert System Upgrade for Thirteen Buildings on Campus Capital Project Approval. Trustee Boey so moved, seconded by Trustee Strauss. The motion was approved.

#### **Agenda Item 9.a.(5) – Request for a New Center**

During the Academic Affairs Committee meeting, the President said, the committee had discussion related to the status of NIU's Center for P-20 Engagement. Seven years ago, in an effort to aggregate

the university's strength in a large number of P-20 education policy related activities, I requested that the Provost, Vice President Anne Kaplan and others, find a way to coalesce this policy strength under one umbrella, thereby enhancing the university's opportunities for external funding in this area and more outreach when the center was founded as a temporary center in 2006, following IBHE regulations that permit temporary centers to exist for up to five years. This is a request to formally establish a Center for P-20 Engagement. Center operations are supported by external grant funding and fees and through existing funds that were internally reallocated. Chair Murer asked for a motion to approve the Center for P-20 Engagement as a permanent center. Trustee Strauss so moved, seconded by Trustee Butler. The motion was approved.

#### **UNIVERSITY REPORTS FORWARDED FROM THE BOARD COMMITTEES**

#### **Agenda Item 9.b.(1) –Semiannual Progress Report of Active Capital Projects**

#### **Agenda Item 9.b.(2) –Quarterly Summary Report of Transactions in Excess of \$100,000**

#### **Agenda Item 9.b.(3) –Periodic Report on Investments**

#### **Agenda Item 9.b.(4) –Higher Learning Commission Accreditation**

#### **Agenda Item 9.b.(6) –97th General Assembly Report and Congressional Report**

The President noted these information items for the Board's review.

#### **Agenda Item 9.b.(5) –Oversight of Academic Programs**

Some time ago, Trustee Strauss said, our Board was advised that the CLA, the Collegiate Learning Assessment, was going to be initiated as an assessment tool. He inquired whether that process had begun. In reply, Provost Alden stated that this is the first year the university has gone through this process.

In answer to a query on whether thought had been given to also administering the CLA at the end of the second year or whether there was an alternative way to assess the effectiveness of the general education program, Dr. Cassidy replied that the CLA was administered to 100 freshman students this fall semester, and the university is setting up processes to get a sample of seniors during the spring 2012 semester. Regarding administering the CLA to sophomore students, Dr. Cassidy said that had not been discussed. Participation in the voluntary system of accountability recommends testing at the beginning of the freshman year and at the end of the senior year. There are multiple ways that we assess the effectiveness of the general education program. For example, we have had a writing project in place for more than a decade, which is an assessment of one of the core competencies, written communication. We have participated in another writing project of freshman English where students at the beginning of English 103, and then a matched sample at the end of English 104, also have their writing assessment evaluated. The committee has an ongoing process for evaluating the outcomes of the individual courses that are part of the general education program, and an evaluation is done to look at the fit of the individual courses in the program with the goals of the current general education program. As a result, we have a matrix that shows where students are meeting the specific learning outcomes based on the goals and what courses they are taking. Trustee Strauss stated that he would be interested at some point in seeing the results of that evaluation effort.

We have heard reports in a number of the program evaluations that relate to capstone project requirements, Trustee Strauss said. He asked if she could tell him how pervasive that requirement is, what percentage of the majors would have a requirement for a capstone project. Dr. Cassidy said she did not have the percentage figure at hand. However, she continued, in the evaluation of the assessment activities of all of our academic programs, we have begun to compile a longitudinal database showing what assessment activities are reported each year, as well as the overall components of their assessment programs.

There is a very extensive, ongoing process that we have engaged in as part of strategic planning for baccalaureate goals, Dr. Alden commented, which are higher order skills, critical thinking, communication, creativity, global perspectives and so forth. We have a faculty group working on specific student learning outcomes that are related to each one of those which eventually will be looked at both within each major and within the general education curriculum. Since we have such a high proportion of our campus population coming in as transfer students who receive their general education elsewhere, we need to make this a baccalaureate curricular transformation in order to be sure that there are mechanisms either through high-impact activities such as engaged learning, study abroad, service learning or capstone experiences that would be available to each and every one of our majors. Our new vice provost, Anne Birberick, is leading that group. This year, she we will be coming up with those student learning outcomes and identifying exactly where in everybody's academic career path they will receive those.

### **ITEMS DIRECTLY FROM THE PRESIDENT**

#### **Agenda Item 9.c.(1) – Northern Illinois University Alcoholic Beverage Policy**

To provide context, President Peters said, some Illinois public universities, including the University of Illinois, received legislative authority to serve or sell alcoholic beverages at campus-owned facilities for nonstudent-related activities. NIU obtained legislative approval for similar authority last spring in Public Act 97-0045. The act provides that alcoholic beverages may be served or sold in buildings under the control of NIU for events the Board determines to be public events and not student-related activities. The law mandates that the Board issue a written policy within six months, or by December 28, 2011, that contains general guidelines regarding the manner in which this new statutory authority will be implemented. The proposed policy before you fulfills the legislative mandates contained in that public act, and delegates authority to the NIU President, or designee, to implement the policy through the development of appropriate guidelines and procedures for determining the types of public events that may be eligible for the serving or sale of alcoholic beverages. I will be appointing a task force to develop and implement revisions to our 1991 Campus Alcoholic Beverage Policy and Procedure to bring it into compliance with the statute and the policy before you. Chair Murer asked for a motion to approve the NIU Alcoholic Beverage Policy. Trustee Boey so moved, seconded by Trustee Strauss. The motion was approved.

#### **Agenda Item 9.c.(2) – Vision 2020 Initiative Update**

As promised, I wanted to share with you today, an addition to the Vision 2020 website that will allow Trustees, faculty, staff, students and the general public to follow in real time, our progress on reaching Vision 2020 goals. This website would allow the Board of Trustees to hold the university to the goals it has set as part of Vision 2020 process. The website (<http://www.niu.edu/vision2020>) will go live this afternoon. We have identified those categories perceived to be of the utmost importance, and each category contains benchmarks that document the goals set by the working groups and provides data on where the university currently stands in reaching those goals. The seven goals are: academic enrichment, distributive learning, research and economic development, student recruitment, student success, technology, campus appearance and infrastructure.

As an example, under Student Recruitment, we will be able to track the number of freshmen that enter NIU each year. As the years go by, we will populate that bar chart to indicate the progress we have made in reaching our goals. Also, as we go forward, we will document the initiatives we have implemented.

Looking at Student Success, another major issue on which we must continue to improve is retention. Right now you can see that we are at 75 percent retention for freshman and sophomore. We hope to be 85 percent by 2020.

Research and Economic Development shows total research expenditures as a good measure. Another goal is to increase the number of research dollars that our faculty secure. As each year goes by, you will

be able to track the progress we have made. You can look at roughly 20 different indicators on a wide variety of issues that are essential for us to become the most student-centered public research institution in the Midwest.

This website holds us accountable, because as time goes by, one will be able to see quite easily where we have met or surpassed our goals; and if we have fallen short, that will be clear as well. This website is far from a finished product. It should be organic, it should be dynamic, because times change, opportunities change. We cannot be so wedded to it that we cannot be flexible.

There is one other area that I want to review – NIU Core Values. One is compensation for our faculty and staff. As we move forward, I am going to be appointing a task force to set some goals on compensation, to determine where we should be going as the economy recovers, and as we are able to make more investments in our faculty and staff. The other core value I wanted to call your attention to is our commitment to diversity and inclusiveness. We have a snapshot right now on the distribution for tenured and tenure-track faculty across various ethnic groups. Our goal is to reflect our student population, so we aspire to have a very diverse faculty and staff.

I am very proud of what we have done, and I want to point out a few individuals. Matt Streb has been with me as an assistant/intern for about a year and a half. He is returning to the political science department, but he was instrumental in regard to Vision 2020, and I want to thank him very much. Bill Nicklas, our new Associate Vice President for Institutional Planning and Sustainability, will help monitor the program. Rachel Xidis is responsible for this beautiful website.

I am very pleased with the transparency of the website, Trustee Strauss remarked. It is important that the information is widely disseminated. I expect there are certain indicators that the Board would focus on more closely than others, and I hope that at some appropriate point, we would have an opportunity to have some discussion about what those indicators are. For our purpose, the method of presentation I would prefer would show both the target and what the current situation is. But I would appreciate it if we could take on, as part of our task as a Board, the solution to those problems. Chair Murer suggested the Academic Affairs, Student Affairs and Personnel Committee is an appropriate place to bring these matters through.

### **Agenda Item 9.c.(3) – Grant and Contract Awards**

The President noted this information item for the Board's review.

## **CHAIR'S REPORT NO. 53**

### **Agenda Item 10.a. – Resolution-Review and Adoption of a New University Mission Statement**

During our Academic Affairs, Student Affairs and Personnel Committee meeting several weeks ago, Chair Murer stated, we discussed the impending 2014 Higher Learning Commission Accreditation. NIU has been continuously accredited by the Higher Learning Commission since 1915. Our last comprehensive review was in 2004, and Provost Alden has already begun preparation for the self-study process for the next HLC comprehensive accreditation site visit in spring 2014. The HLC has adopted five criterion used to evaluate institutions for accreditation: Mission; Integrity; Academic Programs, Quality Resources and Support; Academic Programs, Evaluation and Improvement; and Resources and Planning. During our committee meeting, we discussed the need for a revised and updated University Mission Statement that is clear, can be articulated publicly and is appropriate for NIU. The Board clearly believes that our University Mission Statement must serve as the guiding principle of the institution and reflect our goals, vision, values and aims of the institution.

Originally created in 1993, the current University Mission Statement has not been substantially changed in almost 20 years. In the meantime, the university has embarked on several major strategic planning initiatives, including the Great Journeys Strategic Plan, the Enrollment Management Strategic Plan, and now Vision 2020. We discussed a Board resolution regarding parameters for the development of a new



University Mission Statement at length during our Academic Affairs Committee meeting on November 10. I bring this resolution to the Board this morning authorizing and charging President Peters, in consultation with various NIU constituents, with development of a revised and streamlined University Mission Statement that reflects the values, purpose, goals and aspirations of NIU as articulated throughout the Vision 2020 Initiative and determined by the President to be of material relevance to the future of NIU. The resolution further states that the President will provide the Board with a report on the status of development of a revised University Mission Statement at our March 1, 2012 meeting and that the Board will receive the revised and recommended Mission Statement for consideration and action at our May 2012 regular Board meeting. I would like to add that it is imperative that the Board be very much engaged in this process and that the thoughts of the Board be incorporated in this statement that will be our guiding light for at least the next decade.

Chair Murer asked for a motion to approve the Resolution-Review and Adoption of a New University Mission Statement as presented. Trustee Boey so moved, seconded by Trustee Butler.

I appreciate the importance of this undertaking, Trustee Strauss remarked, and I look forward to providing input to it. I would only request one modification to the resolution as presented in that I believe the language creates the implication that we would be required to act at the March 2012 meeting. I make a motion that we amend the printed resolution on the third line of the last resolution paragraph at "the Board's" to read "anticipation of the" ("... the anticipation of the Board's ...") so that we are not bound to take action in March.

The Chair asked for a second to the amendment to the motion made by Trustee Strauss, and it was seconded by Trustee Butler.

The Chair then asked for a motion to approve the Resolution as amended. Trustee Marshall moved to approve the Resolution as amended, seconded by Trustee Strauss. The motion was approved.

#### **Agenda Item 10.b. – Board of Trustees 2012 Meeting Dates**

The proposed Board Meeting Dates for 2012 are included in today's agenda, Trustee Murer said. Although approval of committee meeting dates is not required by the Board, the committee dates are attached to the action item for reference purposes. The Chair asked for a motion to approve the Board of Trustees meeting dates for 2012. Trustee Strauss so moved, seconded by Trustee Butler. The motion was approved.

#### **Agenda Item 10.c. – Third Reading - Amendment to Selected Provisions of the *Bylaws* of the Board of Trustees of Northern Illinois University**

The Board has spent the last six months engaged in an intensive review of the Board *Bylaws*, Chair Murer said. Originally the *Bylaws* were established when the Board was created in January 1996. Up until this year, the *Bylaws* have been updated on just a few occasions. We face the task of ensuring that the *Bylaws* are consistent with statutes that have changed since 1996. The process has been arduous and extremely time intensive, and I want to extend my appreciation for the participation of each Board member as well as Vice President and General Counsel Blakemore for his tireless efforts in this regard. General Counsel Blakemore will give a brief PowerPoint presentation on the remaining recommended bylaw changes. I hope that, with a short discussion this morning, we can agree to adopt these bylaw changes and move on to other issues facing the Board. I will ask that you allow Mr. Blakemore to conclude his brief summary, and then I will open it to discussion.

Let me start with the basic reasons for bylaw revisions, Mr. Blakemore began. As laws and regulations change, there are certain requirements imposed on boards of trustees. The most significant reasons for doing bylaw revisions, in my opinion, are clarifying what the role and the responsibilities of the Board may be. In certain situations, that clarification also involves presidential prerogatives and authority, but also to provide a structure for the Board to be advised of issues, particularly related to changes in the law, changes in ethical standards, and most recently, probably the most challenging area at both the

federal and state levels, are compliance requirements. Action was taken at the previous Board meeting on the following provisions: Quorum; Roll Call for Going into Executive Session; Accreditation; Removal and Termination Provisions; and Bylaw Amendment and Suspension Provisions.

The areas on which I believe the Board should take action or provide some additional direction include:

- Revise Mission Statement (*action taken*)
- Board Leadership Positions: Elected, Appointed
- Tenure of Board Officers
- Succession Following Vacancies
- Periodic Review of Board *Bylaws* and Regulations
- Presidential Selection and Assessment
- Board Action by Electronic Communication Powers
- Powers, Duties and Make-Up of the Executive Committee
- Elections
- Voting Options
  - Nominations: Required or Permitted
  - Absentee Ballots

The area of **Board Leadership Positions** relates to the second and third reasons for presenting this recommendation. One, the Chair is responsible for consulting with each member before appointments are made to the Board. The Board Chair appoints the chairs, the vice chairs and the members of the standing committees. This would also be true of any ad hoc committees. The Chair has the authority to appoint liaisons to various committees, such as the NIU Foundation and NIU Alumni Association. Rather than limiting that authority, in the event there are other entities that require liaison functions from the Board, we felt it was important to allow the Chair to be able to appoint those as well.

The proposed language lays out clearly that the officers of the Board shall consist of the Board Chair, the Board Vice Chair and the Board Secretary, and that elections for those offices, include the Vice Chair. Under the statute, only the Chair and the Secretary were required for annual elections. One of the issues presented to the Board was whether to continue the current practice of limiting the terms of offices to two years. Our proposal continues that practice, and extends it to the Board Secretary as well.

**Vacancy** is another issue that comes under the category of clarification. Under the new Illinois Law, if a member's term has expired and the Governor has not replaced that person within 60 days, the term of office automatically terminates on the 61<sup>st</sup> day. For example, in the event a person, by operation of law, leaves the state, the residency requirement is no longer in place and a vacancy automatically occurs. We wanted to make clear that when that occurred, the Chair had the power to appoint a member to fulfill the remainder of that leadership term. For example, if the vice chair's term of office terminated, the Chair could appoint a member to serve the remainder of that term, and an election would not be required. In the event a person served an unexpired term, that person still could be eligible for election by the Board on an annual basis to serve the two-year term of that office.

The Chair made reference to the fact that there has been a more than significant period of time where there has not been a **Comprehensive Review of the Board *Bylaws***. Here we establish a requirement that, starting in 2015, a review be done at least every three years. This places on the Chair the responsibility of establishing a committee – it could be a standing committee, a Committee of the Whole or an ad hoc committee. It does not prevent the President, the General Counsel or any member of the Board, during that three-year period, from saying that in this particular area, we recommend that the Board consider some revision to the Board *Bylaws*. That particularly is relevant with respect to legal and compliance issues.

**A Presidential Selection Process and Board/Presidential Assessment** is very key for a number of reasons. The current Board bylaw only makes reference to presidential appointment. Given that the selection of the President, the oversight of the President his relationship to the oversight of the university

is so critical. We need to clarify the Board's authority in this regard. Given the unique circumstances surrounding presidential selection, we should not have a bylaw that binds a Board for actions taken anywhere from 5 to 30 years before. A good example is that 12 years ago, the Open Meetings Act and the Freedom of Information Act were very different than they are now in terms of the Board's ability to recruit candidates. We have added a strong statement that the Board is ultimately responsible for the presidential selection. It is a process respectful of and inclusive of shared governance. This lays out the Board's authority and responsibility, and it requires the Board to establish guidelines at the time it becomes necessary to take on the responsibility of the selection of a President.

**Board Action by Electronic Communication (Super Majority).** There are some circumstances, particularly time-sensitive issues, where Board action is required. We are about to go into Bowl season. If we had contracts that exceeded the \$250,000 authorization, say if we were flying to San Francisco and that was the Charter cost, the Board would have to convene formally to take care of some contractual issues as opposed to delegating to the President a mechanism to take action. I understand that there are concerns about the Open Meetings Act with respect to this. This is a process that is used in other public universities. It is certainly a process that is often used in the private sector. It is not just my opinion. This is an issue that has been discussed with a number of the other general counsels of public universities where at least three other institutions have provisions that allow for the board to take action without the formality of a public meeting. However, we do require that when the President determines there is a time-sensitive issue, that an effort be made not only to contact the full Board, but that the effort include in writing the rationale for it, which would include the consequences of not acting, and that the item be included on the agenda of the next regularly scheduled meeting as well. So there is the transparency, admittedly, after the fact. It is a process that will allow us to move forward when it is absolutely necessary, and it requires a determination by the President that it is time-sensitive. We are using *Robert's Rules* definition – they do not use the term "super majority," but two-thirds vote – and it is two-thirds vote of the membership, not a quorum.

The **Power and Make-Up of the Executive Committee** is an issue that was presented to the Board at the very beginning. The power and duty of the Executive Committee has changed over time. It has changed as a direct result of the General Counsel's Office listening to members of the Board express concerns about not having the Executive Committee preempt, usurp or be a substitute for the actions of the full Board. So we have been clear about the scope of the responsibilities of the Executive Committee. We have also indicated that as a matter of course, prior to a meeting of the Executive Committee to deal with emergency matters, as an example, it is required that an effort be made to contact the full Board, that the full Board be notified immediately after any action taken by the Executive Committee, and that any member, whether in fact they are a member of the Executive Committee or not, have the opportunity to attend and participate in the deliberations of the Executive Committee. What we did want to do is to have a smaller group of people in the event there is an emergency or matters that required immediate attention – fewer people's schedules to manage, but not to exclude anyone.

Also, the original proposal was to have a fourth committee, and there were several members of the Board who raised some concern about establishing yet another committee when there are challenges about getting quorums for committee meetings, etc. It was my recommendation to include oversight of legal compliance and risk management issues within the scope of the Executive Committee, rather than having a fourth committee. The Chair and other members of the Board want to be clear, however, that with respect to compliance, risk management and legal issues, the fiduciary responsibility that each member of the Board has is not diminished, delegated or changed. With respect to each and every member of the Board, this provides a place where, through the President, as is done with all of the other committees, the Board has a forum for discussion of these issues. I would also add that the Executive Committee, given the nature of these issues, is more often than not likely to have those discussions in closed session, but would be required to meet the Open Meetings Act requirements.

**Elections** – Some of the issues with respect to elections were put off from the prior meeting to this meeting. There is no substantive change in the recommendations that have been made. My recommendation is to eliminate the nominations process as it is inconsistent with the secret ballot

requirements under the NIU Law. We also clarify and we add to the language that an undergraduate Student Trustee could not serve as Chair or Vice Chair. That was vetted with our Student Trustee who supported that position. The provision also calls for the manner in which the elections would be conducted to be determined by the Chair. I used as the model for this the manner in which the Board held the most recent elections.

I have already discussed **Nominations**, required versus permitted. Again, I do not believe that you limit the secret ballot to those where there is a public nomination.

Right now our *Bylaws* have a provision that makes reference to nominations and **Absentee Ballot**. We should clarify that a Board member can vote by absentee ballot when limited to those nominated, by advising the Board Chair, the Board Vice Chair or the General Counsel of that at least a week prior to the election. There are some issues that may have to be worked out, particularly in terms of the methodology that will be used. Members of the Board felt that the election of officers was significant enough that people should be physically present, although it was not an absolute requirement. This completes the summary of the *Bylaws* changes.

Before I open to questions and discussions, Chair Murer said, I would like to clarify this very involved process. Vice President Buettner, who is the liaison to this Board, and General Counsel Blakemore took great pains to meet with each individual Board member, either by phone or in person, to solicit their input and opinions. The final version of these *Bylaws* was disseminated about a week ago so that each Board member has had the time to give the appropriate attention to language. There have been several drafts and modifications to these *Bylaws*, and at this point they would appear to be representative of the input that has been given throughout this process and since our last Board meeting in September.

I am glad to have the opportunity to speak about some concerns that I have with regard to the draft of the *Bylaws* Trustee Strauss commented. In saying this, I do not mean to suggest that it is anybody else's fault. It is my fault that we are in the situation that we are in today with regard to the comments that I intend to make this afternoon. I believe that I created this situation, and I have put both Ms. Buettner and Mr. Blakemore in a difficult position because there were ample reasons to initiate a review of *Bylaws*. I am the one who suggested it. My colleagues agreed. So, what I would like to do at this point is to indicate the context within which I wanted to undertake this assignment and the core principles that I think we have to take a look at. Then I want to take the opportunity to try to apply those principles to some of the issues that are still on the table so that my position on those issues is grounded in some reasoning. Mr. Blakemore did a very good job of setting for us the background as to the hierarchy of the various provisions that we have that govern the way in which the Board functions, that we have an NIU Law, that we have *Bylaws*. We also have Regulations, and we have the university Constitution.

I think the first thing we have to take a look at is what the core Board responsibilities are, because, among all of those various documents, we have to define what it is that the Board ought to be focused on. In my view, the key things the Board should be focused on are strategic planning, the management of the relationship with the President, and providing adequate oversight of the university functions, academic quality, fiscal propriety, and risk assessment, including oversight of finances, compliance, facilities and security. I also believe that, as much as possible, our *Bylaws* ought to preserve transparency because it increases the legitimacy of any action that we would take. Finally, I believe that we have to preserve the meaning of each Board member's vote.

First, I reject the premise that the Board Chair should determine the way in which the elections should occur. Regrettably, that was the position I was in as Board Chair for the last election, and the reason I wanted clarity was so that I would not have to make those decisions.

On succession following a vacancy, I do not want to give up my vote.

With regard to nominations, I believe this process should be transparent. Having been involved in the last seven elections, my view is that we should have a process, call it a nomination, call it an expression

of interest, that occurs before the meeting at which the election is going to occur. I am respectful of Mr. Blakemore's opinion that he believes you have to provide the opportunity on the ballot for everybody, and I would have no objection to that provision.

With regard to the Board and Presidential Assessment, I believe we should clarify that the Board has primary responsibility for the approval of the setting of the goals. I have no problem with the President taking on the responsibility for staffing and providing significant input. There are some areas where the President should have authority beyond what he currently has, and there are other areas where the Board should take a look and determine whether or not the Board is the appropriate repository for that authority.

With respect to the suggestions with regard to the Executive Committee, I'm perfectly happy with an Executive Committee that has no responsibility. I believe that the Executive Committee should be there as a repository for those items that the full Board determines it wants to send to the Executive Committee. I believe that increases transparency, because there has been an open meeting deliberation that sends something to the Executive Committee. But there is another solution to that problem that we have not discussed, and that is to create a Committee of the Whole. I believe that creation of a Committee of the Whole has some merit. We have a number of issues that currently wind up being presented to multiple committees. We should have some meaningful discussion about whether there are other committee structures that make sense.

Finally, with respect to Board action by electronic communication, Jerry and I maybe have a different view of how the Open Meetings Act applies, but even if I accepted that the procedure was legal, I think it is bad policy, and this goes back to transparency. I would prefer to have a special meeting if something was that important. I am not in position to vote in favor of the proposed *Bylaws* today. I do not want to terminate the discussion, but I want to discuss whether we can address some of the concerns that I still have with respect to the proposal.

Chair Murer thanked Trustee Strauss for his comments. Your remarks suggest that there has not been attention given to the thoughts and comments of each of the Board members, she commented. I want to say on record that this has been almost unprecedented in terms of the amount of attention that has been given to solicit appropriately the information and comments of each individual. The Open Meetings Act hampers the opportunity to dialogue as Board members, more than two at a time, unless we are in a public forum such as this. In September, it was your position to move this along as quickly as possible, and it was my motion to postpone several of the key issues so that it would give us enough time for effective dialogue.

At this point, we have only five members present. Also, at this point, the work that has been done has been extensive. I have felt that the bylaw process, which I also indicated in September, needs as much time and consideration as necessary to come to consensus. We may not come to unanimity on this, but that is the nature of a board. So, given that further discourse is necessary, it perhaps is best to table this again. I see this more as a process because it is more important that each Board member feels they have been given whatever time is necessary to discuss these *Bylaws*. It may take a special meeting so that we could dialogue among ourselves, because that is the only way in which we can do that.

I would like to entertain a motion to approve these *Bylaws* as presented. If that motion does not pass, then this process will be tabled to our next Board meeting. If it does not pass, then I would ask each Board member to take it upon themselves to communicate as effectively as possible and to extend themselves to each of us, to our General Counsel, and to our vice president who is our Board liaison, so that we do not come to another meeting where this has not been thoroughly vetted.

Chair Murer called for a motion to approve the *Bylaws*. Trustee Boey so moved, seconded by Trustee Iosco.

I know how much time I spent with Mr. Blakemore on various discussions, Trustee Boey remarked, and it is my belief that each one of the Trustees spent the equivalent period of time necessary to address the issues he or she had with the changes. I am just curious, Trustee Strauss, whether you passed your concerns on to Mr. Blakemore during your discussions. I have passed many of these comments along to Mr. Blakemore previously, Trustee Strauss stated. In response to Chair Murer's comments, I stated and I sincerely mean, I mean no offense to anybody. But I thought it was important that I speak directly to my fellow Board members, and that is why I took the first opportunity that I had to do it. I take this very seriously. But I would not feel right if I missed the opportunity to point out the challenges that I have with the *Bylaws* that we have here.

Before today, Trustee Boey said, the process we have used, even going back to the time, Trustee Strauss, when you were Chair, was to have individual discussions about whatever the topic was. So, today, you decided to change the process in this meeting. I did not change the process, Trustee Strauss stated, all I can do is indicate to you my concerns. The process calls for you to clearly delineate to, in this case, Jerry Blakemore, your concerns so that we can all work it out through that process, Trustee Boey said. Well, I reject that premise, Trustee Strauss said, because the way the process was set up, I would communicate things to Jerry, but they were not communicated to you. Instead, a draft was prepared. Now the draft incorporated Jerry's best judgment, and I respect his judgment. But it did not respect the input that I gave him. It was never communicated to my fellow Board members.

The good thing about this is we live in a democracy, and this is a very good discussion. I think you misjudge Mr. Blakemore in terms of how he spoke to each of us. I can speak for myself. I certainly knew of each individual's issues and preferences. But what we are forgetting is that the majority prevailed, and it was Mr. Blakemore that collected all of the opinions of the Trustees, took them under advisement, and utilized his legal capacity and judgment. So, the dialogue flowed through our General Counsel because of the structure of the Open Meetings Act. As Trustee Boey has said, in the past, that has always been the process. We have not had a special meeting since summer 2011 to openly dialogue about these issues, and I would say that may have to be the next step. But, at this point, we have a motion and we have a second. Is there any more discussion?

I recognize Trustee Butler, Chair Murer said, and then I will call the question. I always understood this process as one that would involve the vetting and thorough discussion of ideas at public meetings, Trustee Butler commented. I have had some difficulty inserting my thoughts into the process through the discussions with Mr. Blakemore, and not because of Mr. Blakemore, he has been wonderful on this, and I understand why he has recommended what he has recommended. What concerns me are the same principles that concern Trustee Strauss, particularly transparency and the preservation of my vote as a Trustee. I will not go into what I object to specifically, but I will tell you there are some differences here from what we had at the September meeting that I believe require substantial discussion. The manner in which the Chair would determine how to conduct the Board elections is a significant difference. The exclusion of an undergraduate student member from being voted as Chair or Vice Chair is a significant difference. Even while it may just be symbolic, I could never vote for that. The formation of the Executive Committee in lieu of the formation of a fourth committee on Legal Risk Management and Compliance I find to be problematic for a number of reasons, and I will note that is substantially different than what we had before us at the September meeting. I could also never support a process or a policy by which the Board had the authority to vote on matters via e-mail. So, I would not have voted for this.

The Chair recognized Trustee Marshall for discussion. I will ask for some clarification, Trustee Marshall said. Perhaps we should call either a special meeting or reconsider this at the next regular Board meeting. On the premise that it should pass, I am assuming that there would be an allowance to put amendments forward to change parts of this at any subsequent meeting?

I will have to take it under consideration as to what is the best process at this point, Chair Murer said, because our current process has not worked, and that is that each Board member has taken a great deal of time, given their opinion, that opinion has been assimilated, and that is what you have before you

today. At this point, given that we have a motion and second regarding these *Bylaws* as had been prepared with the input of each member of the Board, I would like to call the question.

I feel that we have been hampered, Trustee Marshall commented, because we are only able to speak to one person at a time, and I would like to have a general discussion where everyone can put in the items he wants to. And that would be taking the form of a special meeting, Chair Murer said.

We have a motion on the floor and a second, the Chair said. I would like to take this off the floor as a motion and give due consideration to all of the comments that have been made, determine an appropriate time for a special meeting, and then make sure that we have the appropriate input. I want to make sure everyone understands that there is no noncommitment by any one person to not be transparent. To intimate otherwise does a great disservice to this Board of Trustees. I believe we all agree and we can stipulate, that any activity we do is to be in the best interests of the university to be transparent, to be as inclusive as the law permits us to be, and to be as sensitive and respectful of each other. But also, each member may not be able to achieve everything that each Trustee may desire.

I just have to say something, President Peters stated. I have nothing but the most tremendous respect for our staff and their ability to serve the Board. They should never be put in a position where they are either accused or used for the failure of a deliberative process in a governing body.

#### **NEXT MEETING DATE**

The Chair announced that the next regular full Board meeting is scheduled for Thursday, March 1, 2012 in DeKalb.

#### **ADJOURNMENT**

There being no Other Matters, Chair Murer entertained a motion to adjourn. Trustee Boey so moved, seconded by Trustee Marshall. The motion was approved. The meeting was adjourned at approximately 1:14 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.*