

Minutes of the
NIU Board of Trustees
of Northern Illinois University
Ad Hoc Committee on Governance
February 4, 2016

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order at 12:05 p.m. by Committee Chair John Butler in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Kathy Carey conducted a roll call. Committee Members present were Trustees Robert Marshall, Marc Strauss, and Tim Struthers. Committee member, Trustee Robert Boey, was absent. Also present were Committee Liaison and General Counsel Jerry Blakemore, Board Liaison Mike Mann, President Doug Baker, Executive Vice President and Provost Lisa Freeman, Deputy General Counsel Greg Brady, and UAC Representatives Greg Long and Holly Nicholson.

2. VERIFICATION OF QUORUM AND APPROPRIATE NOTICE OF PUBLIC MEETING

General Counsel Blakemore indicated that appropriate notification of the meeting was provided pursuant to the Illinois Open Meetings Act. Mr. Blakemore also advised that a quorum was present.

3. APPROVAL OF PROPOSED MEETING AGENDA

Chair Butler asked for a motion to approve the meeting agenda. Trustee Strauss so moved and Trustee Marshall seconded. The motion was approved.

4. REVIEW AND APPROVAL OF MINUTES OF DECEMBER 17, 2015

Chair Butler noted there was one change to the draft minutes of the December 17, 2015 meeting that the Trustees received earlier. On the first page, on the bottom, where it indicates that Mr. Heckman noted that Vice President Alan Phillips was able to be present for the meeting, it should say he was "not able" to be present for the meeting. Chair Butler noted that the change was made to the document, and he asked for a motion to approve the minutes of December 17, 2015. Trustee Strauss so moved and Trustee Struthers seconded. The motion passed.

5. CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair Butler commented, this is the place in the meeting where the Chair has an opportunity to provide some comments and make some announcements. I want to move, if we can, quickly to the issues that we are considering today and I want to preface that by saying that we've got quite a responsibility before us dealing with the vacancy in the student trustee position. That matter was not planned, and was not on our list of things to do, but it is an awesome responsibility and one that I'm very pleased that this Committee has been charged with. I look forward to the opportunity to talk more about that subject. This is also the time in which we welcome members of the University Advisory Committee, Greg Long and Holly Nicholson; do either of you have anything you'd like to say at this time?

Dr. Long responded that he did not.

Holly Nicholson commented, I just want to say thank you for your support of the constitutional reform efforts and I'm looking forward to working on that in any way I can. Thank you.

Chair Butler thanked the UAC representatives for their interest. We'll be learning more about that from Dr. Long later in the meeting.

6. PUBLIC COMMENT

Chair Butler noted that Nathan Lupstein, President of the Student Association, was present and wished to address the Committee.

Speaker Nathan Lupstein, Student Association President, thanked the Committee and said he appreciated being at the meeting. I want to preface all my statements by saying that the Student Association and I are very grateful for everyone at this table, their commitment to our student experience, continued support, and collaboration with the Student Association. With that being said, like John mentioned, we have a unique situation in front of us, but it turns out it hasn't been all that unique throughout the course of time. I'm going to give a rough framework about how the student trustee's position, and the prior student regent position, evolved over time, and urge you to consider this piece of legislation. In 1967, the Board of Regents was established to oversee multiple state universities. In 1973, non-voting student members were added to the Board of Regents. They were privy to all confidential information; they were able to make motions, and second them. In 1996, the Board of Regents was dissolved and the state universities had one of their own students on each new Board of Trustees. That's when we had our own Board of Trustees at Northern Illinois University, and that's when a process began. The Student Association president, someone acting in my capacity in 1996, had the authority to appoint a student trustee upon SA Senate confirmation, who would then sit on the Board along with all of the other trustees. Again, this person was privy to all the same information, was able to make motions and second motions, and enjoyed the same speaking rights as all the other trustees. In 1996, the SA President appointed the first NIU student trustee. In 1997, students at state universities begin pushing to get this student trustee a legally binding vote. There is some controversy. Finally, in 1999, the law grants student trustees a legally binding vote, just as any other member of the Board of Trustees. From this point forward, the procedure of the SA president's nomination and senate confirmation still remains intact. Even with the legally binding vote, the Student Association President had the authority to appoint the student trustee. The SA president appointed student trustees and the student senate of 40 people confirmed them. We're familiar with this process too, because any executive cabinet members goes through this confirmation process. We have a lot of appointments that we have to make and we go in front of the SA senate and seek their approval for these candidates. They go through a pretty strenuous vetting process and we scrutinize each candidate heavily. This is a regular practice that we have been very comfortable with. In October, 1999, we dealt with something somewhat close to what we're dealing with today. In October 1999, an SA president and trustee was impeached and removed from office [this was the same person holding both positions]. The vacancy of the trustee needed to be filled. Then NIU President John LaTourette actually wrote the SA and asked the SA to inform him of a student designee to be appointed to the Board. That process was fulfilled. The SA president made an appointment. They appointed Nolan Davis. He was appointed, the SA senate confirmed him, and four days later he was sworn into office with a legally binding vote. We see that this happened about three times, where the SA has been able to appoint a student trustee, confirmed by the SA senate, and with a legally binding vote. In 2001, this process of appointment and confirmation dissolved in favor of a campus-wide election for the student trustee. That's been our practice since 2001. Now, beginning in January, we experienced a vacancy again, similar to the one we had in the fall of 1999. There's no guidance or practice that we're aware of for dealing with a student vacancy on this Board, but common practice shows, over the last 20 to 30 years, this is how we have gone about it. The circumstances aren't all that different. Today, we're asking to appoint to fill a vacancy for a student trustee with a legally binding vote, a board member who is privy to all the information that every other trustee is privy to. With that being said, there's a compelling case to state that the procedure in front of you today is something that we can move forward with in confidence. It's been a regular practice at Northern Illinois University, a cornerstone of what the SA considers to be shared governance. I would encourage all of you to seriously consider this recommendation. The student body would be very appreciative of having the student trustee representing our interests with all of you throughout the coming months.

Chair Butler thanked Mr. Lupstein and asked if any of the Committee members had any questions for him? I would just want to clarify that you said that "this has happened about three times." What's happened about three times is the SA President and the Student Senate has appointed a voting trustee? This

happened in 1999, again in '99, and in 2000? Then a new law was passed that provided that student trustees at all public colleges and universities would be an elected?

SA President Lupstein responded, yes.

Chair Butler asked if the Committee members had any other questions for Nathan? The Committee might have some more questions for you later; your input is very valuable. Thank you.

7. UNIVERSITY REPORT

Agenda Item 7.a. Discussion of Proposed Amendments Related to Commodities and Sponsored Projects Authorization Levels

Vice President Phillips began by noting that this was an issue that came to the Board's attention a few months ago. We had a computer purchase that was scheduled to be approved. As a result of Board policies that currently exist, we purchased computers off of the IPEC contract. Board policy states that purchases of commodities off of the IPEC contract do not have to go to the board. Computers, per their definition, are considered commodities. There was concern among some Board members that a purchase of that magnitude, even though a commodity, required an appropriate level of Board approval. As a result, we took a look at our existing policy and have a recommendation to remove IPEC contracts from the list of those procurements that do not have to go to the Board, and that we would look at a number of specific types of procurements, regardless of the source of the procurement, that would be delegated to the presidential level of approval and would not need to come before the Board. The proposed amendments change the Board policy and remove IPEC from the approval level at the presidential level but adds back a couple of items that were included under the IPEC list that still would be approved at the presidential level. The second part of this is dealing with the sponsored award approvals. I will defer to the Provost on this one since this is more in her area of expertise.

Provost Freeman added that Dr. Blazey asked her to support questions in case they came up. This is a subject that's very near and dear to my heart as the former Vice President for Research. Sub-recipient agreements that occur under sponsored projects are essentially flow through funding. Our Board requirement that sub-recipient grant agreements be subject to Board approval has, at the threshold of \$250,000, been a real problem for our faculty who are trying to do research and scholarship. In the sense that the grants come in when they come in, the opportunities, sometimes because of an extension, a no cost extension, or the availability of additional funds to NIU, comes up not on a schedule that's commensurate with the Board meeting schedule. For the researchers or scholars to meet the deadline that they've committed to the Federal Funding Agency, they need to be able to move forward and do the work not subject to the Board meetings schedule. There have been a couple of instances during my tenure at NIU where funds were put on the table and then taken off because of inability to meet the deadline, thus impairing our researchers' ability to be productive and endangering the reputation of the university. There is at least one group of researchers who generally collaborate with other institutions among whom NIU had gotten a reputation of being hard to work with because of this requirement, so that our own researchers were advocating not to be the leads but rather the seconds. I think that, through cooperation with the Board, we've been able to get to a better place, but really to function in the competitive world of sponsored projects and to be a good collaborator in a world where collaboration across institutions is more common, exempting this type of flow through from Board approval, considering the unique contractual nature of the endeavors and their importance to university research, is a very intelligent thing to do that will help our faculty.

Trustee Strauss thanked Dr. Phillips for following up on the prior discussions and noted also he is glad the timing allows the Committee to consider the modification required by our Research and Sponsored Project operation. I want to remind my colleagues that the section that's before us today for consideration is part of a larger set of provisions that relate to purchasing decisions. There are other restrictions that continue in effect even for the transactions here that would be exempt based on dollar amount exclusively to the

extent that they had unusual contractual provisions or caused some sort of additional scrutiny based on public input, etc. This is something that we've been wrestling with now for upwards of a year and I think that we've at least, based on the types of situations that we currently know about, found that a reasonable accommodation.

Chair Butler added that the sponsored projects matter is almost verbatim the same wording that the Board considered about a year and a half ago when the Board first considered some changes in this area. It seemed an appropriate time to bring it back. In addition to the fact that, a year and a half ago, no one on the Board had any concerns with this particular measure, the Board also supported an action item on May 28, 2015 whereby the Board as a whole indicated that it wished to look at particular bylaws, regulations and policy concerning Board and presidential contracting, and that item included, as the third area of interest, what I will read verbatim: "the adoption of provisions that would govern procurement expenditures for sponsored research and other sponsored activities under grants and contracts to promote efficiency and timely project administration." The Board has been heard on this subject. There is an interest in this type of change that relates to this particular area of the university, and I just want to make sure that we are reminded of that action. Are there other questions, concerns, interest areas on this subject?

Agenda Item 7.b. Initial Proposal for Constitutional Reform

Chair Butler indicated that the next item concerned bylaws, constitutional, and regulation reform that is occurring primarily at the level of the University Council and Faculty Senate. We heard a briefing on this subject at our last meeting. At that briefing, if I can summarize, I indicated that Dr. Long would be seeking to amend the bylaws with fewer votes, and that would be the first step that would permit a long-term effort to change the composition of the constitution and deal with a number of issues that the Faculty Senate, the University Council, and the other governing councils have been dealing with. Then we would be surveying an inventory of documents that may be in conflict or may contain inefficiencies, and we would also, in that process, compare our structure to other potential frameworks and structures. Then we're going to prioritize the policies for reform and identify areas for reform. I think that's really where we would come in as a Board, but we're going to hear an update from Dr. Long today as to how things are going with the first phase of the project. I believe you had a milestone yesterday?

Dr. Long responded that yesterday the University Council had a first reading to change the voting threshold to reduce it to 60% of the entire body plus one, and then, of those people who were there, two-thirds of them could make a change to a bylaw. That represents a significant change. I want to thank Professor Therese Arado who is the chair of our Rules, Governance, and Election Committee. She's worked well with her committee to vet this with them and have some discussion on it. When we had our meeting yesterday, we had a lively discussion; I think, it was a positive discussion. Needless to say, there are some people who have hesitations, but I was more gratified to see that some of the major faculty and other people who are seen as having a lot of integrity, a lot of influence, stood up and said, "I think this is a valuable thing to do." So we got a lot of good, positive support from that. From the standpoint of our first effort to seek to amend the bylaws, we've had our first reading; the second reading will be next month on March 2nd. We're working very hard to make sure we get out enough people because, from my standpoint, attendance is an issue; but, we've already met with representatives from the Student Association and we're doing individual meetings with the students from the Advisory Committee so that everyone knows what's going on. They have the opportunity to ask questions and really recognize the importance of showing up. The second thing that Trustee Butler mentioned was our inventory of documents. I apologize, I only have ten copies of these. We have a graduate assistant and he and I work together and basically looked at all of our respective governing documents and the left hand column of this identifies what the different topics are and then, going across the top, you've got our respective documents. You'll quickly see, for example, that there are certain articles that are repeated multiple times; so, looking at Article X, the amendment procedures, if you would, we've got four different versions of that. Again, that may be appropriate; but, from the standpoint of at least knowing where information is and being able to compare the differences, that's really one of our initial goals. Once we get a little more verification on this table, and we're all comfortable with it, the other thing we're doing is going through, if we look at amendment procedures, for example, there are four different entries for that, so I just quickly did a cut and paste of what it says for

amendment procedures for the constitution, here's what it says for the bylaws, here's what it says for Faculty Senate, and here's what it says for BOT bylaws. Again, just as a way of gathering some information, the table you have is the skeleton. This will provide a lot more of the meat for how we look at and compare things. Greg Brady and I have talked a couple of times about doing some outreach to get input on other universities that have strong traditions of shared governance. That's still in process. What we hope to gain from that is to basically to look at their documents and see what typical constitution and bylaws include and compare them to ours. We did a very rough review of that and it is exactly as you would expect. We have far, far, far more bylaws than the other five institutions that I've done a comparison with so far. We wanted to put all this information together, because I think there are a lot of people on University Council, and even just among faculty in general, who don't appreciate the subtleties of what we're trying to do here, and so we want to create a white paper, if you would, to say here are the specifics on our attendance, basically make the argument for why we need to look at this. That's going to be something I will be putting together and be happy to share, because we recognize very significantly that we have to work up and well as down, so it's not just the University Council and the councils that feed into that, but we recognize the Board of Trustees bylaws and regulations take precedence; so, throughout this whole process, we're wanting to make sure that everything we do is communicated with you and if there's any issues, concerns, conflicts, that that gets dealt with right up front. That's where we are right now. I'm cautiously optimistic that our vote happens in the way we want it to next month. If it doesn't we'll probably have to come back and have another discussion and think about alternatives; but, if it does go forward, then that's a different discussion as well. I'm hoping that we get the vote and our support.

Trustee Struthers asked about the number of University Council members.

Dr. Long responded, right now we have 62 members; so to adopt a bylaw amendment, we have to have 42 affirmative votes; and, our attendance figure is about 45 people.

Trustee Struthers asked, how many people were in attendance yesterday?

Dr. Long responded, yesterday was a good day, we had a little over 50 but that is, in my review of attendance patterns over the last X number of years, a peak. That was really nice and I'm hoping that we get the same kind of turn out for March. I'm shaking the bushes, rest assured, and I think we have a decent chance.

Trustee Strauss added that he understood what was happening and applauded the effort and hoped that Dr. Long and his colleagues continue to have some success. The important thing from our perspective is the comment you made about trying to also "look up," and we need to, I think, be prepared to contemplate the issues that require guidance from our side as well. We don't currently have an infrastructure to do that, or a set of meetings planned to be able to determine which issues we believe are important and we want to carry in another direction. I would like to make a suggestion that we do something to make sure that we can be accommodative in terms of scheduling and deliberative about the input we provide.

Chair Butler responded, yes, I think that's important. We've got some areas where we want to look at as well. I want to make sure that we don't come to you after you've done all your work and then say, "now you have to consider what we want to change." We'll have to make sure that we're working with you. Glad to hear that you've been working with Greg Brady. That was something that the Committee requested at the last meeting. In general, are you dealing with any opposition at this point?

Dr. Long added, there is, I mean in a large scale, no; on isolated instances, of course. For example, during our meeting yesterday we had one – and it was interesting; it was a good perspective – a math professor said, "okay so, if we take two-thirds of this and one-third of this, and it boils down to, ... so does that mean 24 people could make decisions?" Well, in theory, yes, but if we look at how we operate over time, over time we have a good attendance patterns and, when we don't pass things, they're typically not passed by one vote or two. It's not like we typically have really strong divisions or people going rouge on us. The general sense is I'm cautiously optimistic that we will get the vote. I'm doing everything I can to communicate, educate, and be really transparent with this process.

Chair Butler asked Mr. Blakemore, based on his involvement in this process for quite some time, if he wished to add anything?

Mr. Blakemore responded, I'll add two very quick points and they really underscore comments that have been made. When this Committee originally initiated this effort, there was a consensus amongst the Committee that the review would be comprehensive; it would be the constitution and the documents that relate to the constitution, and I won't name them. What the General Counsel's office has done, and I want to say a special thanks to Greg Brady but also to Dr. Long, is provide a briefing for a number of people that Dr. Long put together on the documents that are of relevance to this discussion. That has been done. The second part, that I think is an on-going part, is really an education of the general university community about what our constitution, bylaws, and regulations are. That process has begun and the focus to date has been on process as opposed to the substance. In the future, particularly given the comments that were made earlier, there will be recommendations that will come from the Board, from the university, from the University Council, etc.; but, the intent was to make it comprehensive. We did want to have a process that brought us to comprehensive review and reform. Those are the only comments that I will add, other than to note that part of the purpose, and we see this in this document, is to streamline the process to make it clear, to provide some clarity but also to eliminate duplication and inconsistencies between the various documents. That's a big part of what this effort ultimately will do and obviously a major purpose.

Chair Butler asked for any other comments or questions?

President Baker commented about the University Council meeting the day before. I thought it was an excellent discussion and Dr. Long did a great job leading the discussion. I appreciate the hard work that went to in to getting us there. One of the questions was raised, "well what if no faculty showed up and then other people could make decisions?" It was just a wonderful moment when a student said, "well if you're elected shouldn't you show up and do your job?" It kind of changed the tone of the conversation; so, students are making a big contribution to the University Council and helping shape the conversation. I thought it was a wonderful moment and everybody kind of laughed about it, but it did change the tone a little bit.

Chair Butler noted that the President of the Student Association was present, so he knows that this Committee not only talked about this extensively on December 17th, but also had this update today. I think the message is that we're very supportive of this effort and anything that we can do to help move this along and overcome the barriers please let us know.

Dr Long added that he appreciated the support. I think we've got a core group of people who are very motivated to see this happen. I'm pushing it, but Therese, George Slotsve, a lot of us, really think there's some great value in this, and again during yesterday's meeting a few department chairs spoke up, other people spoke up, and that also seemed to sway how people looked at it. I'm very hopeful and look forward to working together with the Committee.

8. UNIVERSITY RECOMMENDATIONS

Agenda Item 8.a. Opinion on Student Trustee Vacancy and Proposed Bylaw Changes

Chair Butler noted that the next item is an action item. This is a university recommendation. I will direct your attention to page 5 of the meeting packet titled, "Student Trustee Vacancy and Proposed Bylaw Change." It's item 8a. What essentially this item seeks to do is to adopt the process that's in the current Student Association constitution for the management of a vacancy in the student trustee position. The university seeks the approval to adopt the principles contained in the SA constitution regarding the student trustee vacancy and also the approval of a proposed amendment to Article 2 section 7 of the bylaws of the Board of Trustees of NIU; if approved, this item will be forwarded to the full Board for consideration at its next full Board meeting. Let me ask first if there's a motion and a second for this item.

Trustee Strauss so moved and Trustee Marshall seconded the motion. Chair Butler asked for any discussion on the motion.

Trustee Strauss asked Mr. Blakemore, since there appears to be some fuzziness in enabling statute, whether or not he had reached an opinion as to whether the procedure that's proposed today is consistent with all of the applicable legal requirements?

General Counsel Blakemore responded that he had reached a decision. I believe that the proposal that is being submitted to this body withstands legal muster. There was an actual opinion issued by my office to the Board regarding this. We are more than comfortable with that opinion and we fully support the recommendation to move forward.

Trustee Strauss noted, then it's my further observation that it is important that we have a student trustee and, given the timing of the ordinary election process, were we to instead have found ourselves in a position where an election was necessary, we would have had a quick duplication of the election process at the expense and inconvenience of the students. So I am glad personally that we were able to find an approach that passes legal muster and produces a result which, before our next regularly scheduled board meeting, would produce a student representative assuming that there's prompt nomination and confirmation. I appreciate that everybody took a look at this with dispatch and I'm grateful that we have the opportunity today to be able to make a recommendation.

Chair Butler asked if there were any other comments or questions from the Committee members? Seeing none, he asked, all those in favor?

Trustees: Aye.

Chair Butler then asked if there was any opposition? Seeing none, the motion passes, and this will be forwarded to the Board for consideration at its next meeting. Thank you very much for all your hard work and consideration of this issue; and, Nathan, thank you for your words. You answered a number of my questions in the remarks that you gave and shortened what might have been a lengthier item.

9. NEXT STEPS

Chair Butler noted that, since the last meeting of the Committee, the Board has not met. We made some commitments at the last Committee meeting that we would forward to the Board, for its full consideration, a disclosure of interest policy which we discussed, and I believe that motion included the removal of the current separate conflict of interest policy and also the provision of authority to the president for the creation and implementation of an appropriate disclosure of interest policy for persons not covered by the proposed bylaw. So, that's something we can expect in accordance with whatever schedule the Board Chair wishes to follow, whether it be at the special meeting or the full Board meeting; however that works. We also discussed a proposed administrative leave policy and, I believe, we had some requests about what that policy would contain, but ultimately the recommendation was that we would prepare an item for the full Board that would also provide to the president the authority to establish and implement an administrative leave policy at the university level. That's my summary of the two things we talked about last time. In the past we've usually moved from those particular motions to a full Board meeting. Now we have, in fact, several items that will, at some point, go to the full Board, not only from the last meeting but from this meeting as well.

General Counsel Blakemore responded that each of those items have been prepared and, at the direction of the Board Chair, will be added to whatever meeting of the full Board that the Board Chair, in conjunction with the other members of the Board, determines. The Committee has taken action on each of those; the discussions have been substantive; and it's a matter now of saying do you want them for your next scheduled regular meeting or your next scheduled special meeting? We will be prepared to respond accordingly.

Trustee Strauss responded, perhaps I can weigh in on that. We're going to have a very full day on February 18th. The full Board meeting on that day was initially added for what was going to be a very restricted agenda and I'm concerned that if we add too much on February 18th we won't get consideration; and, we have a regular full Board meeting in March, and my preference would be that these items come to the full Board meeting in March. It may also be that, by that time, we'll have had the opportunity to be able to make further progress on the proposed scope of work that this Committee has, because, as I noted at our last meeting, we started with, I believe, three phases of work that we were going to complete, and I think last time I said now it had extended it to 108. It may have gone from 108 at that time to 250 at this point. While the chair and my colleagues on this Committee have done a really good job of actually rolling up our sleeves and working at these sessions, I'd like to encourage us to continue to plow through that material as rapidly as we're able. These governance issues are important. Now that we have everyone engaged, it would be to our advantage to again take a look at what the appropriate priority is. The framework for establishing those priorities may be different today than it was when this Committee started its work; and, while we can't directly take action on it and a portion of this is at the discretion of the chair of this Committee, my suggestion is that we see which of these items we can tackle next, see whether we can get them prepared sufficiently in advance of the meeting so that the members have an opportunity to reflect on the items and we can come together and, instead of receiving presentations, have some fruitful discussion about items that are proposed for action.

Chair Butler sought a point of clarification from Trustee Strauss: you indicated that these items would come before the Board at the March 17th meeting; but, is it your intention, with the student trustee item, to raise that on February 18th?

Trustee Strauss responded, that is correct.

11. NEXT MEETING DATE

The next meeting date of the Ad Hoc Committee on Governance will be determined at a later date.

12. ADJOURNMENT

Chair Butler asked for a motion to adjourn. Trustee Strauss so moved and Trustee Struthers seconded. The motion was approved. Meeting adjourned at 12:50 p.m.

Respectfully submitted,

Kathleen Carey
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.