

Minutes of the
NIU Board of Trustees
of Northern Illinois University
Ad Hoc Committee on Governance
April 14, 2016

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order at 12:38 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, Tim Struthers, and Robert Boey. Also present were Trustee James Zanayed, General Counsel and Committee Liaison Jerry Blakemore, Board Liaison Mike Mann, President Doug Baker, Executive Vice President and Provost Lisa Freeman, Deputy General Counsel Greg Brady, Vice President Al Phillips, John Heckmann, and UAC Representatives Greg Long and Holly Nicholson.

2. VERIFICATION OF QUORUM AND APPROPRIATE NOTICE OF PUBLIC MEETING

Mr. Blakemore indicated that appropriate notification of the meeting was provided pursuant to the Illinois Open Meetings Act and 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 Boey seconded. The motion was approved.

4. REVIEW AND APPROVAL OF MINUTES OF FEBRUARY 4, 2016

Chair Butler asked for a motion to approve the minutes of February 4, 2016. Trustee Strauss so moved and Trustee Marshall seconded. The motion passed.

5. CHAIR'S COMMENTS/ANNOUNCEMENTS

Additional materials were distributed to the trustees and they were asked to refer to page two for a review as a group.

Chair Butler began, referring to a list of items that the committee committed to managing, and noted that Presidential Succession Policy was completed; the Naming Rights Policy was on the agenda for the current meeting; the Records Retention Policy was completed; the University Insurance and Employment Benefits Policy has not yet received the committee's attention; the Indemnification Policy was completed; a Professional Development and Travel Expense Policy was completed; policies related to Presidential Housing were addressed; amendments were adopted to determine steps the Board will take when no candidate obtains the minimum required votes for an officer election; additional changes related to officer elections were envisioned but not yet discussed; a revised Conflict of Interest Policy was developed; an approach to a new Administrative Leave Policy was addressed; interest in reviewing and possibly reforming the standing committees would be discussed at the current meeting; Orientation and Continuing Professional Development was dealt with it at some level; appeal rights for appeals to the Board remained unfinished; and there may still be interest among committee members going forward to assess the Board's performance and its structure. C.16. refers to constitutional review and reform. This is a subject that will be discussed today with the assistance of Dr. Long. The reason I went through this list was to visually show all of you that we've been a very productive committee. We've achieved a lot. We've got a lot through the full Board, and we should be very proud of the work that we've done. I want to thank all of you and wanted all of us to see visually what we have been able to achieve together.

Chair Butler welcomed the representatives of the University Advisory Council Greg Long and Holly Nicholson. No additional comments were made.

6. PUBLIC COMMENT

No public comment.

7. UNIVERSITY REPORTS

Agenda Item 7.a. Naming Rights

Chair Butler began, let's move on then to 7a which is the Naming Rights Policy. The history behind this item is we've had this on our agenda a couple of times before, but this has been something that has received a lot of attention at the university level. We are now in receipt of a draft of a proposal which would involve the amendment of the Board regulations as well as the development of a standards document. I'm going to turn the floor over to Dr. Alan Phillips who will tell us a little bit more about the proposal.

Vice President Phillips began, the last naming policy was a university policy and I believe was done for President Peters back in 2007. There have been a number of issues that have arisen with regard to the naming of the facilities and Foundation involvement. We undertook a review of the existing policy with the intent to try to address all of the outstanding issues that had come to our attention. One of the first things we did was to look at other universities' policies. Rather than just start with our policy, we looked at a number of the other policies in the state and other locations to see if there were similarities, if there were some benchmarks or things that were standard policies and procedures that we would incorporate into our policy. Also, we took a look because the way things are done now in terms of naming facilities is perhaps different than it might have been ten or more years ago. We worked with the Vice President for Advancement, Catherine Squires, and we met with a number of people internally, received some input from various trustees, and we put together a proposed new naming policy. This is a draft.

Vice President Phillips continued, this policy only applies to facilities. It does not apply to the naming of rooms or conference rooms or auditoriums, interior spaces or names or plaques. That is actually covered under an existing Foundation policy. This policy just addresses the naming of facilities. The Foundation Board has not yet had a chance to weigh in on this. We expect to get some feedback because there is a number of things that are significant changes from how we've done things in the past. The first major change is limited term naming. In the past, typically, once you named a building it was "in perpetuity;" now, in keeping with more standard practices in this area, you would have to provide at least 51% of the funding to have an opportunity to name the facility. Another thing we've added is the addition of 5% maintenance cost. So to name a facility you have to provide at least 51% and we start at basically a million dollar project. We picked that amount because, as you know, you can't even put an intersection in for half a million dollars. So, to get a facility built, we thought a reasonable level of giving would be 51% of the million dollars or roughly half a million dollars as a starting number. Tied to the size of the gift is the term that you would have naming rights. Once that term is up, you would have first right of refusal. We would go back, but no longer would we name things in perpetuity. We tried to address in the policy the scope. This would also include multi-media licensing agreements; sponsorship contracts would come back to the Board for approval. Interior spaces are actually addressed by recommendation of the university Vice President for University Advancement, and pretty much all of these recommendations would be reviewed by the Vice President for Advancement, the Vice President for Academic Affairs, and the Vice President for Administration and Finance prior to the recommendation coming to the Board. We also included in this policy original facilities and long standing honorary designations. What happens if you have an existing facility and you would like an opportunity to rename that? How would you go about addressing that? We do talk about other naming opportunities; academic and administrative. We also put in this policy probably a bit more shared governance in terms of an advisory committee that would include representatives from the faculty and student body for certain types of naming opportunities. We

believe this is much better than the current policy. It's much more comprehensive. It's much more current in terms of industry standards. Once again, this is draft, and we still have to go back to the Foundation for their input, but we feel a lot of good work has gone into this.

Chair Butler noted, if I could just point out to the committee members what we are considering here is similar to the Administrative Leave Policy that we proposed and adopted at the last full Board meeting. There is a component of this that we are leaving to the purview of the administration and so this item is to create a university level policy. This is a university level policy, which means it's not at this point being presented to us as a proposed Board policy. The Board is voting on a change to the Board regulations which makes reference to the policy. It doesn't mean that we can't talk about the policy, certainly that's why we're here, and your support of these changes, I suspect, will be contingent on what you think of this policy. The policy itself does indicate that it will be reviewed periodically and any substantial changes to it, from what we are adopting by way of adopting this, will be presented to the Board, I suspect as an information item, going forward.

Vice President Phillips noted he had two additional comments regarding the draft policy. Regarding specific position, we will add an equivalent position to give us a little bit more flexibility. The other comment is we need to address, under what circumstances, would we choose to remove a name from a building depending on an incident or if someone dishonored the university, and how that would be addressed, as well as if someone was named after that.

Chair Butler clarified, you mean you'll flush out more on the process you will undertake to determine whether that's occurred?

General Counsel Blakemore responded, I think it's a process issue. The proposal now, specifically Section C, and particularly C.2, contain four criteria the university, based on this proposal, would have available to it in order to remove a name. Purely from the perspective of the university, obviously not speaking for the Foundation or the Vice President for Advancement, I think it would be beneficial to have the option of removing a name where there has been disfavor or issues that come up from a donor that, at the time of the donation were not in play, but later on become very similar to what has happened now with a number of the corporate marketers. For example, a former soccer player was removed from sponsorship, etc. So our suggestion was that we would look at that language and come back and make some amendments there. There's also the famous case of Bill Cosby on the higher education side, wherein the same types of things have occurred and we actually find at major institutions people rethinking the renaming of facilities and schools because of some evidence of things that are not consistent with the mission and purpose of the university. So we just wanted to broaden this a bit to include that, and obviously it's an issue that may be of concern to the Foundation and the like because you don't want to tie their hands on it, but, by the same token, the university needs to reserve that as a right.

Trustee Boey asked, does this apply only to new buildings or are we talking about existing buildings as well?

Vice President Phillips responded, this applies to both new and existing buildings. Under this we would have a policy whereby we would review what buildings might be existing buildings available for naming opportunities. Probably the best example is New Hall. That's an existing building. That's an opportunity. We would also look at other buildings and look at the history of how they were named and determine if there were opportunities there. On the other hand, there may be circumstances where we would not consider changing the name of the building for these purposes, but we are looking into that because that's an opportunity. If there is no historical connection, if there's no history, there may be some opportunities to rename buildings. Once again, it would be for limited periods of time depending on the size of the donation. There would be other reasons why we would not change the name, but, for example, New Hall, is probably the very best example I suspect.

Trustee Boey responded, New Hall has not been named yet right?

Vice President Phillips responded, correct, but it's already an existing building.

Trustee Boey clarified, I'm thinking of all my past 20 years that there have been numerous buildings that have been named individually for many good reasons. Are we going to go back and now examine each one of those?

Vice President Phillips responded, we're not going to – basically the rules are in place going forward. For instance, if someone has named a building and it was under the previous policy, the time rules don't apply. So, in other words, we're not going to say, "ok, once the policy's approved the clock starts ... in ten years, if you don't give us more money, we're taking your name off." That's not this at all. But, we are going to go back and take a look at the history and determine if there are some opportunities. We have no intent of renaming all the buildings, but there may be some that might present an opportunity where there's no reason we could not do that or would not do that, but we're not going to go back and rename.

Trustee Boey continued, my only purpose of mentioning it is only because we have to handle it with sensitivity.

Vice President Phillips responded, absolutely. The buildings we're talking about are buildings that the names go back so long that nobody can remember why they were named what they were. More recent naming of facilities would probably not be something that we would consider. We're talking about buildings that no one can remember why they were named that or that no family still exist, but that would be a very deliberate process and we would do nothing without coming back to the Board with recommendations on how to proceed with that.

Chair Butler noted, might I make just a point of clarification on this? Trustee Boey, that matter is discussed on the last page of this policy, page 10, and it's essentially dealt with under number 7, the effective date and applicability of the policy, in which case there's a grandfather clause -- basically -- that says that the policy deals only with future naming. Our recent naming of Faraday 2 after John LaTourette would not be covered under this policy; similarly, the Chessick Practice Arena, the Yordon Center, and the Barsema buildings would not be part of this policy.

Trustee Strauss commented, I'd like to focus on the proposed changes to the regulations of the Board of Trustees. First, I would not want there to be a change in the standards unless it came back to the Board for approval. As I read 1.B., currently there would be a triennial review and substantive changes would be reported. I would want those, I don't care whether it's reviewed triennially, biannually or what the schedule is, but I wouldn't want there to be changes made until it came back to the Board for approval. Second, in section 1.C., there is a delegated authority with respect to rooms and other facilities within buildings and those are to conform to university standards. Again, my preference would be that those standards get approved by the Board and that, when there are changes, they come back for Board approval. Otherwise, I don't mind delegating the authority for the naming. Second, it occurs to me that there's the potential to read sections 1.C. and 2.A.2. so that they address the same thing but in different ways. 1.C. says that the Board delegates the authority to develop and recommend naming protocols for internal spaces within facilities to the Division of University Advancement. 2.A.2. says naming spaces internal to a building or a facility shall be approved by the Vice President for University Advancement, the Executive Vice President and Provost, and the Vice President for Administration and Finance. I don't know who is ultimately responsible for this, and we have got three people. Whether all three have to agree, I think it would be good to be able to clarify that. My next comment is with regard to section 2.A.1., which provides first that there can be a confidential report made to the Chairman of the FFO Committee if donor confidentiality is an issue. My question here is whether it is possible for there to be a confidential report. Legal can weigh in on this but my assumption is that, if there was such a report, and it was in writing, that report would be subject to a FOIA request. I raised this issue in prior conversations that I had about this matter with people. I do believe that the board should be consulted in some way early in this process, but if confidentiality is an issue, I don't think stating that it's confidential necessarily makes it so, but we at least need to think through that. I'm interested in the viewpoint of my colleagues here as

to whether the appropriate reporting relationship is to the chair of FFOC, if that's going to happen, or if it should only be to one person, because I think it would put the Board Chair in a potentially challenging position of not knowing what's happening if this report only goes to a committee chair.

Chair Butler asked, why don't we first consult with Mr. Blakemore on the confidentiality question?

General Counsel Blakemore responded, to the extent that the negotiations in terms of naming rights are deliberative, i.e. you don't have a final report, I believe that you can comply with FOIA and not have to disclose that; to the extent that it becomes final, then it is a public document. I'm certain that there is no exemption, of the 37 exemptions, or something like that, which would apply. To the extent that you are engaged in discussions, negotiations, and the numbers are changing or the conditions are changing, those need not be disclosed pursuant to FOIA, but you're absolutely right, there is no confidential document where there's been a final report related to public business.

Chair Butler continued, in terms of the question of the procedure and forwarding the confidential report to the chair of the FFOC, I think perhaps it should say, "shall make a confidential report to the Board Chair and Chair of the FFOC, or members of the Board." It could say "and/or members of the Board," but, once we do that, we might as well just have it go to the Board. I'm assuming there's a desire to have somewhat more limited dialog with principal people on the Board who could give you some feedback before you go to the Board with the proposal. Why not make it the Chair and the Chair of FFOC. I agree with Trustee Strauss. I wanted to agree also on the review of changes. We're really looking for a ratification of those changes. When there's been a change to the standards, those changes will be brought to the Board for ratification in some way and we would be getting rid of this triennial review process. Would that be sufficient?

Trustee Strauss responded, that would be sufficient to address my issue. You may want there to be a triennial review or some scheduled review so that it doesn't go for another ten years before anybody takes a look at it. I don't object to that principle in any way.

Vice President Phillips noted, that was actually the intent: to force there to be a review to determine whatever the policy needs to be updated. Otherwise, you may end up with another ten years before it actually comes up for review, and that may be only after you've identified problems that you would have preferred to have addressed earlier.

Trustee Strauss responded, so in further answer to your question Chair Butler, I view these as being two separate issues. One, if I want there to be Board approval of policy changes as they occur. Second, should there be some sort of periodic review requirement, whatever period of time people are comfortable with.

General Counsel Blakemore noted, a point of clarification, you made reference to ratification on the part of the Board. Ratification is very different than "prior approval," and I think that what you're saying is that it would require "prior approval of the Board" for the standards, as opposed to authorizing action be taken that is later possibly ratified. So, just with that clarification, we're really not saying operate without prior approval.

Chair Butler responded, I guess I'm struggling, from a governance perspective, if we are adopting not only the regulations, but also the policy, and engaging in prior approval of changes to this policy, to what extent would it still exist as a university level policy. If the Board is regularly responsible for approving not only the commencement of the policy but also any subsequent changes to the policy, can we still call it a "university level policy"?

Vice President Phillips responded, yes and this was written in the context that it would be a university policy, and when we revised it we would report that to the Board. I'm also reasonably assured that it would be done in much the same way we engage in consultation, with discussion, but that in fact we would not necessarily be asking for Board approval of the university policy, but we would report to the

Board, much like in this committee, any changes that have been made, and then any recommendation based on this policy that would have to come to the Board. The Board would then approve any recommendations made in line with this policy and the other advancement naming policies.

Trustee Strauss noted, so now I understand the question, and my view of it is that I would not want to have this be something on which the Board loses control of changes before they occur.

Chair Butler continued, I think one of the reasons why I thought this was probably best as a university level policy was because it involved so much university level activity. There were aspects of this policy that I thought might be considered terms of art and trade craft related to advancement, that it would be a level of minutia the Board would not want to have a policy on. I was recognizing that there was an existing university level policy, that I actually wasn't aware of, that was guiding naming decisions. For those sorts of reasons, I thought it was best if this was presented as a university level policy in which case we could still have those changes reported to us and build in that consultation language with the assumption that we are the ultimate authority. If we ever thought we didn't like the changes, we could just take it over as a Board policy.

Trustee Strauss commented, we wouldn't know until after the fact. Without ascribing a motive to any of the people who are currently involved in this process or may ultimately sit in one of the positions that's referred to here, you could have somebody who would make a decision that this policy should be rewritten, you could have a deal signed, and then the change and the fact that the deal was signed would be reported to the Board. That's a result that I wouldn't be happy with. I believe that the type of transactions that we're talking about are so significant and have a long standing material impact on the university that there has to be a large level of control. I do agree that the Board is not going to be interested in all likelihood in being involved in the minutia of the negotiation, nor have a particular interest in asking whether \$5 million or \$10 million is an acceptable amount of money. I would assume that we would have a great degree of deference to the suggestions made by people who are charged with the responsibility of implementing this policy on a day to day basis. Since what the Board is taking a look at now are only the most major of those transactions, I wouldn't want to find a surprise. I would want to know what was happening because I believe the Board is going to be held accountable for those decisions whether it's on paper that way or not.

Chair Butler asked, could we build into the policy a provision that says no naming rights agreement will be finalized that is contrary to any of the standards without prior approval of the Board?

Trustee Strauss responded, what we're talking about, as I understand it Chair Butler, is whether or not these policies can be changed. Then if the policies are changed, you could have something done in accordance with the supervised policy that we didn't know anything about or a change.

Chair Butler clarified, what I'm suggesting is if any naming rights decisions were made that were going to result in a recommendation to the Board for a naming decision that relied on changes to the last iteration of the policy that we may have seen as a Board, that will not happen unless the Board has seen the changes that would have been required for that naming rights agreement.

Trustee Strauss noted, I suppose that would be one approach to drafting this, the other would say don't change the policy without coming back to the Board. It doesn't matter to me which way you attack the drafting challenge, I'm interested in the result.

Trustee Marshall asked, who winds up with the term "final approval"?

Chair Butler responded, the Board makes the final approval and under the current policy the Board engages in the final approval of the naming rights recommendation that comes from the university that results from the application of these standards. The only time that the Board would engage in an approval of the standards is in its first action when it adopted the changes of the regulations and, by doing so, also recognize the exiting draft standards? Did I make things more confusing? The Board

ultimately approves all naming of facilities. But, I think what Trustee Strauss is worried about is that these naming decisions and recommendations typically involve a good deal of discussion and dialog with a prospective donor well before something would ever reach the Board and he's indicating that if those discussions and those agreements relied on something different than what the standards say today, that it would be very difficult for the Board to say "no" after all of that work had been done based on the change that might have taken place and the standards without us even knowing about it.

Trustee Strauss added, can I just clarify that? It is true the reason that I've been pushing for us to do something in this area is that I don't want the Board to be put in a position where's there's been extensive negotiation with a donor, that we should be grateful for having interest, and there's a fully formed idea that comes to the Board that we didn't know anything about and then we're put in the position of either saying "yes" or "no, take your money someplace else." That's not the position that the Board wants to be in. I think the Board wants to be in the position of saying, "these are the criteria, go have fruitful conversations with people that we are grateful to have participate with the university and when you're finished come back and we'll bless it because it fits with the guidelines." I believe that's the appropriate approach. It should be fully informed, consistently applied, and transparent. The only way we get there is if those regulations are in place, they're reliable, and the Board has confidence then that when something comes back to us we can confidently vote in favor of it.

Trustee Boey added, I agree with you.

Trustee Struthers noted, of course the challenge would be to have a deal that will fit directly in the box, there will be a nuance or two that someone will want to negotiate. So, how does that then play into this discussion we're having?

Chair Butler responded, well I think what would happen is if the Foundation is in in conversation with a perspective donor, and it's attempting to abide by this policy, but it finds that it's got a deal that it likes but it violates the policy, then they would have to go to the Board, change the policy, and then they would have to go back to the donor and say, "okay we were able change the policy now we can propose your offer."

Trustee Struthers added, which would be pretty tough as you carry that out - it would be hard for the Board, it would be hard for the donor, and it would be hard for the person in the middle.

Trustee Strauss added, but it's a process I believe.

Trustee Struthers noted, yes, but it's not a quick process.

Trustee Strauss responded, I don't think this is a situation where it's going to happen and it has to be decided instantaneously as it violates the policy. At least there would be a consultative process. What I find the most disturbing possibility, not that it's happened so far, is that you'll get all the way through the process and it will be, in effect, an expectation that the university has made a commitment before the Board is even consulted about it. That's precisely the situation that I want to avoid.

Trustee Boey asked, how do you compare and say the \$100 million is fine but A, B & C needs to be changed?

Trustee Strauss added, well I think that conversation happens regularly with gifts of that amount. It's a matter of when the Board gets involved and is advised that those conversations happen.

Trustee Struthers asked, but the approval can be made as well with making exceptions to the policy right? So rather than change the policy, come back and, I absolutely agree with you, we'd all be stunned if we agree to do something in principle that was a surprise to us. We don't want to get in that position so the idea that we ultimately approve is the critical thing and we give a clear framework for negotiations and then if it's outside of that, irrespective, it comes back here for final approval.

Chair Butler continued, I guess I get back to this larger governance issue. I don't have a problem whether this is a Board level policy or a university level policy. I don't care about that. I'm willing to support whatever the Board wants, but there's aspects of this policy that I find to be just slightly outside of the normal kinds of discussions Boards should have; like how much money you need to donate before we give you the naming rights. There's something about it that's a little bit unseemly to me for the Board to be promulgating specific dollar amounts and percentages. It would make more sense to me if that sort of decision was at the university level more flexible, more fluid, maybe it could be accomplished through some kind of schedule that we understand exists at the Foundation level. That was my concern. I was just a little bit concerned that some of the members of the Board might find this is somewhat so in the weeds and so materialistic, for lack of a better term, that they might not want this to be a Board policy. I applaud the specificity and the thinking and the best practices that produced this document, I just worry that this may not be the kind of business the Board wants to get into from a policy standpoint. I think here I'm talking specifically about the dollar amounts and percentages.

Trustee Strass added, I think it's our responsibility and it's not something I would feel comfortable fully abdicating and then being surprised.

Trustee Boey commented, I think it would be worse if the Board didn't agree with what was agreed to with the Foundation and the donor. I would rather have that conversation happen between the Foundation and the Board. I think that would be a much easier solution. Is there any reason why you think it would be a problem if we make this a specific dollar amount that the Board and the Foundation agree on?

Chair Butler responded, he was open to what the Committee wished to do, indicating that he was attempting to make clear why this might be better as a university-level policy.

President Baker noted, it gives leverage I think. If you're out negotiating with somebody and you have guidelines, it gives you some leverage to say you need to cross this line to get your name on the building if you're going to donate.

Chair Butler responded, but is there any reason why, from a process standpoint, we need that sort of prior discussion and approval with the Board before saying "yes" to something with a donor. Under this policy there's a certain degree of "yes" that the Vice President of Development, the Provost, and Vice President of Administration and Finance can exercise. They can say "yes" to certain things fairly confidently, knowing that it, at least, conforms to the policy.

Trustee Boey noted, I think the important thing to me is that, whatever is agreed on the dollar amount, there should be a prior conversation, understanding between the Foundation and the Board, just so that it takes the uncertainty out of it.

President Baker added, so this tries to take uncertainty out by putting dollar levels in place. It says 51% of the construction costs, so it's a pretty high level. If say we need \$100 million and somebody can give you \$40 million, which is not 51%, I can't imagine that we wouldn't come talk with the Board about the offer and the possibility of raising additional funds, and talk about an exception or something to get that money.

Trustee Boey added, what we're talking about is a matter of judgment. Some of us have good judgment, but you don't want to leave that cloudiness in there.

Chair Butler asked General Counsel Blakemore, would you find it to be unusual for the Board to approve a university level policy and then subsequently wish to approve, prior to any changes, changes to that policy while it's still not called a Board policy?

General Counsel Blakemore responded, the language that's being used is misleading. One, Board authority, related to policy, has been delegated to the President for all operational type issues. If you

defined what the university would be doing as "operational," then you are absolutely correct - coming back to the Board for approval after that delegation has been done would not be appropriate. It certainly would be within the authority of the Board, because they're the delegating authority to do that, but it would be unusual to do that. What has been discussed, as I see this, are more operational than they are Board policy related things. My office was not involved in the drafting of this, we reviewed it only, this was done with Foundation Board; but they appropriately had this as a guideline, not as a bylaw or regulation, for that very reason - so that you would have much more flexibility in going forward. I think that you can meet what I see as both goals: one is no surprise by the Board and yet having the flexibility to move forward because, as an example, if you change your amendment, given your current bylaw requirement, you've got to have one meeting notice beforehand, etc. You cannot do that in this industry. You've got to be able to be flexible and move pretty quickly. Bottom line is yes, this would be somewhat rare primarily because it's more operational in my opinion, and that's how I'm looking at this, than it is policy.

President Baker asked, do you have a suggestion for what we ought to do based on that?

Chair Butler responded, let me ask Trustee Strauss. Are you suggesting that this become a Board policy?

Trustee Strauss responded, this is a semantic game. If it changes I want the change to be preapproved by this Board. Implementation of the policy, I'm perfectly happy to delegate. This isn't the bylaw, this is a regulation, and if that policy had to come back for approval it wouldn't even change the regulation. It would change a document referred to in the regulation. It shouldn't be a big production and I doubt that the policy is going to be changed. I suspect what will happen is that somebody is going come back and say, "we have an exception to the policy; will you approve it nonetheless?" In which case I think we would be happy to listen to that and if we needed to do it we would do it. I think we've made something more complicated than it needs to be.

Vice President Phillips added, just a possibility under guidelines for the Board Policy, under 1.B. we can put something in there that says, "any changes to the policy would have to come back to the Board before they would be enacted." In the policy we can also put a paragraph in that says, "any exceptions to this policy would have to go to the Board for approval before any further actions were taken." We could put something in there that also - because it doesn't allow for anything that doesn't fit in the policy - so we probably need a clause in there that says, "any exceptions would have to be approved by the Board."

Trustee Strauss noted, I think that's perfectly reasonable.

Chair Butler responded, I'm comfortable with that. As I look at the body language of the committee members, they are as well. Are there other questions or concerns about the policy? Because of the need for a re-write, do we want to postpone those questions and concerns until we see this again?

Trustee Strauss asked, do we need to see it again or can we just ask for changes consistent with our conversations? I don't want to hold this up for months if we don't have to.

Vice President Phillips added, once we get the document final I suspect there will be input from the Foundation. We will certainly staff it with the Board so that you can see the final document.

Chair Butler responded, can I make then a few quick suggestions? I'm not sure that we need to define "auxiliary facilities," because it doesn't seem to be a term that comes up later in the document. The distinction between auxiliary and state buildings doesn't seem to play in the policy as far as I can see. New Hall is an auxiliary facility, but the fact that it's an auxiliary facility doesn't seem to matter. I worry about the definition being, "financed through public, private partnerships," because that has a very specific meaning. To the Board, that would not include, say, all student housing facilities, even though I understand why the definition is written the way it is. I just would take it out. I also have a question about maintenance. Would this maintenance endowment be required at the time of the donation at one time or is this annual maintenance?

Vice President Phillips responded, it would be a one time. It's like when you go to an auction. You bid for an item at \$100, but you pay \$110, because that's the fee that goes to pay the auctioneer. At the time of the donation this would be expected, as it would be upfront one time.

Chair Butler continued, concerning the Advisory Committee, I think it's important we have a shared governance component to this. I would only ask that you widen the committee to include "staff" because "faculty" generally means faculty, and "students" generally means students, and maybe add, "and other such stakeholders deemed relevant to the specific proposal," so you can include members of the alumni, or you could include retired faculty, depending on what you're interested in.

General Counsel Blakemore noted, just a point of clarification, there was reference made to 2.A.2., under procedures, where there is a listing and the question was "clarify whether you need three people to vote or a majority, etc."

Trustee Strauss noted, or one because it conflicts with 1.C.

Chair Butler asked, so you're looking for uniformity between 1.C. and 2.C.?

Trustee Strauss responded, yes, in reference to 2.A.2. and 1.C.

General Counsel Blakemore responded, one, you have three individuals but you don't say whether it has to be majority, or it's got to be all three, etc. Typically in circumstances where you're going with majority, or you designate a chair and that chair, "in consultation with," can have that determination. Whichever way you want to do to and clarify it. I would say you use the same language in C.

Vice President Phillips agreed.

Chair Butler continued, the recommendation is then to forward to the full Board the proposed regulation change and policy, as it is to be altered and amended as a consequence of this discussion.

Trustee Strauss responded, I make a motion to do that.

Trustee Struthers seconded the motion. The motion carried

Agenda Item 7.b. NIU Constitution Reform

Greg Long explained that the University Council faculty representation includes 32 people, one from each of the degree granting colleges as well as the library. The remaining seats are a portion based on relative ratio of faculty within a particular college to the overall number of faculty on campus. The reapportionment process is done once every three years and, according to the language currently in place, we use data from January. The process of elections starts in November and runs through early February, which means that ultimately we're basing our reapportionment figures on data that are from the previous January. The suggestion is that, when we're doing this, we use data from September so that we'll be using more current data. It's nothing beyond that. It gives us more current data to work with and that went to a referendum for the faculty and it was supported.

Trustee Strauss asked, so the issue is whether or not our Board will concur because that's required in the case of a constitutional amendment?

Greg Long responded, yes. We would ask that you please let us use better data or current data.

Trustee Strauss responded, I make a motion to approve the proposed revision to Article 2 of the NIU Constitution.

Trustee Boey seconded the motion and Chair Butler noted the motion is to forward to the full Board this item. The motion was approved.

Agenda Item 7.c. Proposed Constitutional Reform

- 1. Determination of Process and Structure**
- 2. Determination of Substantive Areas of Review and Priorities**

Chair Butler noted, before we move into item 7c, I would like to clarify that we're going to pull together 7c and 8a as part of a single presentation where Mr. Blakemore, Mr. Brady, and Dr. Long will be speaking to us.

General Counsel Blakemore responded, what we wanted to do at this meeting is basically two things. One, come to concurrence on how we move forward substantively, and that is really based in large part on what our ultimate goals are and, therefore, we have as the first slide a recitation of the specific goals of constitutional reform. The action that this committee just took in terms of having to have a constitutional referendum done by the faculty and having it approved so that we can use better data is probably the best example that one could think of as to why it is not a good system to have a constitution that requires that type of action on the part of the faculty, on the part of the university, and ultimately on the part of the Board. It is wasteful in terms of time and it does not contribute, in my opinion at all, to the ultimate mission. Having said that, we are very much committed to one, what needs to happen in terms of shared governance, and two, being clear on what governing documents should be in place.

General Counsel Blakemore continued, one of the specific goals is to have what the Provost and Dr. Long have referred to as a "policy library," what I have actually referred to is a "policy on policy." This is not just about a constitution and governing documents; it's also about how we manage policies at the various levels of the university, particularly making certain that they are up to date; that there is a clear system to maintain them, to distribute them, and to change them; and that we are transparent in that. One of the legal issues that often comes up is, if we have documents on the web that are inconsistent with documents that we might have in a corner someplace, and that kind of thing happens, which governs. We need to have some clarity with respect to that. Constitutional reform is much broader than any specific document. I'm going to turn over to Greg; he'll cover the next two.

Deputy General Counsel Greg Brady continued, this committee has already heard that, primarily, the constitution for the university was a document created before the Board of Trustees came into existence. Through history, then, when the Board of Trustees came into existence it adopted the constitution pretty much wholesale, but added the caveat that it is subject to limitations of the other Board governance documents. At the same time, in 1996, the Board established its bylaws and its regulations. Over time it's also created its own policies. The university also has its policies. This is the distinction that Chair Butler was talking about; university policy vs. board policy. This slide is the current hierarchy for our governance documents and we've highlighted where the constitution fits into that. As you can see, it is right in the middle and traditionally a constitution is the ultimate authority for an institution. Here, it is not. Over time, because of the unique historical perspective, the constitution blends policy statements, which are more appropriate for Board policy, and procedural matters, which are more appropriate for University policy. You can see then, obviously, the first item is state law, but then you have the bylaws, the regulations, the policies of the Board, the constitution and its associated bylaws, and then the Academic Personnel and Procedures Manual. In order to really get the full story, on a substantive issue, you've got to read all of these to make sure you're not missing something, which is extremely inefficient for the purposes of the institution.

General Counsel Blakemore added, we have completed a review of those various documents. We've been assisted by Dr. Long, as well as the Provost and President. They may have comments with respect to this during this presentation as well, but here's the bottom line for us: After review of these various documents, we really believe that we should reduce the number of documents that are in that category of governing documents. We specifically believe that there's certain areas of the NIU Constitution that should no longer exist in any constitution. We deal specifically with issues like grievance and the Provost has initiated a review of our grievance procedures which a number of members from around the table. But the bottom line for us is the 11 separate articles, the 22 bylaws and all of the regulations associated

with it should really be disbursed to other entities, other documents, if they continue to exist at all. If we can do that we'll eliminate the multiple governance documents which are, at best, confusing and contradictory, not to mention all of the issues we've already talked about. We believe, and this is the Office of General Counsel, and obviously in conjunction with the President and the Cabinet, looked at the areas that are really pretty much within the exclusive purview of the Board of Trustees. When I say exclusive purview, that is not to suggest that there is any diminishment in terms of the Board and the university's commitment to shared governance; but that we look, as we develop policy at whatever level, to be inclusive in nature, and we're not looking, when we look at having provisions, whether in the Board or other documents, to diminish in any shape, form, or fashion the rights that employees and others already have. But there are a number of areas that are very specific, that we do believe are within the purview of the Board, consistent with shared governance, that need to be in the Board's bylaws and regulations, not in a constitution or in other documents. We list what those are. These are the documents which we believe should be the priority for substantive review, discussion and recommendations from the university to this committee. We will do that consistent with your directions in terms of timing and, in fact, in our next steps, we indicate that we would be prepared to go forward in these areas at your next ad hoc committee meeting. Briefly, the rules and regulations relating to appointments of deans and vice presidents should be consolidated in one governance document of the Board. We also believe that the rules and regulations relating to the selection and the evaluation of the President should be consolidated and placed into one governance document of the Board. Policy statements regarding human rights and academic freedom, those are currently within the purview of the Board; we believe that should continue to be so. We, however, believe that there should be some consideration to issues, such as whether human rights matters should be at the university level, since they do have some operational role; but, we will have that discussion. We are currently, as you know, and the Board has been fully briefed on, looking at the freedom of expression policy. We see that, obviously, at a university level, but it is one of significance obviously to the Board as well. We believe that all of the procedures related to grievance should be no place near the Board of Trustees and that there should be serious limitations even on appeals that go to the Board and, as is the practice across the country, those appeals are usually limited to violations of process and they may relate to violations where there may be conflicts of interest, etc. But we need to be clear about that. This lists the issues and the next steps we would propose to the committee. We would be prepared to go forward. Before Dr. Long speaks, there has been a great deal of discussion regarding the constitution, but it's really much broader than that. There may be individuals who may want to speak specifically to what the consensus going forward is; so, I will turn it over to Dr. Long for that and others as they wish.

Provost Freeman responded, given the time limitation and the President having to speak at the event, perhaps we could offer him the opportunity to comment.

President Baker added, I appreciate you taking this on. I think Dr. Long's made a great case that it's a mess and that it needs to be corrected, and I appreciate he and Jerry working together and putting together priorities to go through this and how to really clean it up, and we're looking to make it work more efficiently and effectively while having the appropriate processes in place to protect people's rights. I think we're directionally correct here, and we just have to work through the complex issues to make it happen. I really appreciate the work. I do have to go make some presentations, so I will excuse myself.

Chair Butler responded, thank you. Let me just put in the record that we are in receipt of a memorandum from Dr. Long dated April 14, 2016, which you should have received this last evening, that summarizes some of the observations he may be drawing from in his remarks.

8. UNIVERSITY RECOMMENDATIONS

Agenda Item 8.a. NIU Constitution of Bylaws Reform

Greg Long began, thank you for the opportunity to have this chance to talk a little bit more about this. I recognize this is a collaborative process that will absolutely involve the Office of General Counsel and the Board of Trustees and the Provost's Office; that this is a project that will require a lot of inclusion and

collaboration to move forward. As I've talked to you previously, we really looked at this as a three pronged issue. As has been mentioned, the bylaws contain far too much specificity. The structure of the documents don't necessarily make a lot of sense. As a faculty member, typically a Faculty Senate would be making curricular decisions and our Faculty Senate is largely a caucus body, but the one thing that has been the biggest road block for us, at least historically, was Article 22 in the bylaws because that was the article that dealt with the threshold to change a bylaw. Since we had everything specified as bylaws and then we have this criteria that said you had to have two-thirds of the entire membership present, two-thirds to endorse it, so that's 40 out of 60 roughly and we were having 44-45 people show up to any vote. And, if you're starting off with 15 no's, that was problematic. On March 2nd we were very pleased, and it actually resulted in a round of applause by the group, so I think the group was also happy about this. We changed the voting threshold to where we have attendance requirement of 60% plus 1. This figure is basically two-thirds of people in attendance so long as we hit at least a majority of the overall membership. Again, that was received very well. In fact, most recently we had another vote on baccalaureate curriculum council that last year it was a vote of 38-2-1, if I'm not mistaken, and it was one of those things you have 95% of people endorsing it, but since we didn't meet the criteria it didn't pass. That then came back during this month's meeting and passed with ease. I mention this because changing the voting threshold has now given us the opportunity to look at things with a bit more confidence as we move forward. In the past, we were subject to the tyranny of the few, if you would, and now I think we have a much more democratic, much more inclusive process. That was a very big thing that happened on March 2nd. It kept me up nights worrying so I was quite pleased that worked. Shortly after that meeting happened, I called a group of advisors together representing the different constituencies as indicated in my report here. I do not personally have the knowledge and ability to do this by myself in any way, shape, or form; so, reaching out to others, developing a committee of people to help organize this in addition to what the Rules, Governance, and Elections Committee would do, is just a part of their role within University Council.

Greg Long continued, as you'll note in the report, our first task, and this is one I shared with you before, is basically looking at the documents that we currently have and seeing if there are problems. If you'll take a quick look at page two, rather than give you a list of 50 unique problems, I thought it would be easiest to convey this by looking at this thematically, because as you look the documents, and I will acknowledge certainly support from the General Counsel's Office and the Provost's Office in identifying these areas, but if you take a quick look at redundant information. We have things that are in multiple places that again make it difficult to understand. Wording varies; is ten days the same as 14? I'm sure that, when it was put out there, 14 was meant as ten "working days" across two weeks, that's 14 days, but yet in the document it's not clear so it creates a potential for confusion. Outdated and incorrect information, we've got titles that are incorrect throughout many of our documents, we've got job classifications that are no longer in existence. Sometimes different places were asked for social security numbers. And again, that should not be the case. That should not be in any of our documents. We identified incomplete information pretty much throughout. Lots of information about ideas, but the specifics of how one would play that out are not clear. One example I have here, and it's a concern as a faculty member, is financial exigency. What happens with regard to programs, and yet, if you look specifically at the details of that, it's not necessarily clear. Hopefully that's never going to be a problem for us, but from the standpoint of clarity I see that as a concern. Obviously the structural issues we've talked about would certainly emphasize what Jerry said related to the grievance focus. Our grievance processes are in need of some significant revision and review. There are often times multiple pathways that people can grieve. There's not necessarily any screening to make sure that a grievance is tracked in a particular or most appropriate fashion. We would certainly argue, from our standpoint, that grievances are something that need to be looked at. The other part of the structural issues is where can we have policies in a place? As I mentioned, I just gave you a few examples. I thought presenting it thematically might be a little more helpful than just a long list of "see page 22, Article 2," but if you want any more detail I can certainly provide that. I think we're making a fairly strong argument that the documents are problematic.

Greg Long continued, Mike Sweeney, who is the GA for our office, and I have downloaded a lot of constitution and bylaws from different universities across the country, the MAC schools, selected schools,

and the IPEDs data to say how these universities structure their constitution and bylaws. We're in the process of doing that, I can tell you right now, and again supporting what Jerry said earlier, the number of articles that we have on constitution and bylaws significantly exceed what you see in any other documents that I've reviewed thus far. That's not to say that there might not be ones that are more confusing than ours, but if we're talking about top ten I think ours is a pretty confusing document with far too much specificity. We are basically creating a template to say, if you looked at these 20 programs or these 20 universities out there, what are the common constitutional articles? What are the common bylaw articles? Let's at least look at that. That's the task that we're working on right now and hope to have finished and have available for you all for review within a month's time. Again, further discussion as just a follow-up, where do the policies live? Who owns them? How do we make sure that changes are appropriate but provide the protections that are already in place, because right now there are a number of issues where it's unclear who takes responsibility for what and who owns it, and how do you make changes with it? From a moving forward standpoint, and clarification on that, I think that would be very helpful. From our standpoint, and I'm very invested in being sure that this is a shared governance kind of endeavor, we have already recruited the Presidents' of the Operating Staff Council and the SPS Council. I'm going to ask the Student Association. I've got the Chair of the Rules, Governance and Elections Committee, the Vice President of Faculty Senate to work together over the summer and look through the materials we're collecting and try to come up with some type of outline by the end of summer that would say, at least, here's potentially what a revised constitution and bylaws might look like, and here's where policies might be better located. The thought would be that, if the group I just described were the leaders of the constituencies out there, any individual constituency might have an issue, but if their President is part of the discussion I think that makes it a little bit easier. By creating something for people to look at, that's a far easier thing to edit and discuss than trying to have a constitutional convention and start from scratch. We'd like the opportunity to again create a template, pull together some ideas, and keep you informed and get your feedback throughout the process.

Trustee Strauss responded, we've already noted that there are inconsistencies and large operational problems that come from having some of the documents that are currently in effect. I think you've already gotten preliminary feedback from this committee that we're interested in participating in the process. The threshold question that I have for you is whether UAC has endorsed this process now or whether this is a leadership initiative that hasn't yet gotten full support from all the constituencies on campus.

Greg Long responded, we've had significant discussion on this topic in Faculty Senate and in University Council and I've certainly talked to my other presidents of the councils and the faculty members of UAC and I get no resistance anywhere. I think anyone who has had any experience with these really would like to see the change. It's encouraging from that standpoint. I'm not finding anyone that says leave it as is.

Trustee Strauss added, I applaud the willingness of all of the other constituencies on campus to participate in this effort. I think the question for this committee becomes how we participate in this? I believe that there are some things that the Board may have an interest in seeing get expressed in a different way. I'm not sure that we would have the ability to be able to participate with the same rapidity that you have been able to achieve with the other constituencies on campus. My first feeling on this is that maybe this committee should delegate to the staff the ability to be able to represent our interests in these initial conversations that are going on and then, at some point, I would want to hear what the progress was with regard to this. Again I would be interested in hearing what the other committee members have to say on the subject.

Trustee Boey noted, simplify for me, make it simple.

Greg Long responded, yes, that is our goal. Simple is better. Talking as a professor, if you look at our documents, for example in the academic policies and procedure manual, that's where the grade appeal policy is. I use that as a demonstration when I talk in class because, if you look at that policy, it averages 40 words per sentence and is written at the 21st grade level. Now, from a communications standpoint, I

would not let that happen if I was writing it or having a student write it; yet, from our standpoint as a document, that's what we've got. That kind of language and that level of complexity is just throughout.

Trustee Strass asked, are we looking for action on this?

Chair Butler responded, no. We have the prerogative for action in this category if you want to make a motion that we formally delegate to the staff the authority to continue to negotiate on behalf of the committee its changes and alterations that they wish ultimately to recommend to the committee, you could do that.

Trustee Marshall asked, might I suggest that we add to that motion to include that we establish a tight communication with this committee?

Trustee Strauss responded, the motion is that this committee delegates the responsibility to staff to participate in the ongoing negotiations regarding the reformation of the organic university governing documents and that our delegates for this purpose remain in close consultation and communication with this committee.

Trustee Struthers seconded and the motion was approved.

Chair Butler began, thank you Dr. Long we appreciate your continued work in this area. It's very important to us. I think we're becoming more specific as to what we're concerned with and I would again invite the committee to consult the document that we approved as our work plan when we first were created, under C, the 16th item, which is constitutional review and recommendation. So we are well on track in managing our mission.

Agenda Item 8.b. Review of Standing Committee and Ad Hoc Structure and Charters

Chair Butler indicated that he wished to distribute some documents related to the mandates of existing Board standing committees and encourage the committee to commence a review of those mandates throughout subsequent committees. Let me first tell you what those documents are and why you have them. You were provided two documents to support a Board discussion on this item. The item is titled "Review Standing Committee and Ad Hoc Structure and Charters." One aspect of the plans of this committee was to reform all standing committee charters and charges to include purposes, powers, duties, and the establishment of committee benchmarks and other measures as indicated for the CARL Committee. You have been given a copy of the excerpts from the entire Article 6 of the Board Bylaws which include descriptions of the purpose, membership, meetings, and power and duties for the Executive Committee, the Academic Affairs, Student Affairs and Personnel Committee, the CARL Committee, the Legislative Affairs Research and Innovation Committee, and the Finance Facilities and Operations Committee, and also descriptions of the current ad hoc committees. The original objective of that goal was to look at the description of the purpose and role of the CARL Committee and take that as a kind of best practices, so we took the time in our bylaws to articulate in a much more expansive way what the purpose of the CARL committee was, what are the relevant offices and divisions that report to the committee, what are the expectations that the Board has for those units, etc. What I would like us to do is to develop the same level of specificity for each of the other committees in Article 6. What I wanted to do today was simply point out that I hope we can begin to work on that and to say to Mr. Blakemore that we're open to that. In addition to that, I offered you a copy of the memorandum that I authored in September of 2014 that created the two ad hoc committee meetings that met today. Part of this process of looking at the standing committees includes us being mindful of the fact that these ad hoc committees have existed now for quite some time. Ad hoc committees are supposed to be temporary. There is a point at which we should be talking about whether we wish to make the ad hoc committees permanent or fold the duties of the ad hoc committees more formally into the other standing committees, as we are writing the more expansive charges. So I offer you this documentation for your review and consideration so that we can prepare ourselves for this next effort of ours. Let me ask if anyone wishes to say anything on that.

Trustee Strauss responded, I'd like to make a recommendation, because I know action is inappropriate at this point in time, but I'd like to make a recommendation that this work be commenced, that it include a couple of things; the transformation of the ad hoc committees into standing committees and that as part of this process we also find a home at the Board level for local government relations which is not currently assigned to any committee.

Chair Butler asked, does anyone have anything to say in regard to the recommendation? It's not an action item. We're just simply talking.

Trustee Boey asked, are you talking about three additional committees?

Trustee Strauss responded, two for the two ad hoc committees currently. I believe that the local government relations can be folded into one of the existing committees. I think that right now, by default, it's not making any reports but our intention was that it would fall to the Finance, Facilities and Operations Committee. Practically where there have been issues locally, they involve the commitment of resources and that's where the issues have come up. That was by default, that wasn't through any intent.

Trustee Boey commented, so from four to six not counting the executive committee?

Trustee Strauss responded, that's correct.

Chair Butler added, this gets into another subject which we were to take up in the context of an evaluation of the Board performance which was whether we wanted to produce any kind of guidelines or expectations for trustee service and in the area of committee service, whether we wanted to, as a Board, perhaps clarify that the expectation would be that only a certain number of Board members would serve on a certain number of standing committees?

Trustee Boey noted, I was counting the number of board members we have versus the number of committees, that's why I asked that question of how many.

Chair Butler continued, we could, going forward, add two more standing committees but also we could, either informally through guidelines or recommendations, or formally through an amendment to our bylaws, limit the number of committees the Board members can be a member of just to divide up some of the duties. In the past, frankly, we've just had a custom of putting all the Board members on all the standing committees. We don't need to do that. This could also lead us to altering the meeting dates of the committees. We could adopt a guideline that says at no such time shall more than four standing committees meet on one day and that would require that at least two meet on some other day.

Trustee Boey asked, I think that when you mention all members of all committees, that just took place this year?

Chair Butler responded, no it's been going on for quite some time, not forever, but pretty much since I've been on the Board all Board members have been on all the committees. Now there have been times where there's been alterations attempted and then Board members wanted to be there. One of the issues is that with all the committee meetings on the same day it just made sense to let everybody be on all the committees since they're there anyway, but we could rethink the structure of the whole committee process, how many trustees are on each committee, and what are the expectations of service; but I think it starts with determining what committees do we need, how do we describe them, then I think we can decide if we want to place limitations on the amount of service trustees give to those committees.

Trustee Strauss added, there's an alternative if people are interested in continuing service on virtually all of the committees, and that's to just meet as a committee of the whole to be able to hear all of the topics at once in a combined committee meeting. That's not my preference. I think we would do best to have a proposal developed along the lines that I recommended previously, and then if it turns out that after

discussion there are other things that people want to do, we could disassemble that work and reassemble it in another way. At least we'll have something in front of us that we can act on instead of having three or four meetings to go to and wonder whether something is actionable.

Trustee Struthers responded, I would support that thinking. The real question at hand: obviously we need to continue our work on enrollment and governance. That work has to continue and I appreciate the idea that ad hocs should live or die at some point in time. We clearly have to live, so it's the question do you fold them in? It doesn't seem like there's a real natural place for those to fold in and they're also so important, especially enrollment today, that too it seems like we'd be doing that a disservice by tucking it in. I also agree, then, when you look at it and say, "boy you have six committees, that's too much," you're going to do a lot of work but it's clear to me that each of us have different talents and interests and that you'll get more passion and vigor around that and probably better work by dividing and conquering, provided we're a seasoned and mature Board and respect and appreciate the work that each other does, which in my short tenure, I think what I'm sensing surely there is. I'd very much support the idea you're proposing.

Trustee Boey commented, I'd like to suggest that, rather than trying to make some decisions with this format, propose some details for the full Board in private session to discuss it so that it makes sense when we have all the opinions on it. Think through it with the details and then we can all talk about it.

Trustee Strauss responded, that's basically what I suggested. Give us the details of a proposal that has in it six committees and a home for local government relations.

Chair Butler added, we won't move this quickly. This is not my intention. This is a big deal. It's going to take some time to write the more expansive charters for the existing standing committees. We've got a start on the ad hoc committees because of the memorandum, but it's just a start and we may even decide to move some aspects of the other standing committees into governance. There's a number of different things that we might do that we're not even sure of at this point. I think Trustee Strauss' recommendation is well taken, that we should commence this process; and, Trustee Boey, I give you my guarantee I will not try to move this fast. I'll make certain that all of the trustees have ample time to consider any new structure that we're presenting.

9. NEXT STEPS

Discussed as part of Agenda Item 8.b.

10. OTHER MATTERS

No other matters were discussed.

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 Boey so moved and Trustee Strauss seconded. The motion was approved. Meeting adjourned at 2:20 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.