

Minutes of the
NIU Board of Trustees
of Northern Illinois University
Ad Hoc Committee on Governance
July 21, 2016

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order at 11:33 a.m. by Committee Chair John Butler in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Julie Edwards conducted a roll call. Committee Members present were Trustees Robert Boey, Wheeler Coleman, Matthew Holmes, Robert Marshall, Marc Strauss Tim Struthers and Committee Chair John Butler. Also present were General Counsel Jerry Blakemore, Board Liaison Mike Mann, President Doug Baker, Executive Vice President and Provost Lisa Freeman, Vice President Al Phillips, Vice President Ann Kaplan, Vice President Catherine Squires, and UAC Representatives Greg Long, Holly Nicholson and Catherine Doederlein.

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 Marc Strauss so moved and Trustee Robert Boey seconded. The motion was approved.

4. REVIEW AND APPROVAL OF MINUTES OF APRIL 14, 2016

Chair Butler asked for a motion to approve the minutes of April 14, 2016. Trustee Marc Strauss so moved and Trustee Tim Struthers seconded.

5. CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair Butler welcomed new President of SPS Council Catherine Doederlein and also University Advisory Council representatives Greg Long and Holly Nicholson.

Chair Butler began, I want to begin by welcoming two new members of the committee first. Our longtime colleague Wheeler Coleman has joined the committee. Welcome Wheeler. I fondly tell people this is a tough committee because sometimes it gets a little boring. Maybe that's my own perception, but you can tell me after whether I was right or not. Thank you coming and thank you for joining us.

Trustee Coleman responded, I'll help keep help it lively for you.

Chair Butler responded, good, maybe that will make all the difference. We also want to welcome Matthew Holmes. Welcome to the committee. I've had the pleasure of already spending some time with Matthew and he's eager to work with us. I want to make just a couple remarks that I made when we met last just to remind the committee and its two new members that we've been a fairly productive committee and we've dealt with some issues that are difficult and complicated and we've had the opportunity to spend some time talking about those issues without the usual time restrictions of the standing committees. We have discussed, forwarded to the Board, and then seen passed a presidential succession policy, a naming rights policy, a records retention policy, an indemnification policy, a professional development and travel expense policy, policies related to presidential housing. And, we've adopted particular amendments to deal

with things that may happen in the process of the Board's annual officer elections, developed a revised conflict of interest policy, and discussed and recommended procedures for the development of an administrative leave policy. We have reviewed and recommended to the Board several reforms of board provisions related to purchasing; and today, as you know, we will be talking about the important issues of what we do with all of these policies, because one of the things that we've recognized is we've got a lot of policies located in a lot of areas and we need to make sure that those policies are being enforced and are easily found by people who are looking for them and we'll talk about that. We'll continue, with Dr. Long here today, to talk about the process we've undertaken to support an effort at the university level that will have an impact on us at the Board to reform the constitution and bylaws and other of the university's organic governance documents. We will talk today about the important issue of financial exigency and what processes we have in place if something of that nature were ever to arise as a need for us as a Board and a university committee. I think we've done a lot on this committee, we move things through and we have very thoughtful and very well informed discussions. We're very fortunate to have the time and the energy of the Office of the General Counsel whose representatives are here at this table with us today and our liaison is our General Counsel, Jerry Blakemore. They've been very helpful in working with us and driving these changes. I'm happy about what we've achieved and I wanted to just review all of that with you. The next stage of these remarks are to ask if the representatives of the three university governance councils wish to address the committee. We have with us Greg Long who is President of the Faculty Senate; Holly Nicholson who is President of the Operating Staff Council; and Cathy Doederlein who I understand is the new President of the Supportive Professional Staff Council. In that order, Dr. Long, Ms. Nicholson, and Ms. Doederlein, you may make any comments you wish, and of course you're not limited to that because this is an ad hoc committee; we're a little more casual, so you may speak at any time, but now is a chance to make any formal remarks.

Dr. Long began, I will do my best to be non-dry and non-boring. I know the topic itself isn't necessarily one that gets people on the edge of their seats, but I did want to give you a quick update. As we've talked about over the past year, we are continuing to look at the constitution and bylaws and have met regularly with Greg Brady and the Office of General Counsel, as well as the shared governance leaders, to come up with suggestions for how we might create a revised constitution and bylaws. We've created a first draft. At this point we're doing the annotations to describe some of the ideas, why we're suggesting this versus that. Obviously, it's being done with full recognition of the Board's regulations and bylaws and any suggestions that would affect that are certainly going to be shared with you as we've talked about before. We have, and clearly believe in, the need for some sort of revised policy library. The closest we have right now is the academic policy and procedure manual, and it is not nearly inclusive enough nor is it a document that's easily used, searched, or otherwise particularly helpful. That's part of this process of looking at the constitution and bylaws and as we've talked about before, we have a lot of bylaws that are truly just procedures that don't really rise to the level of bylaws; so, where would they go? That's another aspect of what we've been working now is coming up with possible topics, possible issues, categorizations. We've been looking at a number of other universities with policy libraries so we're trying to benchmark and build on what others are doing. That's where we're at and anything else I'll be happy to answer or contribute later.

Holly Nicholson commented, I applaud the work being done to streamline the university's constitution and bylaws and the excellent dialog surrounding policy libraries and especially a new "policy on policies," and I think that will clear up a lot of confusion and uncertainty. The current Board bylaws include shared governance, specifically the University Council and the establishment of educational and academic policies and as we start to answer the questions that we'll get to later from the Office of General Counsel. I would encourage everyone involved to consider the important role of shared governance, advisement or approval and university policies of all kinds including the staff councils when appropriate.

Catherine Doederlein commented, good morning and thank you for the opportunity to share some thoughts today. I really don't have anything too much to add in addition to what's already been said, but definitely agree with the need for a library of policies. There are some supportive professional staff policies that are hard to track down or have broken links and things of that nature; they are minuscule in the grander

scheme of the policies of the university, but still they're important to that body and so I think it's important to make sure we have a good storage place for them, that it is reliable and searchable, and all of those things. In addition, to the extent that University Council has representation from the operating and supportive professional staff councils, it's very small. Understandably so, relative to the overall shared governance body; but, I think that makes it all the more important that we're included in the process leading up the University Council's process just to insure that that shared governance approach is being followed.

6. PUBLIC COMMENT

No Public Comment

7. UNIVERSITY REPORTS

Agenda Item 7.a. Review of Standing Committees and Ad Hoc Structure and Charters

Chair Butler began, the first item is one that we could, if we wished to, spend some time continuing our discussion on. It is the question of whether or not the Board is currently satisfied with its existing standing committee and ad hoc committee structure and the charters related to that structure. I refer you to page 16 of the minutes of our last meeting where we last left off. At that meeting, Trustee Strauss made the recommendation that we transform the two ad hoc committees into standing committees, which would bring the total number of standing committees of the Board to six. We discussed an appropriate place to put the subject of local government relations, which we don't currently have as a subject matter of any of the standing committees. Trustee Strauss also mentioned that, if the issue of having six standing committees and the idea of how to schedule those meetings and how we would handle that struck any of the members of the committee as particularly daunting, there was also the option of developing a policy of replacing the standing committees with one single "committee of the whole," which is not an unusual way of doing business. This would be essentially a daylong meeting in which we structured all of the subject matters of the committees in various points of a meeting that we would have prior to the Board meeting. That was where we left the conversation last, but there was another component to it which was if we were going to continue to move with our existing standing committee structure that we would begin the process of redrafting the charters of the standing committees so that they would be more reflective of the expansive charter that we currently have drafted for the CARL Committee. Because when we added the CARL Committee the Office of the General Counsel recommended a description of the CARL Committee that was considerably more detailed in terms of the role of the committee and the various aspects of the university that would be reporting to the committee. That was the general tenor of the discussion. Since that meeting, I confess that as chair of this committee, I have not made a great deal of progress in putting forward redrafting charters with the help of the General Counsel's office. So I want to just open up the subject matter once again to the committee and see if anyone has had any more thoughts on the subject of the Board's existing standing committee structure, the proposal of turning the ad hoc committees into standing committees, and see if there's more interest in having dialog on that subject.

Trustee Strauss began, I'd like to speak briefly about the overall committee structure given that we have a couple of new members that are here today. I did float the idea of moving to a committee of the whole structure and I'd like to speak briefly about the pluses and minuses compared to the current approach. I believe that in the past we have, as a Board, viewed the existence of a standing committee as a way to be able to promote a liaison function with certain representatives from the administration, and to develop Board leadership. These are both important objectives and they are fostered by having separate committees. Over time, however, largely because of interest from Board members, each one of these standing committees has wound up having its membership essentially be the same as the entire Board. In that respect it's not as productive as it might be; and, we do occasionally have subject matters that involve the jurisdiction of more than one standing committee, and then that matter ends up being heard by more than one committee which would be wasteful of time. We experimented some with the ad hoc committees

in trying to determine whether or not we were able to use a more concise format which would have less than the full Board as its membership and be able to deal in an extended way with some topics that were going to require additional time with the hope that these ad hoc committees would produce action returned to the Board. My personal view is that that we've had mixed success in doing that. We've obviously had a large number of action items that have come out of the committee on governance that have returned to the full Board, but we've had none that have come out of the Ad Hoc Committee on Enrollment. I believe the issues we ought to consider are which of these functions are to be served by finding a difference between ad hoc committees and standing committees; are such differences still worthy of the Board support; and what's the most efficient use of our time. I hope we could have some discussion about which approach we want to follow. If we decide to go to committee of the whole approach then we don't have to worry about many of these other details. If we decide that we want to continue with standing committees we might also arrive at a recommendation that the Board either continue its current practice of appointing all trustees to the standing committees, which I personally have no objection to, or whether we want to try to adopt a philosophy where we distribute some of the workload in a way that's different than we have in the past. My recommendation is that we take a look at the larger issue first.

President Baker added, while you're brainstorming I'll throw one more out: one of the more effective committee structures that I've worked with when I was at Washington State University was different than a committee of the whole, it's the other end of the continuum. The Board would identify what its strategic priorities were. It might be student learning, for example. Then they would form a committee of two people. Then those two people would take that task on and they would come the day before the regular Board meeting and spend the day going touring, meeting students, faculty, staff then diving deep into a topic and then would come back to report to the Board as a whole the next day. I've seen other schools do it temporarily separated. Sometimes you can have those smaller groups really drill down on something.

Chair Butler responded, my thinking is one of the functions of the committees, as we currently have them configured, is that they consider in-depth action items and then presents those actions items to the Board, which permits us then to have a consent agenda at the Board meeting and to focus on the big issues that we know we want to have more in-depth discussion on such matters, as in the last meeting. The Holmes Student Center project, for example; we were able to have a more extensive discussion of those other items and were able to preserve more time at the Board meeting for the big issues needing support. The other thing I want to point out is, one of the major functions of a standing committee from my perspective, is that it provides an opportunity for Board members to develop some leadership experience with their fellow trustees. Even if they have extensive leadership backgrounds outside of the Board service, they get to function as leaders of an entity of the Board and get to know the trustees in that capacity. The trustees get to know them also as a leader. I tend to favor the standing committee structure for that reason probably more so than any other reason.

Trustee Struthers added, first I applaud the discussion. I think it's great you have a very high level of understanding. The context around action that's taken and the fact that nothing has come out of enrollment, although we have lots of priorities. I would use priority as enrolment and the fact that we've had lots of discussion, we are able to understand and evaluate what's going on. There's nothing that's come out of this specifically from the Board but we're here to make sure that we're moving that ball forward in a strategic perspective. I don't know that I have any preference but I absolutely appreciate the question and like the idea of two members to get really in-depth and involved and come back with some meat about the topic. The discussion this morning is fascinating on all kinds of topics, but then as we continue forward, we still are going be down X number of students in the fall. We share a lot of information but what's coming out of that to position ourselves better to get more market share and to move our great organization forward. There wasn't anything necessarily to the main priority of increasing enrollment, so whatever gets us to that, I do think this idea of accountability, focus, and action is what we need to be doing especially today given the incredibly challenging environment that we face in higher education in the State of Illinois.

Trustee Boey began, I would like to say about the standing committees being rolled into one and all seven trustees attending, we start to lose focus. I think the standing committees certainly focus on issues that

we need to talk about but at the same time recognize that a big group of people all trying to share the same space is common. I would prefer the standing committee the way we have it.

Trustee Marshall noted, I'm going to go along with Trustee Boey on the standing committees being good for another reason and that being the diversity of thought with more people involved I think is critical since we're facing major challenges.

Trustee Coleman added, I think we need the standing committees. I believe we had a CARL standing committee years ago.

Trustee Butler responded, we added CARL at the time that Dr. Baker came on board and then later, a year later, we reformulated one of the other committees into what we now call the LARI Committee.

Trustee Coleman replied, first of all I think we understand that Board members should be a part of that standing committee. Let me tell you, I think we've got some neat things about to happen in January where four Board members are up for reappointment, that's half the Board. The reality is that if we don't have reappointment of those four members or three of the four members, the Chair of the Academic Affairs, Student Affairs, and Personnel Committee is up for reappointment; the CARL Committee chair; both chair and vice-chair is up for reappointment in the Finance, Facilities, and Operations Committee; the chair is up for reappointment in the ad hoc on enrollment. As you can see, in all of our standing and ad hoc we've got somebody that's up for reappointment. Not to say that they won't get reappointed but the worse scenario is that, if they don't, then, we just got wiped out of our entire leadership group; and, if we have those committees smaller, then taking over and stepping in becomes a little more daunting. So, I would recommend that we don't make any changes at this point in time to the standing committees as well as the ad hoc committees. Let's keep things as is and maybe revisit this after the first of the year.

Trustee Holmes added, I'm all for keeping it this way but I like that we're visiting this and looking for a solution. I'm still trying to grasp what my position is but it's interesting to hear what everyone is thinking.

Trustee Butler added, there are two things I would like us to continue working on with that in mind. We're not quite certain as to whether or not we've decided whether we wish to transition the ad hoc committees into standing committees. It's still to me questionable, like the dialog we just had. The other question is we have a custom of all the trustees serving on all the committees, but I would like us to use a system where it is an option if a trustee wish to serve on three committees instead of all four standing committees or two that they would easily be able to say that, and not insult the chair or the vice chair of that particular standing committee by not being there that day or at that time. I'd like that always to be an option. Finally, I think we should continue with the effort of re-characterizing the charters of the standing committees. If we determine that we do indeed want to retain the existing standing committees and we think there's use in having the subject matters that we discuss separated in the ways that they're separated, that we ask whether there are advantages to having an expansive and more detailed description of what each standing committee is responsible for. Again, you can see already that CARL has a significantly expanded description of what the purpose of the committee is and then, as you move down that page, you'll see that it actually discusses the major functions and offices that are responsible for functions of the committee. So the question I would have is, is there an interest on the part of this committee to continue to develop the descriptions of the other committees along those lines.

Trustee Strauss responded, it seems that there's a consensus to maintain something that's very similar to the current committee structure. I would be in favor of making the ad hoc committees standing committees and I do believe that we need to find a home for local government relations. There are reasons why there are explicit delegations of authority in the CARL Committee description that may be are not as valid for the other committees. I think it's worth taking a look at it. I'll also say that my practice has essentially been to appoint anybody who has an interest in serving on a committee to that committee. We have a set process at least until the end of the calendar year. If there are people who want off a committee let me know. If there are people, I don't believe that there's anybody left to appoint to a committee who isn't already

appointed. We can certainly defer consideration of further changes until we see what happens next January. There's always going to be a reason not to start this process, it can always be undone, but I think we ought to do what it is that we talked about doing at the last meeting and if we don't get started on it we won't ever finish it. My recommendation is that we start the process of doing what I talked about at the last meeting.

Trustee Coleman replied, I'm not totally aware of all the items that were discussed at the last meeting and it's probably buried here in the minutes. My question would be if we convert the ad hoc committee meetings into standing committee meetings and if we have all of our meetings on the same day, I don't see the rich discussion occurring like we had this morning if it's a standing committee. What happens if we have another burning topic that we need to address? Do we create an ad hoc for that or do we put it in standing? I'm just a little concerned that if we have too many standing committees that we may find ourselves with extremely long days without rich discussion like we had today.

Trustee Strauss responded, my intention was not to have six standing committee meetings in one day. We're going to have to split it up. The breadth of the jurisdiction of the two current ad hoc committees is not going to expand significantly from what's currently being considered by those committees. I anticipate that we would continue to have the same kind of conversation and since we've developed a sort of custom of running these two meetings on one day and the other four standing committees on another day. And although those days where we have four standing committee meetings are long, people have really become accustomed to staying for the time that's required. I think we can always act to increase the richness of the conversation for those other standing committee meetings as long as people are understanding that it will require a commitment of their time to do that.

Trustee Coleman asked, what's the difference and advantage of having or getting rid of the ad hoc?

Chair Strauss added, the ad hoc designation was intended for a limited duration to be able to make certain recommendations and then the committee would go away. The feeling on both of the current ad hoc committees was that there was a reason for these committees to continue. They've already been in existence for over a year, over two years. In keeping with the concept at the time that they were started, we ought to think about disbanding them now. Instead, we're talking about them having continued maybe even increased vitality for a longer period of time and I think what they demonstrated is that there's a need for continued attention on the subject matter each of the ad hoc committees that would warrant us keeping them permanently.

Trustee Coleman asked, why don't we just keep them as ad hoc?

Trustee Strauss responded, our current government instruments say that we can create ad hoc committees. It says that if we create ad hoc committees they're supposed to have limited duration. At this point it appears that they have a more permanent need to exist so all I'm saying is stop calling them an ad hoc committee, we'll call them a standing committee.

Trustee Coleman replied, they both came out of one of these other committees. If you think about the enrollment, the enrollment items were originally addressed in Academic and Student Affairs and so the question is do we roll it back in as opposed to keeping it separate, or do we feel that there's more work to do around enrollment, more things to learn? Do we keep it in a separate ad hoc? I would take a different approach. If we think the work is done then let's roll it back in to where it originally came from. If the work is not done, then I would say there's nothing in our bylaws that said this can't be another ad hoc for another year.

Trustee Strauss responded, I agree with you that maintaining it as an ad hoc committee would be a possibility. I will say that we had a conversation at, not the meeting that we just had with the enrollment committee, but at the meeting before, and there was a consensus in that committee that it should be extended on a permanent basis. That it was for the foreseeable future something that had a dominate

influence on the institution and people had an interest in seeing that it was perpetuated.

Trustee Coleman added, I know we said we didn't take anything out of the Enrollment Ad Hoc Committee to the full Board, but that sounds like an item that should have gone to the full Board to take under consideration and vote upon.

Trustee Strauss responded, that's why it came here for consideration and then there would be a governance recommendation to the full Board if there was going to be a change. This committee doesn't implement any changes. The enrollment committee members thought that it should have standing committee status. It came to the Ad Hoc Committee on Governance for consideration and we had a discussion about it. It will eventually wind its way to the full Board for a conversation depending on what happens here.

Trustee Coleman responded, thanks for the clarification.

Trustee Boey commented, I think what's happening is that the ad hoc committee has grown to be a full-fledged committee because when we started there were only a few trustees attending those meetings and now there are five trustees attending those meetings. They will always become a full-fledged committee is what it amounts to. That's another thing I wanted to bring up, for the longest time on standing committees we have four or five trustee membership and now you are suggesting that it become a full seven or eight committee member membership

Trustee Strauss responded, no I don't want to leave that impression, but what has happened is that there's been interest among the trustees, and as there's been interest, I've appointed people. I've let people express their interest. The reality is that there's been interest to do it. So that's why there are those numbers. If there are people who don't want to attend those committee meetings, we certainly have available an avenue where you don't have to participate in those committee meetings. We have plenty of trustees who are willing to serve on those committees.

Trustee Boey replied, I think it's good to make it clear that it's a voluntary attendance rather than a mandatory attendance.

Trustee Strauss continued, I had people who expressed an interest in attending these ad hoc committee meetings and having the ability to vote and as they expressed that interest then I appointed them. So we are now at the point where we have seven trustees on the ad hoc committees as well. They were intended to be an experiment to determine whether we could get by with a smaller number of trustees and be more nimble. Instead they have become just like a standing committee. My proposal is that we recognize them as such.

Trustee Boey added, the challenge is that if you make all those formal committees, now you have six committees trying to schedule in a given period of time.

Trustee Strauss responded, it's no different than what we currently face. We are doing two on one day and we're doing four on another day. It's no change.

Trustee Butler commented, I think that there's another challenge which is that these meetings don't just happen. They involve a significant amount of staff and then there's the media services, the food services, they have to be scheduled on a day that the President and the Provost are both on campus and here. There is the issue too of if we split the meetings up into two days, one day we have three standing committees, one day we have three more standing committees; we would have to make sure that we were able to get the appropriate people here. That's an added challenge as well.

Provost Freeman commented, I would say that if we're going to make enrollment a permanent committee that we look at the charter of both Academic Affairs, Student Affairs, and Personnel and the Enrollment Committee and think about where Marketing might go with enrollment the way it's done at many tuition

dependent institutions who have historically been private. Also that we clarify that retention is not independent of Academic Affairs of our curricular and co-curricular activities because I feel that we may be inadvertently sending a message about the structure and the priorities at the university that's inconsistent with the function and the mission of the university and I'm sure that's not the intention of the trustees and so I'd like to just see the missions and the scope of those two committees clarified in a way that's understandable to everybody.

President Baker responded, I agree with Lisa on that. In our world, we think of enrollment as a function of Academic and Student Affairs. This is carved out of what we do in the bulk of work. That's what we do, we get them here and give them a great education and even graduate them. That's kind of the core of Academic and Student Affairs. It's hard for us to separate these things and so in conception for us, it kind of fits in there. John noted that there's a lot of work that goes into putting together a meeting. I asked Mike recently how many meetings we had last year and if you count each committee meeting as a meeting even though they may be on the same day, we had 41 last year. Eight years ago we had 15, so 41 is a pretty big jump and we may be needing to cover more than we did eight years ago, but each one of those meetings takes scores of hours to get ready for. If you multiply 20 hours, and that's probably a conservative number, that's like 800 work hours to get ready for those committee meetings that we weren't working on other stuff. If we can be efficient in this from a staff perspective I think it's going to be very helpful so we don't wear out the staff and take them away from enrollment and retention kinds of stuff.

Trustee Butler added, there's also the option of making the enrollment ad hoc committee into a subcommittee of Academic Affairs, Student Affairs and Personnel, in which case now we would, as a governance committee, have to determine who gets appointed to that subcommittee and who decides; and, I think the natural course of these matters is a subcommittee of a committee is appointed by the chair of the committee from its committee membership. I'm not exactly sure then how you manage governance because it's such a broad and sweeping group, but there's arguably a governance function in the CARL Committee and so you could have the Governance Committee be a sub-committee of the CARL Committee and that could lend itself to a much smaller group. The Chair of Academic Affairs, Student Affairs and Personnel could appoint four of the members of that committee to serve on the enrollment sub-committee which could function exactly like this group does now. The problem with that is then you are enforcing a notion of a smaller group of people at the subcommittee level.

Trustee Coleman added, the concern I have is the ad hoc committees are giving us an opportunity to learn, to become better Board members, to understand the operations of the organization, the strategies and the approach. I felt that I was at a big disadvantage when I wasn't part of the two ad hoc committees. I felt I was always trying to play catch-up and it's never the same as being here, having an opportunity to raise questions and concerns and listening from individuals that are presenting. I'm concerned that we may put other Board members at a disadvantage especially going back to my original statement that we have four Board members that are up for reappointment at the end of the year. We could find ourselves down to three appointed Board members plus the student trustee and we could possibly end up with four new Board members at the beginning of the year. I'm just concerned that we need to do all we can to educate and bring everybody along because we don't know how much infusion we're going to have with new Board members after the first of the year. I would encourage us to not create more standing committees, if anything collapse it back to do deeper dives so maybe we do it the way you suggested and use ad hoc committees.

Trustee Struthers added, I might just suggest, there surely appears to be no clear consensus. To a large degree we're talking about the nuances of ad hoc versus standing. I would suggest keeping them as they are. I think ad hoc to some degree draws special attention to the urgency of a situation, the unique assignment that's a burning topic, and I think governance and enrollment are burning topics and the fact that there's no consensus and we have such other important things to do, I would suggest we keep as is.

Trustee Marshall commented, I would like to go around the room to see if we could get a consensus because I favor folding back into one of the standing committees, at least the enrollment management

committee because with the utilization of a sub-committee we've dealt with crisis. Eventually the crisis has to end. We need to be able to move forward and I think putting it back into Academic Affairs, Student Affairs and Personnel Committee which is probably be the best match. We can always constitute an ad hoc committee if we come to a crisis, but I don't think we should be living with a crisis every minute, we should be going forward.

Chair Butler responded, are there other thoughts from other committee members? Let's move on. I think we've had a decent discussion and we'll continue to talk with one another about structure, but obviously you can see there's a varying interest in how we structure ourselves. There's a sense from the members of the committee that there's value in the existing approach we're using. There's some changes that we can make as well that are being suggested so let's keep the conversation going and let's move on to the next item of the university report if that's alright with the committee which is the policy on policies and I'm going to turn the floor over to Mr. Blakemore.

Agenda Item 7.b. Policy on Policies

Mr. Blakemore began, thank you Mr. Chairman. You were provided a memorandum regarding the issue of policy on policies. I will quickly summarize this. Before I do so, I wanted to welcome the two new members of the committee as well and provide you, per the Chair's request, a little bit of background. The Chair already spoke to the issue of the number of policy issues that this committee has not only addressed, but made recommendations to the full Board and the full Board has taken action on those. So there's been a lot of progress made in this regard. What I want to do though is to discuss very briefly the practice that the committee has had in terms of reviewing policy proposals. That practice has been for the Office of General Counsel in consultation with the President, the Provost, the cabinet where appropriate and other various constituent groups to basically come up with an initial proposal for the Board to consider. It is not a proposal that is final because we utilize this process to get input from the Board in some consensus and direction. That is the same approach that we're using now on the policy on policies. As indicated in the memorandum sent to you, there is not only interest on the part of the committee, but the President, the university community, the comments that were made by members of the UAC, the University Advisory Council to the Board. I think there's major consensus that we need to have a policy on policies, a policy library, or something that really specifically provides very clear direction with respect to a number of issues. Not the least of which is who has authority to establish policy; who has the responsibility to make certain that those policies are updated; who has the responsibility of distributing those policies and ultimately how does the policy development and maintenance function correlate with our compliance requirements as well as related issues like risk management, etc. What I'm going to do, particularly in the interest of time, is just go to the heart of the matter. The heart of the matter is that there's consensus that we need to have it. There is not clear delegation of authority in my opinion under the current Board policy and University policy in this regard. There are a number of questions and these questions have basically, in my opinion, really laid out what it is that we need to address and then I will go to a proposal as to how we go about doing that. We need to clearly indicate who has authority to establish policy. The Board of Trustees are the ultimate policy makers. However, there is clear delegation to the President and CEO with respect to any issues of operations. You have that in your policy now. You don't have clear definition related to that and a few other areas and I think that we need to be a little bit clearer on that. Who and how does the university determine that a policy should be established as opposed to protocols and guidelines which are a lot easier to amend and revise. You can be a little bit more nimble when you have that, but it's clear that again there needs to be some way of making that determination. Who is responsible for actually initiating that policy? I don't think that there is a one fits all kinds of approach to that. If you're looking at policy development related to NCAA versus research related policy, etc. we have to get into that sort of issues. Ultimately who approves the policy, who distributes it, and who has responsibility for review? Those are the questions that we need to address and come back to the Board with recommendations. I believe, and we have had some discussions at the presidential and provost level, that we also need to look very carefully at what the relationship would be between whatever we do in terms of policy development or the development of a policy library and what is an ongoing activity now being led by the Vice President for Finance and Administration in terms of ERM or Enterprise Risk Management and what we do in terms of compliance

and policy development. Whatever is ultimately determined, we need to address issues of reporting and another way to put that is ultimately who is accountable and accountable to in terms of this. So what I have suggested here to you is that we have found that working groups at either the cabinet or sub-cabinet level, who would be relevant cabinet members or their designees, typically it's their designees, but also other constituents around who have a vested interest are also included. So we're suggesting that we develop a sub-cabinet working group. That that working group begin the initial discussion and drafting of a policy on policies. That would then go to the President and the cabinet for review before it comes to this committee and we've established a pretty aggressive timeline on this so you will get an initial proposal for your input, depending on when your next is, at your next meeting so we can actually begin the deliberation you know as to how this should look. We believe pretty strongly that this is something that is overdue and it is something that, to be candid, would put us in the category of best practices, but more importantly it would be a significant tool for us to be both efficient and effective and clear about authority and responsibility. I have had the opportunity to discuss with Dr. Long this sort of approach. I have not had discussions with others to date. My recommendation is to one, get you input on this approach; two, to work with the President and others in terms of developing a working group. We would come back to you with a timeline on going forward and that we use this time to get whatever input you would want either in terms of what we would be looking at or the timetable or any other area of interest that you might have.

Chair Butler commented, are there questions from the members of the committee? I have a few. I guess I'm not quite clear, to be very frank, what exactly we're looking to produce. Would it be a policy, a statement, that this committee would review that would essentially outline the protocol that this university as a whole would use to not only develop policy, but to retain it and to enforce it? How will this actually manifest for us at the next meeting?

Mr. Blakemore responded, again, this is subject to discussion with a number of university constituents, so I'll give you at least my view which obviously would be informed by a number of others. I believe that there are at least two if not three things that you would see. One, you would see a clear delegation on your part of presidential authority and responsibility. Right now you don't have that. It's pretty general, there's not a lot of definition to it. My office is often times asked is this something that requires either Board review or approval, is it something the President has the authority to do. We need to be a little bit more specifics in that regard. Same would be true in terms of the academic policies. The Board's current delegation provides to the University Council policy development authority in the academic arena. Again, not my definition, but we would work with the academic side of the house and constituents related there to come up with a better definition and more specific as is appropriate. It involves some real due consideration of academic and related documents, but I think that ultimately this Board needs to be clearer about what those authorities are. I don't have the answers to that, that's why we need that. Two, I think we need to have a structure that lays out who is responsible for what policies. Whether it's the development of that policy, the administration of that policy, the review and revision of that policy; we don't have that now. For example we pretty much know when it comes to policies related to let's say athletics and NCAA, etc. or on the research side, and I'm not looking to change those, but we pretty much know in those areas where. But quite frankly outside of those areas there's not a lot of clarity on who has what responsibility. There are 257 federal statutes and all of the regulations made pursuant to those statutes that we have some either policy or compliance or risk associated with them. There's no clear designation, in my opinion, as to who's responsible there. We also have, and the internal auditor actually has the statutory list at the state level, like 86 statutes and regulations at the state level. You know all of these to some degree have some impact on policy, compliance and risk. I think that how at the university level and where it's relevant to the Board, because that's the other thing that needs to be made clear, there are Board policies that are exclusively within the Board's purview in my opinion, and then there are policy areas that are designated, delegated to the President that are exclusively there, and then there may be some academic areas where there is some exclusive delegation too. So what you would see is few things. I think a better definition of delegation of authority from the Board and a structure related to how you actually implement that at the university level.

Trustee Strauss replied, while on first hearing it sounds like the policy on policies should be developed by

the department of redundancy department. There really is a large number of reasons why it makes sense to embark upon this. But in order for this to work appropriately, there has to be coordination between the Enterprise Risk Management portion, Internal Audit, the governing instruments so that we're clear on what would infringe upon the trustees authority and there's no way that this is going to get done by the next meeting of the committee. I would encourage us to go forward with this but set a realistic timetable for when we expect to see some sort of result and maybe give us an update so that we have a chance to see whether there's any midcourse correction necessary or you could report to us if you had any obstacles, but we shouldn't be in a position where it's not clear which authority the Board has, which is delegated and, we should delegate to the maximum extent we're able, the authority that's necessary in order to operate the institution.

President Baker commented, policies are a guide to development or procedures to guide people's behavior and if we don't know what they are then it's pretty hard to follow. It's nice to have a repository that has it all there and then when a policy is made there's always a question about crosstalk with other policies and does it counteract something else or does another policy need to be made? So a policy library is important that's searchable and easy and leads to training and development and it just seems like a good practice for us to organize what we're doing here. I'm as worried about our own internal policies, whether it be academic policies or whatever it is, as I am with federal and state policies. We just need to efficiently run the organization so we need to organize the rules by which we act.

Trustee Struthers noted, I simply would add that I absolutely fully support it. While you can't help but smile a little bit on the title, it's absolutely necessary and it's also quite surprising to me that again that we don't have this. I think in an institution of our size and an academic institution with cataloging, this would be available. I would also throw in the idea that it needs to be centralized. I would hope that we could get resources from different parts of the university and put them into a central location. With today's technology environment the access would be easy and the policies would be current. If a change is made a notification could go out. The site could be set up with four main buckets at the top, you click on that, you click down and you click down, and you can logically go through. So if I'm going to do something on the academic side or the financial side, there's an intuitive, thoughtful, clear process as to where I go to find the answer and it's not a finding a needle in a haystack. This is absolutely necessary, while it may seem like it would cost money, I can't help but believe it would have enormous efficiencies and productivity if indeed it's well cataloged and current.

Mr. Blakemore continued, I agree with everything that has been said, and let me clarify my point about what we would produce at the next meeting. No, I'm not saying that we're going to have everything, but I do think that what the practice has been, and it has been successful, we get to the resolution of all of those issues that Chair Butler referred to. We provided periodically to this committee updates, got further direction, and ultimately came up with a document that this committee is prepared to recommend to the full Board. I think that process has to start at the next meeting. We will go beyond here's an outline of approach and, with the working group, we will determine what the areas are and what are the priorities that we want to submit. I don't think it's going to come all in one basket, but as much as it is going to be, here's where we are now on Category A, Category B, and Category C.

Dr. Long added, I support what Trustee Struthers said with regard to whether it's centralized with the idea of sustainability. The idea of having this need as an on-going thing that we maintain and that clearly has protocol and steps associated with it. I think that's critical because this cannot just be a one-time thing. This is something that will reset the bar at many levels. To give you an example, University of Arizona just back in September of '15, less than a year ago, did an entire review of their policies and procedures. I don't have a handout to give you per se, but, for example, you log onto their policy website and they've categorized their policies under each of these different pictures, and then you can certainly go down and dig further on that. But you know we have nothing even remotely similar to that, and from a user standpoint, efficiency standpoint, what a wonderful thing to move towards. However, you as a Board decide to deal with a policy on policies. I can say from our standpoint as end users, it would be really helpful and we have lots of guidance out there in terms of other universities who have done this so we're not recreating

any wheels here, which is nice.

Trustee Boey asked, how have we survived for so long without this? How do we operate on a daily basis?

Dr. Long responded, I think there's a lot of gnashing of teeth. There's a lot of discussion among other people. When I talk to administrators on this task they have to check with others to get final clarification. I know certainly in my role, being very new to the idea of looking at policies and procedures, I have struggle to find where things are located and so we've existed thus far by I think by more informal networks than any sort of structured document that's really particularly helpful to us.

Trustee Coleman added, institutional knowledge.

President Baker commented, we've relied on expert staff and when that person leaves, you've got to recreate the expert staff somewhere.

Provost Freeman added, it's also very difficult for new people when they come in when they go to documents that should be up to date and accurate, and find that their missing or they haven't been updated since 1997. There's a secret decoder to learn which part of the document to follow and which part you ignore. That's not really the way we want to onboard and enculturate our employees.

Dr. Long continued, I would say as part of this process that is also helpful because I do look at it as tied to our revision of constitutional bylaws. It helps us to identify any redundancies and make sure that when we have policies, and are they all in concert with one another. Are we looking at the same thing and/or are there any differences?

Chair Butler commented, I think that we can move forward with just recognizing that it appears to be the consensus of the committee that we support this process and the development of this as it's been laid out in the memorandum.

8. UNIVERSITY RECOMMENDATIONS

Agenda Item 8.a. Update on the Policy Regarding Financial Exigency

Chair Butler continued, let's move onto the next item which is an update on the policy regarding financial exigency.

Mr. Blakemore began, I want to provide some context first for this discussion, and let me start off by saying right up front this item is on the agenda and has been on the agenda of this committee for several months. It is one of those policies that was developed over time and so it is not a result of any concern on the part of the administration that we should be considering, at this point, that financial exigency is imminent. So I just really want to be clear, we're talking about the development of a policy, we're not talking about a recommendation to implement a current or even future policy on this issue. I'll be even clearer, I've had conversations with the President, with the Provost, with the Vice President for Finance and Administration, who have indicated to me that there is no basis, no particularly given recent action and even before the recent action by the state that we should be considering this. However, we do need to consider this because this is one of those policies that has not been changed since approximately 1996. This policy, and the definition of what is financial exigency, provides serious limitations from a technical view of what the policy now in place says. Currently, there are serious limitations on the Board's ability to declare, or when it should declare financial exigency, and serious limitations on when the President should provide a recommendation to the Board. The current definition is tied to a decline in state appropriations but does not say at what percentage of decline. Also, it does not consider other avenues that may be already in place by the administration with respect to the fiscal health of the institution and it seriously limits the ability to make a determination as to what actually is financial exigency. If we were to consider when this was written, 68%

of the operating budget for this institution came from the state appropriations and so maybe any decline was a major factor in that determination. We have survived over this period of time, twenty plus years, and we are now at 38% of the operating budget and have been able to meet all of our obligations to employees, vendors, contractors, and, quite frankly, doing so without infringing upon the mission of the university. The current policy also is unclear about other things, such as the President appoints a committee, it comes from the Resource and Budget Committee, but it doesn't say how many members and it does not provide a charge or timeline associated with it. So there are serious problems with implementation of the committee as well. The context for this is one of many policies that are on the book that we need to look at. This is not a policy that has any imminent value or use, particularly given the recent action of the state that has provided some appropriation to us. The second point I'd like to make in terms of context is the purpose of what we are presenting now. One, we want to share with you the work that a working group has already done. Under the leadership of HRS, Provost's Office, and the General Counsel's Office we completed a series of deep dives into this area and we have submitted the end result product through the Office of General Counsel. It was vetted by the cabinet after a lot of research was done by the Provost's staff, specifically the Senior Associate Vice President of HRS and their staff. Greg Brady, Deputy General Counsel, and Tom O'Grady of our office were part of the working group as well as myself. We believe that further discussion, after input from you, will need to be continued with university constituents and we have already begun that discussion with Dr. Long. In terms of the actual substance of the initial proposal, I'm going to ask Greg Brady to present the highlights. We are looking at an ultimate financial exigency policy whose very nature requires the ability and authority of the Board and the President to act quickly. It is an issue that is very rarely dealt with. Over the past 20 years, notwithstanding that crazy definition, we've not had to go to it and my hope is that we can go through another 40 years and not need it. So the recommendations are made in the context of the nature of this, the rare application of this, and the absolute need, particularly at the President's level, to be able to move quickly in order to sustain the university financially as it relates to its primary mission. You're going to see things that, in the normal course of business we probably wouldn't even be considering, but the reality is that in this rare, unique time, specific types of ability to move quickly need to be in place. With that, I'm going to turn it over to Greg Brady and he can walk through the substance of the working group's thoughts on this and then there may be comments from others as well.

Mr. Brady began, your current financial exigency provisions are found in the Board Regulations, Section 2, Section 3, and then the current Financial Exigency Advisory Committee is found in the university's Constitution and Bylaws. The working group started with the definition of financial exigency and that's where the majority of the work of this group has been. The current definition, under the Board Regulations, is dependent upon state appropriations, it's a two prong test that simply state appropriations are expected to be below what they were the year before and then, second of all, a determination that that decrease has a significant impact on the financial environment of the university. I think we can all admit that the financial situation for the state could have affected that definition many times over in the past few years but we haven't had to reach that state. So looking at other institutions and how the definition of financial exigency is done was really important to help come up with a proposed definition that focuses on the totality of the financial circumstances facing the institution where the current financial environment presents a materially adverse effect on the operations and ability of the institution to fulfill its mission. The proposal is anticipated to still retain that a declaration has to be made by the Board of Trustees. It can be either done independently by the Board or upon the recommendations of the President, but that the Board will have to make this finding based upon this definition and then we go further with factors that the Board will need to look at in relation to making that determination. As you look at the current work product, you can see the new standards are not being merely tied to state operating appropriations but that we can look at declining enrollments, we can look at anticipated or projections of absences of funding; whatever the source is not, just state appropriations.

If we go then to what Mr. Blakemore, Dr. Long, Provost Freeman, had informed us, there is an existing provision for a committee, but we're trying to bolster the process for the determination and advisement. The current university bylaw provides for the financial exigency advisory committee and we'll have to work with Dr. Long and others on the changes. When Mr. Blakemore mentioned further constituent group or

consultations, that's one of them. Then we have plenty of outside considerations and research still to do, but these are just a few of those focal points. There is a state and federal warrant act as far as if an institution ever has to do layoffs and there are required notices. Sixty days is a requirement from the federal and state law, but we're also going to have to consider impact of Civil Service statute, current collective bargaining agreements, due process for displaced workers; and the requirements that we would have to impose if we were ever forced to do those types of actions. The proposed policy has already started getting into some of these and outlining an amended process. This is the secondary after getting through a proposed definition of financial exigency, starting the process of identifying how is this going to happen if it ever needs to happen. Identifying the consultations that the President would, if he or she needs to identify the situation, what consultations need to be happening, the timeframe, and the fact that it has to go to the Board for the declaration of financial exigency once a declaration is made, what are the steps afterwards? We want this all laid out beforehand so there's not confusion at a moment where this declaration would have to happen. Lastly, the next steps is getting further input from this committee, the Senior Cabinet continuing those conversations, going to the university constituents groups and getting their feedback on this proposal as we continue to develop it. Mr. Blakemore added, in the documents that were submitted, we specifically provide for, rather than saying the President appoints, a committee with members from and we lay out in the proposal who the members would be, and include some obviously discretion in terms of the President's ability to add members to that committee, but we're specific about who the committee members are. The Provost may want to speak to that issue at some point if she wishes or if people have specific questions regarding it. Two, we clarify the role of that committee and that committee is to advise the President, it's an advisory committee, as to whether the President has submitted sufficient information for a recommendation to be made to the Board. The committee's responsibilities are limited to review of the factors that the President has considered or is considering than it ultimately goes to the Board. The President has the ultimate responsibility of making a recommendation. He may or may not accept the committee's advisory position, but there is a requirement and it's at two levels; one to consult with and we lay out specifically who there is the mandatory consultation with and then obviously you're going to be consulting with the committee. It is really critical to be able, particularly for the President, to have the type of flexibility to move quickly in this and therefore references to having a committee going through guidelines and protocols, etc. I don't believe this is particularly useful under the rare and unique circumstances if this were ever to be in place. I'm open for questions or any additions that people may want to add.

Provost Freeman commented, we have a committee charged by shared governance with advising the senior leadership on matters related to resource, space, and budget and we've been trying to utilize that committee to a greater extent than they've been used historically. Since that was the committee referred to in our current documents as important in the rare instance of fiscal exigency and because that committee is represented of all the communities and all of the employee types at the university, we felt that was the committee we should draw the membership for the exigency committee. The executive budget committee is a subset of cabinet and the wisdom there was allowing broad representation from all of the colleges and all of the councils and students as well, but to also bring together people who were up to speed on the budget already. The Resource, Space, and Budget Committee has a provision for summer operations which is unique among some of our shared governance committees and as we learned in this budget year that could be important. We felt that was a way that would allow the shared governance to come into play but also to allow us to move quickly with knowledgeable people so that was the thinking behind the proposal.

Chair Butler responded, let me be clear that we're not going to take action on this policy today. We don't have the time to fully discuss it, but this is an opportunity for the committee members to provide some questions and provide input. Let me begin with Trustee Strauss and then Trustee Struthers.

Trustee Strauss responded, I want to make the point that I believe that it's an advantage for this to have as short of a time period for conclusion as possible. If not, we have to speculate if we are going to wind up in this unfortunate position long in advance in order to be anticipated. I don't believe it's in anybody's interest for us to be put in the position of having to guess what might happen six months or a year in the future. It would be better if we could wait as long as possible to make a decision on the declaration of

exigency and the only way that can happen is if the time period for the process is shortened as far as we can shorten it consistent with all of the other applicable statutes that we have to comply with. Glancing at this, since we're not going to engage in a full analysis of it today, there are two other things that I'd like for us to consider. The first is that the declaration of exigency requires in the draft that we received a three-quarters vote by the full Board. Trustee Coleman has already indicated that we will have the situation where we have four members up for reappointment in January. If the Governor doesn't act in a timely manner, there will only be four trustees. So a vote of five won't cut it. This has to somehow be tied to the number of duly qualified and serving trustees. I'm not opposed to the requirement that there to be a super majority, it's a very serious matter and it should be something that's reflective of the wishes of the full Board. It's not the super majority portion of this that bothers me, it's the number of people that would be required to vote. The second thing is that, although this also is not a likely occurrence, I think there should be some clearer recognition that this process could be triggered and completed by the action of the Board not just by the action of the President. It's not clear to me that that is the result that would be attained if we were to use just the language that's in the proposal that we received today. Again, I want there to be full input on this from everybody who would have any interest in the revision of this policy. I'm actually glad that we're not being put in a position of taking any action on this today. We get a change to be able to solicit opinions from other people.

Trustee Struthers commented, good work here and the fact that we started this well ahead of time when it's not a pressing issue. Just a comment on the general definition Sections 1, 2 and 3; it seems like that's a bit of timeline. We've defined it, and secondly, in declaration to A, B, and C there's a methodically process with how it's actually declared. Three, it lays it out real nicely and then we form a committee and know who the committee is comprised of, but then in B on top of the second page, it says the committee shall be charged with advising the President of the question of whether there is demonstrated financial crisis at the institution. It seems like it goes back and questions the status. It seems to me that it's already been done and it's the provision of the committee to get on with the work in a sense of developing the plan.

Mr. Blakemore responded, the declaration comes after the reasonable consultation and the committee and is where you're doing the consultation.

Chair Butler commented, I think Trustee Struthers is saying that it appears as though the committee is conferring with the President before the recommendation for the declaration, but yet the committee formation comes after the declaration.

Trustee Struthers responded, right, but it goes on to say that their charged with advising the President on the question of whether there is a demonstrated financial crisis that threatened. So basically it seemed like the question is there or isn't there, but it's already been deemed that there is. It seems like that doesn't belong there.

President Baker responded, it got out of order here.

Trustee Struthers continued, okay, that's B. It should be in 2B, not a subsection of 3B.

President Baker added, so they're talking to the president saying we've got an issue here.

Trustee Struthers continued, remove that sentence and have it up above or just not have it.

Chair Butler added, I'm confused as to whether, it seems in Section 3, letter C, the President may convene the committee, but now if then the President determines he or she has convened the committee, then there is some dialog there where the committee could talk the President out of recommending the declaration. But it seems as though that declaration may have already occurred.

President Baker responded, I don't think that was the intention was here. The main part is, if things don't look good, the President may call the committee, get the advice, and then the advice could be followed or

not followed coming to you. So the declaration comes after the committee consultation.

Chair Butler continued, I want to reiterate Trustee Strauss' concern that there needs to be something more clearly stated that the Board can initiate this process independently. It's clearly in the definition but there's no provision for that independent action in the steps that are being taken later outlined in the process. What if there is a disagreement with the Board and the President on the issue of declaring financial exigency? Does that mean that none of those other steps would take place? I realize these are very difficult conversations to have, as are many of ones that we have in this particular committee, but would then the Board not want to also obligate itself to engage in some consultation as well? It's just something to consider as we think about redrafting this. The other thing I would point out is there's really two votes here. So when we think about the three-fourths, Trustee Strauss is correct that three-fourths of the whole Board may be impossible, but similarly three-fourths of the whole Board might be impossible for the approval of the plan which comes in Section 4. You can see in Section 4 it seems that there's the declaration and then there's the Board review and approval of the plan, but there's no voting threshold for the approval of the plan.

Mr. Blakemore replied, let me clarify a couple points. One, in terms of the issue of the Board's ultimate authority, by very nature of you being the entity that is declaring, obviously you can act to do that. I'm not certain, I understand the points about whether you would be bound by the same kinds of things, I think you would be, but again that was not included as an absolutely necessary, but ultimately the Board will make that determination. In terms of actually approving a plan, I think we wanted to provide as much flexibility. I think the declaration is extraordinary. I think action plans responding to it need not go to the some level of approval as extraordinary. There may be some disagreement on that. I certainly appreciate that, but to me the most critical thing that is being done in these circumstances is that type of declaration. There's got to be a great deal of discretion provided under those circumstances for the action plans going forward. I think to have to meet that high threshold is contrary to being able to address the particular and unique and rare circumstances that we're in. Ultimately it's a decision on the part of the Board but I would not go with an extraordinary approval under those circumstances.

Chair Butler continued, are there other comments, questions from the committee members on this draft policy. Obviously I also join my fellow committee members in thanking the General Counsel's Office and the cabinet for their work on this and we hope to continue to see this policy develop at our next meeting.

9. OTHER MATTERS

No other matters were discussed.

10. 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 Marc Strauss so moved and Trustee Robert Marshall seconded. The motion was approved. Meeting adjourned at 1:14 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.