

Minutes of the
**NIU Board of Trustees
Special Meeting of the
Executive Committee**
November 8, 2016

CALL TO ORDER AND ROLL CALL

The meeting was called to order at 9:02 a.m. by Chair Strauss in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Kathleen Carey conducted a roll call. Members present were Trustees Cherilyn Murer, Tim Struthers, Vice Chair John Butler, Chair Marc Strauss. Also present were General Counsel Jerry Blakemore, President Doug Baker, Board Liaison Mike Mann, UAC Representatives Holly Nicholson, Greg Long.

VERIFICATION OF QUORUM AND APPROPRIATE NOTICE OF PUBLIC MEETING

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

MEETING AGENDA APPROVAL

Chair Strauss asked for a motion to approve the meeting agenda. Trustee Murer so moved and Trustee Butler seconded. The motion carried.

CHAIR'S COMMENTS/ANNOUNCEMENTS

No additional comments.

PUBLIC COMMENT

No public comment.

CLOSED SESSION

Chair Strauss asked for a motion to close the public meeting to conduct an executive session to discuss the following subjects authorized by the Illinois Open Meetings Act, as amended: personnel matters as generally described under sections 2.c.1, 2, 3, and 21 of the Open Meetings Act. Trustee Butler so moved, seconded by Trustee Struthers. A roll call vote of the Trustees to recess to Closed Session was as follows:

Trustee Cherilyn Murer: Yes
Vice Chair John Butler: Yes

Trustee Tim Struthers: Yes
Board Chair Marc Strauss: Yes

The meeting is now closed and will re-open at the conclusion of the closed session. Chair Strauss noted that there will be action items following the closed session. The Board adjourned for closed session at 9:05 a.m.

The Board of Trustees of Northern Illinois University reconvened on November 8, 2016, at 10:57 a.m. Chair Strauss announced they were reconvening after the closed session and asked for a roll call. Members present were Trustee Cherilyn Murer, Tim Struthers, Vice Chair John Butler, and Board Chair Marc Strauss.

EXECUTIVE COMMITTEE REPORT

Agenda Item 7.a. - Presidential Legal Services Related to Investigation into Hiring of Temporarily Employees

President Baker began, in accordance with Article IX of the Board of Trustees Bylaws and as the President, I am requesting approval from the Executive Committee for indemnification against reasonable expenses incurred in connection with a provision of separate legal services by an outside firm, the Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C. In specific, the Executive Committee is asked to approve the expenditure of funds for the indemnification of separate legal services to the President related to the investigation of the hiring of temporary employees. The request relates to matters associated with President's duties and responsibilities. The Executive Committee's approval of such shall be limited to an additional \$15,000.00 and not to exceed \$15,000.00 resulting in a total expenditure of \$165,000.00.

Chair Strauss asked for a motion to that effect. Trustee Butler so moved and Trustee Murer seconded the motion. There was no additional discussion. A vote was taken by voice and the results were three votes in favor and one opposed. Chair Strauss responded the motion carries.

Agenda Item 7.b. - Presidential Legal Services Related to Internal Controls Investigation

President Baker continued, in accordance with the Article IX of the Board of Trustees bylaws, the President is requesting approval from the Executive Committee for indemnification against reasonable expenses incurred in connection with the provision of separate legal services again by the firm Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C. The Executive Committee is asked to approve the expenditure of funds for the indemnification of separate legal services to the President for the investigation related to internal controls. The request relates to matters associated with presidential duties and responsibilities. The Executive Committee's approval of such shall be limited to a total expenditure not to exceed \$20,000.00. If there is a need to extend this approval in the future, staff will bring the matter back to the Executive Committee for review and consideration.

Chair Strauss asked for a motion to that effect. Trustee Butler so moved and Trustee Murer seconded the motion. There was no additional discussion. A roll call vote was taken as follows:

Trustee Cheryl Murer: Yes
Trustee Tim Struthers: Abstain
Vice Chair John Butler: Yes
Board Chair Marc Strauss: Yes

Chair Strauss responded, the motion carries.

General Counsel Blakemore responded, Mr. Chair, Members of the Board, I just want to go on record here with respect to the Executive Committee's concurrence, that member Trustee Murer is participating in this meeting by call. I want to be certain the record reflected approval of the Board for the participation of Trustee Murer notwithstanding the fact she is not physically present.

Chair Strauss asked, Trustee Murer the reason for your lack of physical presence is business necessity is that correct?

Trustee Murer responded, yes, absolutely.

General Counsel Blakemore added, that will added to the record and that there is no objection to her participating in the meeting.

OTHER MATTERS

No other matters were discussed.

ADJOURNMENT

Chair Strauss asked for a motion to adjourn. Trustee Murer so moved and Trustee Butler seconded. The motion was approved. Meeting adjourned at 11:02 a.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.