

Meeting of the
BOARD OF TRUSTEES
OF NORTHERN ILLINOIS UNIVERSITY
June 15, 2017

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order at 9:05 a.m. by Board Chair John Butler in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Kathy Carey conducted a roll call. Members present were Trustees Dennis Barsema, Robert Boey, Wheeler Coleman, Veronica Herrero, Tim Struthers, Matthew Holmes, Eric Wasowicz and Board Chair John Butler.

Also present: President Doug Baker, Chief of Staff and Board Liaison Matt Streb; Acting General Counsel Greg Brady; Executive Vice President and Provost Lisa Freeman; Vice Presidents Jerry Blazey, Anne Kaplan, and Catherine Squires; Associate Vice Presidents John Heckmann, Larry Pinkelton; Vice Provost Carolinda Douglass; Acting Director of Admissions Katy Saalfeld and University Advisory Council (UAC) Representatives Holly Nicholson, Catherine Doederlein, Greg Long, and Linda Saborio.

2. VERIFICATION OF QUORUM AND APPROPRIATE NOTIFICATION OF PUBLIC MEETING

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

3. MEETING AGENDA APPROVAL

Chair Butler asked for a motion to approve the agenda and indicated there would be a motion later for a consent agenda. Trustee Coleman so moved and Trustee Holmes seconded. The motion passed.

Chair Butler asked for a motion to amend that motion to approve a consent agenda of agenda items 8.a.1, the boiler assessment and Phase I design capital project amendment approval; item 8.a.2, the fiscal year 2018 waste management and utilities solid waste removal and recycling, NIU/DeKalb contract renewal; Items 8.a.4 the fiscal year 2018 intercollegiate athletics air charter services for the football team; agenda 8.a.5 the Division of Information Technology voice trunking services and local domestic/long distance service agreement; item 8.a.6 the Division of Information Technology EMC storage lease; item 8.a.7. the School of Nursing and Health Studies materials matter; items 8.a.9 the request for deletion of a degree program; item 8.a.10 request for deletion for emphasis; item 8.a.11 of the oral English proficiency annual report; information items 8.b.1, 2, 3, 4, 5, 6 and 7, 9, 10, 11 and Item C.4 grants and contracts awards.

Trustee Barsema so moved and Trustee Coleman seconded the motion. The motion was approved.

4. REVIEW AND APPROVAL OF MINUTES OF REGULAR MEETING ON MARCH 9, 2017 AND SPECIAL MEETING OF MAY 3, 2017

Chair Butler asked for a motion to approve the minutes from March 9, 2017 and May 3, 2017. Trustee Coleman so moved and Trustee Boey seconded the motion. The motion passed.

Chair Butler added, before we move into public comment, President Baker has asked to make some remarks that may have some relevance on the public comment and the business before the Board today.

President Baker began, thank you Chairman Butler. Good morning everyone. I often use the word amazing to talk about Northern Illinois University and I truly believe that this word can't be overused when it comes to accomplishments of our faculty and staff and the great experience they provide for our students. There

are literally thousands of students from diverse communities who, over the years, gained access to high quality higher education because of NIU. I'm proud to be part of this tradition and prouder still of the things we have done together to provide increased access to the great resources embodied by this university. My focus has been on recruitment, retention, sharpening our emphasis on student career success, implementing strategies related to aligning mission and budget through program prioritization; building a strong leadership team and improved management systems, advocating for a state budget, and navigating this university forward in the absence of state appropriations. There have been significant accomplishments and successes and they must be built upon. Parallel to this work we've known since mid-2014 about a confidential Office of the Executive Inspector General investigation regarding the use of the affiliate employee category in 2013 and 2014. The confidential report was made known to us last August and both myself and the Board made clear our objections to the assumptions made, most notably the implication that I in any way had intended to circumvent any NIU guidelines or state regulations. The Executive Ethics Commission finally made the report public several weeks ago and unfortunately both the Board's and my perspective were drowned out in the media reports that focused on the language of the report. The result has been that the university community has continued to be distracted by the allegations in the report. Given the challenges we face and the hard work ahead, I simply couldn't stand by and let this situation continue to fester. Because of this and my profound respect for NIU, our faculty, staff and students, I decided to approach Board Chair John Butler to discuss the future and the best interest of NIU in mind. While my end of term evaluation process was proceeding in a positive manner, we agreed the reaction to the OEIG report was a significant distraction. He made it clear to me that the Board intended to continue the orderly and thorough review to assess my performance as part of the process. That said, after discussion between myself and Chair Butler, we concurred that it is best to move forward with a presidential transition agreement under which I intend to leave the University on June 30, 2017. The Board will now take up that matter. I have many feelings today, but the one I want you to know is my abiding respect for this university, its commitment to research, scholarship, artistry and engagement; how much it values diversity and inclusion, and how welcoming it is to students of all backgrounds. NIU is an exceptional university. Ultimately, my wife Dana and I are grateful for our time and experience here. I regret that we have reached this point as this is a job I love and a place that I've come to call home, but I truly do believe that at this point, this course of action is the best for the university. My thanks to our wonderful leadership team, our strong cadre of deans, the faculty and staff, our inspiring and talented students, our alumni and donors, and my office staff for their support in these challenging times. I wish for nothing but the best for NIU going forward. I do hope that this agreement helps to put these issues behind the university so you can look to the future with hope and confidence because I truly believe both are justified. I know we have a full agenda of university business so with those comments I will return the microphone back to Chairman Butler so we can move forward with the agenda.

Chair Butler responded, I too have given some thought, last night in particular, to what I would say at this moment leading into the public comment period and I wanted to indicate a few things. Dr. Baker arrived at a very challenging moment in the university. He brought fresh thinking to our campus, clarity to our mission, and a sharper focus on our efforts to prepare students for career success. NIU has, as a result, made important gains. I've seen this in improved relations with surrounding DeKalb and Sycamore communities, accelerated collaboration with community colleges, realigned academic and administrative programs through program prioritization, addressed long standing needs in the critical areas of admissions and marketing, and an infusion of fresh leadership in the senior staff and academic positions. Our commitment to diversity and equity has also been enhanced in my view, further nurturing the infrastructure of relationships focused on making NIU an inclusive and welcoming community and capable of meeting the challenges that we have been dealing with and also resolving conflict. These are highlights of a record of achievements that I believe will manifest as critical touchstones in NIU's emergence out of the imperfection marked by urgency that is of a profound size and scope. Dr. Baker, I know this is a difficult moment for you. I imagine this is a challenging moment also for many people who participated in the accomplishments that I just mentioned and many more, so many other endeavors over the past four years, the people whose aspirations closely tracked with your vision and agenda. And, I want to make clear to them also that this Board recognizes their work as well, and their continued devotion to NIU.

Several people have expressed an interest in addressing the Board this morning. Before we invite the first speaker, I want to make a few specific remarks about some of the ways in which the Board's actions have been recently characterized. There has been criticism that the Board has been fighting to keep this OEIG report a secret. Because this is the kind of criticism and claim that obscures an already complicated and disputed fact pattern, and drives a wedge further between university leadership and NIU stakeholders, I thought I would address it. In its public statement, the Board indicated that it was significantly limited in what it could state publically through the duration of the OEIG investigation and that, when we received the report in August, we were unable to release it. We also made clear that the university began taking action in late July 2014 to resolve the underlying issues and we outlined those actions. Much of this activity occurred in public. I know, because I chaired many of the meetings where this took place and explanations for many of the specific corrective actions were provided publically by administrators at the time. The confidential nature of OEIG inquiries and investigations is well known in the State of Illinois. The Illinois State Officials and Employees Ethics Act makes clear that, and I'm quoting here, "all investigatory files and reports of the office of an Inspector General are confidential and are exempt from disclosure under the Freedom of Information Act and shall not be divulged to any person or agency except..." and here the law lists several specifically named authorities. I'll let you look it up if you want more detail. In its latest 2016 Annual Report, the OEIG also expressly provided that "the Executive Ethics Commission has the sole authority to publically disclose OEIG reports." Moreover, when the OEIG provided its final report to the Board in August, we were specifically advised by the OEIG that their report was confidential and that under no circumstances should the report be disseminated to anyone other than the subjects and those individuals directly involved in carrying out the recommendations. When the report was received, far from claiming that everything is fixed or problem solved, the president, after direct consultation with the Board and while still attempting to honor the confidentiality expectations of the OEIG, issued a Baker Report on December 22 to inform the university community about efforts to clarify rules and regulations, improve compliance protocols and channels for reporting concerns, announce publically the conclusion of investigation into university action, and take responsibility for compliance failures. Regardless, while the Board has conveyed its conclusions on the matter, I am certain my colleagues share with me an awareness of a substantial level of concern about the future of NIU prompted by the community's receipt of the OEIG findings. We welcome that concern and we understand that it is motivated by an earnest desire to see this university succeed in its mission and continue to drive innovation and opportunity in our region. As we welcome your comments, I hope we can proceed with some level of mutual respect for one another, recognizing that we have one overarching objective in common, and that is to do what is in the best interest of the university.

5. PUBLIC COMMENT*

Acting General Counsel Brady indicated that there were six requests for public comment.

Chair Butler responded, with that, I will state that as chair of the meeting, I have some discretion under the Board bylaws to determine a reasonable amount of time. As I look at the number of speakers, I think that we may permit our standard five minutes for each speaker. Each speaker will be asked to step to the podium so your remarks can be recorded. The first is Derek Van Buer.

Derek Van Buer: Good morning. Thank you for the opportunity to speak today. After hearing what Dr. Baker said, I need to correct him that, actually, you know, Ron Walters kept a spreadsheet of his deferred hours and every time that he got a salary increase it was to be able to catch up with the deferred hours that he had been logging. President Baker, if you recall, wrote a letter to the Chronicle saying that every time he gave a raise it was because of future work that he was asking Ron Walters to do. I'm just very thankful that you finally believe it. I asked the Board to fire or put you on administration leave for all the stuff that was being found including the Ron Walters stuff and nothing happened. What I really wanted to speak today about was FOIA. And the reason I want to speak about FOIA is because the FOIA law is what led to the Inspector General investigation. It was records that were attained through the Freedom of Information Act that was submitted as a complaint to the executive office. You know it's also the Open

Meeting Act and this is very important and I have filed a couple complaints about the behavior of the Board meeting with two members of the executive committee in violation of the Open Meeting Act, that's under review, I sent you my reply. Then recently I've requested financial records that are on NIU's financial system servers managed by NIU and in the possession of NIU, control of NIU, presumption of FIOA of those of public records of NIU; and, yet, I got referred to the Foundation. I have Tom O'Grady's reply. Not very good in my opinion, but he was asked to talk about the College of DuPage, the Chicago Tribune vs. the College of DuPage. If you recall, I think the new trustees your first meeting here was March 9th, that's when the second district was holding the hearings over at the College of Law. And in that case, it was a federal subpoena that was driven over to the counsel of the Foundation so it was in the possession of a third party being the Foundation. But as you go through it and you read the case and you look at the Foundation of NIU and they only had 11 people on the Foundation. NIU has 29 full-time employees supposedly paid by the citizens of Illinois and you get \$652 back from them. I would imagine the salaries are \$3 million not including pension so you know when you look at saving money I mean why aren't you recovering the full amount of money from the Foundation for the services that we provide and pay for in the future? The other case is pretty good; it asks for a request for reveal of binding opinion. It was the McDonald case where he was shot and killed in Chicago. The police officers were using their personal phones, their personal e-mails. The Attorney General office determined that's a public record. Any action taken on behalf of the official duty of an employee is an action of the public body if it pertains to the public body. I asked for financial records that are stored on the financial system, PeopleSoft, on NIU servers. You know that's in the possession of control and yet you know the whole purpose of FOIA is to be able to – if there's a concern to do some investigation such as what was with Doug Baker. You should be thanking all the people that have been out there doing FOIAs to look at this wrong doing.

Reba Freedman: I'm a faculty member here at NIU and the topic I would like to discuss briefly today is the state of the Holmes Student Center. Last week I went over to the Holmes Student Center just to do some research in a place other than my office which was getting a little bit tired, and I discovered we basically shut down the Holmes Student Center during the break. I was sitting in the basement. I went to look at the cafeteria, there was no salad available or any prepared food. I went to write a little complaint slip about why is this and they had a sign up saying you can't write a complaint slip unless you're willing to provide full identification. I've ate in many public cafeterias over the years, I've never seen such a thing. So let me just say publically I don't understand how we can claim that we wish to have better relationships with students and with the town when we basically shut down one of our main venues during the break. Basically, just about nothing was open. Not even the coffee shop, not even the pathetic excuse for fried food that the university sells, and there was basically no security around. There were just some people running back and forth making actually a difficult environment to do anything in, and I said to myself one of President Baker's goals when he came here was to improve that situation. Part of that was to hire a consultant, Ron Walters, who has all these grand plans most of which, a couple of which, were completely illegal; one of which was a very bad idea, that was the one that involved tearing down my home in downtown DeKalb, and some of which were just completely impractical. I have yet to see any realistic, good plans for improving the situation here on campus so that students will want to stay here evenings and weekend and I sincerely hope that the new administration will take that under advisement. Thank you.

Misty Haji Sheikh: Thank you for allowing me to speak for you again today. I did write these prior to the announcements this morning so bear with me, but I wish to go ahead and read this because it is pertinent as we go forward. When I last spoke to you it was at the CARL meeting and I asked you to be good stewards of the money being spent at NIU. Since the OEIG report has come out showing mismanagements of funds, many, many media outlets reported this and several, including the Sun Times, have even asked President Baker to step down. I will add I am pleased that President Baker has taken this step. I do think it will be good for the university to move forward. Continuing, whether or not you took actions to address the problems pointed out by the OEIG, the mismanagement did occur. Think about it this way, a person takes money that is not theirs because the door of a house was open and then blames the homeowner for not having a proper alarm system. Then actions were taken to close the door, add a lock, and alarm systems. Those actions do not change the fact that the money was taken wrongly. The OEIG made it clear

that five people were hired incorrectly. Those were hired to circumvent laws. In the above example, the thief saw that the door was locked and used the window instead, he would still be guilty of theft. The OEIG showed that Mr. Butler and others knew about these hiring problems as you have mentioned. The most important duty of the Board of Trustees is your fiduciary duty. Now I am speaking today as a student and not in my county board I forgot to mention that. Fiduciary responsibility has legal ramifications including litigations and damages. I spoke last time about the amounts of money already spent on legal defense and what it could have done to help the students. I feel I should have asked you, have you done your fiduciary duties? Would it benefit the students to spend even more money on legal fees? Are you prepared if someone in the community were to take legal action against you? How much more are you willing to spend? Can you and will you take the necessary steps to remove those who have been misspending money and if that's more than one then it needs to be more than one person. Will you step down if you were at fault? And that is to all of you not just to President Baker. NIU has much to worry about. The state budget impasse, Moody is lower the bond rating to junk bond status, and more. We don't need the lack of internal controls causing more bad publicity. We, as a taxpaying public, depend on your decisions regarding administration. We depend on you not wasting our tax dollars and our tuition dollars. And what NIU impacts our jobs and even the value of our homes. Now I am also a student here and as a student we as students depend on our tuition and fees being spent to better our education. This includes having good professors, buildings that are well maintained, and a safe campus and much more. Thank you.

David Valentine: Thank you for this opportunity to talk with you today. My name is David Valentine. I'm a faculty member in the Department of Psychology. I'm a clinical psychologist. I work in the doctoral program there. I've been here since 1996. In 2009 I made my first contribution to the NIU Foundation. That wasn't a very easy thing to do at the time. I had a lot of mixed feelings about NIU. As you may know, we've gone many years without raises and with inadequate raises, but I'm committed. I'm committed to the NIU mission, to my academic program, to the students, to the communities we serve, to my colleagues, and I got out my personal checkbook and wrote a check. And I went home and I told my wife and she laughed. She didn't laugh because she disagreed, in fact she laughed because she had also just written out a check out of her personal account to the NIU Foundation. My wife is a faculty member also here at NIU. Over the years, since 2009, we have off and on made contributions to the NIU Foundation with some ambivalence, and I think for me the turning point was when I learned that the NIU Foundation was reimbursing NIU for Ron Walters inappropriate travel expenses. For me that was a cross in the point. I'm still committed to my program. I'm still committed to the students. I'm still here on days when I'm not on contract. I work hard and I think that's true for many of my colleagues. So I reflect on my mixed feelings about NIU, particularly the administration, and my willingness to contribute to the NIU Foundation has gone down and that is also a topic that has come up in speaking with alum. And although I am still committed, that ambivalence has grown and I think that like many of my colleagues I toil and work despite the fact that I also suspect that the leadership at NIU does not share that agenda. I think that the job before you is to repair the relationship in part with the faculty who many of us believe you have given up on. Thank you.

Nina Mounts: Thank you for allowing me to speak today. I'm a faculty in the Psychology Department. I've been here about 18 years. When I heard the news about the OEIG investigation on President Baker, I felt dismayed. President Baker claimed when he came here that he would be providing ethical leadership for the university. From the outset his leadership seemed to be lacking in ethics. As a state employee all of us are required to participate in a yearly ethics training in which ethical hiring practices are explained. Prior to coming to NIU President Baker also was employed at another state university. Given that most states have procedures that guide the ethical hiring of employees and production of contracts, it stretches my imagination to think that President Baker was not aware of these regulations as the president of Northern Illinois University. The impact of President Baker's actions is not simply an ethical breach that can be changed through new policies, rather it impacts the university at many levels. I want to talk about a few ways it impacts me personally. First, the faculty in this university have gone many years without raises. For my husband, who is also a member of the faculty, and me that means we have lost out on raises during a time that should have been our peak earning years. We both have worked hard to come up through the ranks and become full professors. We have four children. That means four college tuitions that we'll have

to pay on our stagnant salaries. Although the financial situation is difficult, it is made more difficult by the OEIG finding. Second, the physical facilities in the university are deteriorating. Ceiling tiles are water stained, edging in the hallways are broken, carpeting is worn down to the backing, and elevators break on a regular basis in our building. There is a hole in the front of the Psychology building that is about this large, a foot wide, and six inches deep. It has been that way for weeks. Nobody comes to repair it despite requests for it to be repaired. I have no phone in my office because it was taken away to save money because of the budget crisis. The university is also taking away the office printers for all faculty making my work life more stressful as I run down the hall to access the printer to make preparations for class. These things are bearable if we as a university are all feeling the pain together. I'm not certain that President Baker appreciated these conditions as he enriched his buddies. Finally, I'm proud of Northern Illinois University. We serve a diverse range of students. Many of our students are the first person in their family to go to university and faculty are at the core of the mission of this university. Although some people suggest that our students are customers. They are not. The faculty/student relationship is a special relationship that is far more than a business transaction. Faculty support students who are struggling, cajole students who are lagging, and for all our students we help them do things that they think they cannot do. As faculty, the faculty at this university are dedicated to the mission of the university. Many of us work through the summer without a contract to meet with students and to support them in their educational endeavors. At the most recent undergraduate research and artistry day, the Duke Ellington ballroom was filled with posters from research projects that faculty had completed with their undergraduate students. Participation in URAD is not compulsory for faculty, yet NIU faculty worked with students on projects, many of the projects, year-long projects, so that students would have this educational experience. We will continue to support the core mission of this university despite challenging conditions. The most difficult part of this situation is the violation of our trust as faculty. In closing, as we move forward I ask you to carefully consider the impact that the OEIG finding have on varied aspects of the university including the morale. This is not simply a paperwork thing that needs to be changed, but we need to think about the morale of the faculty and also the very important support staff functioning here at the university. Thank you.

Virginia Naples: Good morning everyone. And again I thank you for offering me the opportunity to speak. I have spoken to this body on numerous previous occasions about a variety of different issues, but the news that occurred this morning was a surprise. I'm sorry to say that I believe it is a necessary change. One of the most important things that will ensure the survival of NIU as a functioning institution depends on public participation in the universities activities. What does the university do? Do students want to come here? Will students be able to be supported by their parents in doing so? Perception is the issue. Whatever has actually happened is a very important set of issues and these have been raised very eloquently by my predecessors talking this morning. However, it is the perception of the public that will determine the future course and success of this university. It is the responsibility and the right and the privilege of the members of our Board of Trustees to ensure the highest level of professional ethics are adhered to and the standards are met and this is what the public will be perceiving. There has been an awful lot of coverage in the news that has questioned the way NIU has done things in the past as well as continuing into the present. What we need to do is to change direction dramatically. It has always been said, and I'm from New England and this is what my grandmother told me, is that a new broom sweeps clean. We need a new broom and one of the things that needs to happen is we need to change direction and to greatly increase the transparency with which things are done at NIU. The financial mismanagement needs to be corrected and removed and things need to move forward in such a manner that the public can regain the perception that NIU is heading where it wants to go. One of my previous predecessors this morning mentioned that the relationships among the faculty and the administration and the Board of Trustees and the public also need to be repaired. As I think some of the examples put forward illustrate, there has been a tremendous amount of suffering on all levels of the people who are involved working at this campus. This has got to be improved as much as can possibly be done granted in light of a very difficult fiscal situation in the state of Illinois. We now have a chance to change direction to go in a direction that is more inclusive, that honors the shared governance ideas that the university has always presented but has fairly infrequently followed through

with; and the public needs to be reassured that these changes have occurred and I ask that the Board of Trustees be responsible and responsive and willing to undertake this challenging mission. Thank you.

6. CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair Butler began, I've made several comments already and so I will just simply invite our colleagues from the University Advisory Council to address this Board if they wish. We have with us Professor Greg Long, Ms. Cathy Doederlein and Ms. Holly Nicholson.

Greg Long began, thank you Chair Butler. As a start I want to thank the Board of Trustees for your dedication, and work, to the university. I've been here on faculty since 1991. I have entered my 26th year and on July 1 will be my last, I'm retiring then. So my comments are I've nothing to gain one way or the other by my comments today because I would offer an alternative perspective. A lot of criticism has been offered today with regard to President Baker and the Board, and how things have been done. And, I will certainly acknowledge mistakes were made. That is very, very clear. However, if you read through the OEIG report you read the response from former HR Director Steve Cunningham, who says he still believes the classification of the affiliate category was appropriate. I do not believe that there was intention. I believe that mistakes were made with good faith and I also think that the Board of Trustees has done things to deal with and correct these problems, and so, yes, there were, if we're talking about 2013/2014, problems; but, we're now talking 2017 and I don't believe there's a chance that those same kind of mistakes would be made again. And, so I would just mention that, and I would also say in terms of the faculty/staff morale issue, or the reporting issue, you have heard from other colleagues giving their opinions, in my role as Faculty Senate President in the three weeks that the OEIG report has come out, I've received two inquiries about it. One from Professor Haji Sheikh and one from Professor Kendall Thu. Professor Thu even sent an email to the entire Faculty Senate asking for their input, perhaps we get together this summer and talk about this, and that did not generate a single response. So I mention this to you to say that, yes, there may be some certainly broad public concerns about the issues we're talking about, but among many of the faculty and staff President Baker still does have support, and we have support for the Board in terms of the corrective actions you've taken as well. So I'm saying this in my role as Greg Long, longtime faculty member, but also saying, as the Faculty Senate President, there's not been an overwhelming response from the Senate at all with regard to the OEIG report. Thank you. I'm sorry I'm taken aback by what happened today. I wasn't really prepared for these comments. I have two other things I'll very quickly mention that have nothing to do with this. First, as we've talked about before, the significant need to set up the policy library. That's well underway, the website design has been created, the policy on managing policies has been circulated among the cabinet and deans and the graduate assistants, with the University Counsel's Office working to upload policies. I offer lots of thanks to the people who have been involved with that. The one thing I have to encourage is the hiring of a policy librarian. Putting all this effort together is really, really critical for the ongoing maintenance of the university. As I brought up before, there are four separate policies on how one evaluates the president. We can't have those kinds of things and function efficiently. But to do that does require that we hire a policy librarian; and, as support for that, the leaders of governance sitting here with me as well as Christine Wang from the Student Association, we've signed a petition that was sent to President Baker with a request that, from the shared governance perspective, we believe the hiring of a policy librarian is a critical aspect of continuing to move forward and avoiding the kinds of mistakes that may have led to some of the things we're talking about right now. The final thing I would say, and I'd be remiss not to, because I'm a long time civil rights advocate as it pertains to disability and accessibility issues, as the university moves forward, we need to be sure to deal with budgetary issues and planning for accessible technology. Right now we are significantly behind the times. Many other universities are far more along than we are, and if we're going to think about on-line education, if we're going to think about showing videos, by law we are required to have those things captioned. We are required to have things readily accessible, and the rules change in January of 2018 to make things even more stringent. I would strongly encourage the university to take the worry seriously about the risk we run by not being technologically as accessible as would be mandated by law. Those are my comments.

Holly Nicholson commented, good morning, thank you. I as well prepared some remarks earlier in the week that, with the gravity of this situation, I'm going to stray from those for a moment. I'm also going to step away from representing my constituency for a minute and talk personally. I've been working with President Baker since before day one. I think the first thing I taught you was how to use Twitter. That might have been a failed experiment. I have always been impressed by your candor, by your ability to relate to our students and by your passion for the university. I know that President Baker took some big risks to try to move the university forward and try to make some changes; and, sometime that results – there's positive results and sometimes not. But I'm still trying to process the announcement from this morning and I know that I will think of things I wish I had said later; but, for now, what I will say is that I wish you the very best and I have faith in the succession plan that's in the Board regulations, and I'm going to do whatever I can to be supportive to keep the university moving forward. I ask that the university community come together as well and do the same. Then there are some other upcoming departures that I would to acknowledge if I may. I'm not sure Harlan is still in the room, but I've had the privilege to work for Harlan for the past three years and I want to thank him for his willingness to come back to NIU and serve in the role of Interim VP for, first, Marketing Communications and, then, Enrollment Management Marketing Communications. His care for NIU is obvious in his hard work in marketing and branding and building relationships within the university so we can all work together as a team to recruit and serve our students. Our brand and our internal partnerships are much stronger now than they have been in the past ten years that I have been here thanks to the dedication of Harlan and his team. He's always been supportive of my team personally, web communications. He understood the mission and goals of NIU's web presence and pushed us to a higher standard for which I will always be grateful. I wish Harlan all the best. And then of course last month I expressed my excitement to welcome Sol Jensen to the university as Harlan's successor. Next, Greg Long. The university is losing an incredible asset in the departure of Greg Long. As an educator, he loves his work and his students and has their respect and appreciation. He's the most passionate person I've met regarding accessibility and rights for persons with disabilities. In his role in the University Council, he's been a mentor for me. I'm so thankful to have served in shared governance with him for the past two years. He is honest and sincere, knowledgeable, and he puts the best interests of the university first. And he's not only been an advocate for faculty, but staff and students as well. I want to thank you Greg for your service and I'm sorry to see you go, but I wish you the best. Finally, I've come to the end of my term as Operating Staff Council President and have chosen for this year, at least, to not run for reelection due to new job duties I have taken on. It's been an honor and a privilege to represent Operating Staff for the past two years and I'm going to miss all the opportunities that this position offers, but I hope the relationships that I have been able to build will continue. I thank the Board and the NIU administration for the increasing openness and transparency that you've offered, and I hope that will continue with whoever takes my place. I began my presidency in extremely difficult circumstances and although conditions have not improved at the state level, I am proud of what we've been able to accomplish for staff. The Operating Staff Personnel Advisor, more support for shared governance participation, more equity in shared governance, continued improvement to communication and much more. I'm grateful for the input staff has been able to give, most recently in the president's 360 review. As I leave I ask you to consider the staff perspective and the effect all decisions have on their ability to perform services for students as well as their own wellbeing. I have so much respect for the people that I work with across the university. They are intelligent, they are dedicated, and they are self-sacrificing. Please provide them the support and the input that they deserve when you are able to. Thank you for your thoughtful leadership of this university and I hope to be able to work with you again. I'm always happy to help whenever and wherever I am needed.

Cathy Doederlein added, again as Greg and Holly had noted, prepared remarks seem to kind of go out the window at times like this, somewhat understandably I think. When people ask how long I've been at NIU, I often joke, "since birth," because both of my parents started here in 1969 and gave a combined nearly 90 years of service to NIU. I was proud to be able to be a Huskie myself as an undergrad and a grad student and then return to NIU in 2011 to help in a capacity related to internships for the campus. I also now have the opportunity to serve as SPS Council President and, of course, it's a challenge when you represent 800 people, to always be able to voice all of their interests and concerns, because, as you might expect, across those 800 people there are differing opinions. So I will step away, as well, from my role as

SPS Council President, and just go to my role as myself, a long time Huskie, and thank President Baker for all of the belief he has had in me in my career and the belief he has in this university and its greatness, and its ability to be great for our students. That is ultimately what we are here for, our students. We do not have anything without them and I truly believe that President Baker, and his mission towards student career success, and towards academics and research and engagement, have been with that in mind. That said, I can appreciate the decision that he's made, because I see it as he wants the university to continue to succeed; and, though I do not necessarily personally think this is the answer, I respect his decision and see it as only a sign of his continued desire to see NIU continue to grow and be the amazing institution that it is and that it will continue to be. So, thank you for that. I do also want to have the opportunity to thank both Holly and Greg. Greg is just an amazing advocate for not only faculty but for staff as well, and that has been clear in everything that he's done, and also I've appreciated his great passion for persons with disabilities. Holly has been a delight to work with relative to Operating Staff. I think sometimes people think that Supportive Profession Staff and Operating Staff have very different concerns and needs, but that's not actually the case always. We often have very similar needs and concerns and I think we've worked well in supporting each other in that. And then, just to in some ways respond a bit to some of the comments made, I actually think that currently we have really great shared governance and a really great opportunity to express our concerns and have them heard. A great example of that is relative to some of the potential layoffs. I had the opportunity to work with the Provost and the Senior VP of HR to discuss some of the concerns about SPS that we had and they were very much heard and paid attention to. And, just even commenting here today and being acknowledged at these meetings is, frankly, a great example of the way in which I do believe shared governance is honored within this institution, and I look forward to that continuing.

Chair Butler responded, thank you Cathy and thank you to all three of our excellent representatives of the University Advisory Council. I've worked with all three of you and, in particular in the last two weeks, have had some opportunity to talk with you and learn about the perspectives of your respective constituencies and your individual wisdom that has been cultivated over years of experience, and, in Cathy's case, from birth. I know both her parents, her late father and her still thriving and rambunctious mother, who have both been great friends and colleagues of mine. Thank you for your reports. I appreciate it. And, of course. Dr. Long, congratulations on your retirement. It's well-earned and you go out with a very distinguished record of leadership and scholarship. and all of the contributions that one wishes to claim after a long and impressive academic career. So, thank you. Do any of the trustees wish to make any comments before we move to the next item?

Trustee Boey added, I just want to have a moment to thank Dr. Baker for a job well done under very difficult circumstances and my best wishes for your future

Trustee Barsema commented, I've never been known for being silent and I'm not about to be silent right now. With all due respect to the faculty and students who spoke today, thank you for your comments. I have, along with my wife, been a donor to the Foundation, as well, for the last 18 years. I've been on the faculty for ten years. I know NIU as well as most in this room, if not all. The commitment, and I'm new to the Board of Trustees, but the commitment of the Board of Trustees, of every member on this Board, don't ever question it. Really, don't ever question it. I have been amazed in the five months that I have been on the Board of the commitment and the transparency and the work that these volunteers have all put in for the benefit of the university and will continue to put in. I have been amazed as I have stepped up to the Board of Trustee level, and now get to work with a much broader cross section of the university, of the dedication and the skill set of everybody who I have come in contact with, from the senior cabinet down to the people at the front desks doing the work. It's an amazing place. It's an amazing place with amazing people, hardworking people, dedicated people, loyal people, skilled people who I will defend with every breath I take because, to me, this is an institution that needs to be proud of itself, has educated hundreds of thousands of students, myself included, and two of my three sons included. And, I appreciate the critics. We all need critics in the world. We all need people who are willing to voice the other opinion, and I appreciate that, I really do. We take note of it. We learn from it. We do, we learn from it. So thank you.

But, we have a university that is a great place of learning and we can't divide ourselves. We have to work as one group, as one team. With all due inspection and transparency, absolutely, but we have to work together. And I assure you, from my standpoint, and from what I've seen of my peers on this Board, you have a Board, and you have a team here, that is going to work very, very hard, has worked very, very hard, on your behalf, and will continue to do that. Dr. Baker, thank you. I have known Doug and Dana now for the last four years, and anybody who, in this room, is perfect, please raise your hand. Didn't think so. No one is. Have mistakes been made? Sure. But from an integrity standpoint, don't ever question his integrity. Don't ever question his loyalty to NIU. Don't ever question the amount of time that this man has worked and the amount of effort that he has put into the university. It is beyond reproach. And so, Doug, thank you for all that you've done. The university is a better place four years later. We have so many great things going in the right direction: program prioritization, the pathways, all of the great things that we're doing. The pointers, yeah we need some wind behind our sails from the state, please Springfield, but the pointers are going in the right direction and there are so many folks in this room who have worked hard, and the changes that have happened under Dr. Baker's tenure, it's a sad day for us that we got to this point where he felt that he needed to leave the university in order for the university to move forward. But, thank you very much for all that you've done.

Trustee Wasowicz added, Trustee Barsema you always do such a great job. I really can't add a lot to that, in that I do believe strongly in the integrity of Dr. Baker and I also believe very strongly in the integrity of this Board. When I took the oath I said I'd take this very seriously and, yes, I do; and, the one thing I think that we really need to look at as a community here, and as a Board, is we've seen, I think from what I've heard, I'm new, but this Board was very divided. We are divided no more, and we move forward with one common purpose, and that is to take NIU to the next level. Unfortunately, Doug, life isn't always fair and I think we're seeing this play out here right now, as it has not been fair to you. I'll just share something with you that from when I first met you. So I'm an alum, I'm a donor, and I also taught here for five years. And, you may not remember this though, but I taught in the entrepreneurship class in the business school, two doors down from Dennis; and, we were working on a project and some of the students really wanted to see how we could improve the university, and I said, okay, as extra credit, we will do a higher education consulting company and we're going to look at all facets of a university, and of course everybody knows NIU the best. That might have been the second time I met you. We were at some athletic event, I've been on the athletic board for a while, and I explained to you what was going on with this and what we were doing in the classroom. I said, boy, it sure would be nice if we could get somebody to help us out up where the air is a little thin in Altgeld Hall, and Doug kind of laughed and said, I can get somebody to work on it. I said, well, I was thinking about you, in a joking manner, and he turned around, and he looked at me, and he goes, "I'll do it." And, the way you impacted every one of the students in that class, and the times that I've met you for lunch; we don't go to a restaurant, we go meet in the dorm, and we go have lunch with the students. So, I know where your heart is at, and I know where your integrity is at, and I think it's in some ways a sad day and in some ways it's very much a new day for NIU. And, just so everybody knows here, and Dennis I agree with you, I respect everybody's opinion, it's good to hear all of these things, but I can assure you that this Board, straight down the road here now, is unified and we're going to take this university to the next level. Doug, congratulations on your new life.

Trustee Herrero noted, as a newer member of the NIU community I can say that I have been nothing but absolutely impressed with so many – with the NIU community, everybody from Doug, from President Baker, to Harlan, to Greg Long, to all of the folks I've had the opportunity to meet with and see what their commitment and dedication, and their true leadership, is at the university. I had the opportunity as a new Board member – opportunity is one way of putting it. I think President Baker, also, just felt it was extremely important that, as volunteers and trustees, we spend two full days here at the university to meet with his leadership team individually, without him in the room, to ask all of the questions we needed to ask and get all of the answers we felt we needed to be responsible members of this Board. That says a lot about Doug, President Baker, and it says a lot about the team and how transparent they were and really gave us everything from the facts to their dedication and to their support of President Baker. I don't know how many boards are asked to do that, how many trustees are asked to do that, but I can say that was so

important and that has made me that much more dedicated to this community. I can also say that this university has come very far in the last four years under President Baker's leadership and I am absolutely impressed. And, I also have to say, as a woman of color, I really respect President Baker's dedication to our underrepresented students. He has embraced diversity on this campus, bringing on a Chief Diversity Officer, understanding how important it was to represent today's student at NIU. With all that, I say "thank you" to all of those members of the community this is their last meeting and to President Baker. Thank you, and along with Eric and Dennis and the rest of the trustees, I say congratulations on this next stage of your life and thank you for your dedication and commitment.

Trustee Struthers commented, I have a few comments, conscious of time of course. This is a complex environment and situation on many, many levels. It's far beyond the OEIG investigation. It's complex period. I'll focus my comments on a few things. One is the headwinds are enormously strong. We talked a fair amount about, obviously, the transition and Dr. Baker's efforts, and the immediacy of that situation, which is enormous and very considerable. The state budget obviously is a major issue. Enrollment is a major issue, and our financial condition; so, we look at the reality of what we face today; it's really, really, really, really hard. What I do know is division, and lack of focus, and consternation, and picking at the pieces and parts whatever they may be, there are plenty of targets to shoot at -- that is a losing proposition. We need hyper focus on efficient delivery of services to our students and to recruit more students. We need more revenue via productive activities and we need less expense. Our expenses have far exceeded our revenue. It's only going to get harder, not easier. We can't really count on the state. We can hope, we can't rely. I think I fully support where Dennis' head is at, and the fact that we need to pull together here. Absolutely, positively. Our history, I love the comments about being born at the university. I'm nearly in that camp. We have such a rich, and full, and deep history that we've all participated in. I mean this town counts on the success of this university; this region counts on the success of this university. We have to pull together. Failure is not an option. It just isn't. So I, again, I have great respect, Doug as you part, the comments, you were truly a tireless advocate for the university. Your schedule, it would wear me out looking at it, and your enormous dedication, absolutely, as Eric mentioned, lunches in the dorms. I mean you loved the students, and you loved the mission of this university. That will be greatly missed and it's a sad day no doubt about it. But we need to move forward. It is the next chapter for Doug personally and Dana. I wish you the very best in the next chapter for the university. We need to pull forward together. Godspeed.

Trustee Coleman commented, four years ago we hired Dr. Baker and part of his marching orders was to come in and help transform the university. Four years ago we saw signs that enrollment is declining, tough financial situation; we're going to transform the university. And we gave Doug the marching orders to do exactly that as a Board. And we knew it was going to be difficult. We knew he had to come in and try to help try to change the culture of the university. And that's not an easy thing to do. We knew there were going to be push backs. We knew there were going to be missteps. We knew that there were going to be some people that would be offended and threatened and would fight back. So we anticipated some of the things that we've seen over the last four years in terms of nay sayers and people wanting to go back to the 70's and the way things were. Our society has changed, we've got to continue to adjust to those changes, and if we don't, we will continue down what I would call a death spiral. We've got to make sure that this doesn't happen to our institution that we care about and that we love dearly. So, Dr. Baker, I want to say thank you for our time. I wish the outcomes were different. I wish the circumstances were different. Everybody that's in this room, and other people that are part of this community, the key stakeholders, going forward we've got to sit back and say everything that we're doing; we need to take a gut check and look at everything that we're doing and say, is it helping the institution or is it hurting the institution? I talked to some of the state officials down in Springfield the other day, and somebody said what's going on? Why NIU has more FOIAs by far than any other institution? You know how much time and man hours we're spending taking care of the requests of people that want to look at expense reports, and want to look at our e-mails, and want to look at our calendars? It's the state law, and we're going to do what we can, and I know the people in this institution are going to follow the rules, and that's expected of them. But, when we talk about wasting university money, and wasting the resources of the university, and trying to do it in

the spirit of what's best for the university; when, at the same time, we're tearing down the university, we're killing the morale of the university. We all need to take a gut check. What are we doing? Is it hurting the university? We're talking about people's careers. We're talking about people's livelihoods. And, I can tell you, every eight members of this Board, we don't take that lightly. We don't take the mission of this university lightly. This is not a perfect institution and we're not perfect. We're at a point now where we've got to sit back and say, how do we turn this institution around, and we're going to need everybody to assist and help make that happen. So, Dr. Baker, we wish you the very best and thank you for your time and commitment to us. Appreciate it.

Trustee Butler responded, I'm so impressed with this Board and it's such an honor to have chaired it for the last six months, and prior to that for two years. This is really a great group of people. If I haven't been clear, I was so impressed with the people that were named to the Board by the Governor and the continuation of Trustee Struthers's service. I think you saw today that this is a very passionate group of people, and it's my pleasure to work with them and I look forward to that continued work. I consider myself very fortunate to have had the opportunity to work with these individuals and the three prior trustees who have recently left the Board, and also to have spent a good deal of time with Dr. Baker. I became the chair when he became the president, and, so, we've worked very closely together, and we've worked very closely together during the very difficult times that are now the subject of this report. And so I have a different vantage point than, I think, some of the speakers here today who spoke earlier during the public comment period, and my version of events is the same as Dr. Baker's. I think we attempted as a Board to make that clear in our statement. It wasn't super lengthy but also wasn't particularly brief. It was unprecedented and I hope the community appreciated our effort to convey, in a very serious way, the manner in which we viewed that investigation, the length of it, the findings, and whether or not it was helpful to us as we attempt as a community to manage the extremely challenging circumstances that we are in, which, as you have already heard, are only going to become more challenging. I strongly believe that FY18 will be the most challenging year this university has ever faced. So, we do have to be unified. It doesn't mean we all have to agree all the time, and there's no room for criticism, and there's not tolerance for objection. It just means that we need to be singularly focused as a community on what's in the best interest of the university and its stakeholders, and, very importantly, the students, but also those who come to live and work here and to make their careers here.

7. REPORTS OF BOARD COMMITTEES AND BOARD LIASIONS

a. Executive Committee

Chair Butler indicated the Executive Committee has not met so there will be no report.

b. Academic Affairs, Student Affairs and Personnel Committee (AASAP)

Trustee Coleman reported, at the May 18, 2017 meeting of the Academic Affairs, Student Affairs, Personnel Committee, we approved a total of ten items. Of those items, the following items have been forwarded to today's meeting for approval: deletion of the Bachelor of General Studies only within the College of Education and the College of Visual and Performing Arts; deletion of the emphasis in Dance Performance within the BFA and the Theater Arts in the School of Theater and Dance within the College of Visual and Performing Arts; the Oral English proficiency annual report, 2015 through 2016; and recommendations for faculty promotion, tenure, and promotion with tenure for 2017 through 2018. The following items were approved at the Special Board Meeting on May 18, 2017: tuition for Masters of Accountancy; the reappointment of the Dean, College of Health and Human Science; the appointment of the Dean in College of Engineering and Engineering Technology; the appointment of the Dean, University Library; the appointment of Vice President for the Division of Enrollment Management Marketing and Communication; and the authorization to retain external search services for the recruitment of Nursing chair, Nursing faculty, and Physical Therapy faculty.

c. Compliance, Audit, Risk Management and Legal Affairs Committee (CARL)

Trustee Boey reported, the Compliance, Audit, Risk Management and Legal Affairs Committee, also known as CARL Committee, met on Thursday, May 18, 2017. The minutes of the November 17, 2016 CARL Committee meeting were approved and the agenda included two information items. The first item was a presentation on the annual review cycle for the university's enterprise risk management system by Dr. La Vonne Neal, Associate Vice President for Process Improvement and Operational Effectiveness. A report on the external audit for fiscal year 2016 by Larry Pinkelton, Acting Chief Financial Officer and Associate Vice President for Finance and Budget. Related materials for these presentations were included in the board book for review and information. The next meeting of the CARL committee is scheduled for August 17, 2017.

d. Finance, Facilities and Operations Committee (FFO)

Trustee Struthers reported, at the May 18, 2017 meeting of the Finance, Facilities and Operations Committee, we approved a total of 8 items included two FY18 contract renewals for waste management and utilities, intercollegiate athletics secondary student health insurance as well as air charter services for the football team for FY18. We also approved IT items for voice trunking services and EMC storage lease. The purchase of study materials for the School of Nursing, NIU Foundation professional services contract for FY18, and an amendment to the boiler assessment and phase I design project. The Finance, Facilities and Operations Committee also had 6 information items reports of finance, investment, transactions, and projects as well as a facilities update by John Heckmann. The FY18 internal budget was presented and will be voted on later at this meeting.

e. Legislative Affairs, Research and Innovation Committee (LARI)

Trustee Barsema reported, Legislative Affairs, Research and Innovation Committee met on May 18, 2017. Mike Mann delivered his last state budget update before retiring. Then, as now, state appropriations for fiscal '18 remain uncertain. Vice President Jerry Blazey provided verbal updates on Federal Relations, Sponsored Programs, and corporate partnerships. In Washington the FY17 budget showed good favor to NIU priorities and we heard about early FY18 budget developments. Here at home I'm happy to report that our faculty productivity, as we measure by sponsored programs administration, remains on par with fiscal year 2016, which is an outstanding outcome given the state and federal funding pressures. Last we talked about corporate partnerships. They were highlighted by the second year of the Ideal Industries entrepreneurship program and further progress on the Discover internship program.

f. Ad Hoc Committee on Enrollment

Chair Barsema reported the committee has not met since the last meeting.

g. Ad Hoc Committee on Governance

Trustee Butler reported the committee has not met since the last meeting.

h. Illinois Board of Higher Education

Vice Provost Douglass reported, the IBHE meet on June 13, 2017. I have four key highlights from the meeting to report to you. First, two resolutions were passed honoring the outgoing IBHE student members Stephanie Torres and Justin Provo. I bring that up because Stephanie is one of our students and she was highly praised for her work on the attainment gap action team. Secondly, members of the IBHE Faculty Advisory Council gave a report on their activities and they also held their annual luncheon with the IBHE earlier that day. One thing of note, they requested that the IBHE support the addition of two new membership positions for faculty to serve on the IBHE. They noted a current legislative proposal that's been introduced to provide for this which is Senate Bill 440, and the bill is sponsored by Senator Pat McGuire would provide three year terms for these two faculty members to serve on the IBHE. Third, there was a

presentation by Meagan Dugan Bassett the Illinois State Policy Consultant with Lumina Strategy Labs which works with states on the commitment toward higher ed, strategic finance, affordability and innovation. The presentation referred to a number of trends, most of which we know; lack of state funding, decreased enrollments in Illinois, out migration of Illinois students. The Board asked her to provide information in the future on other states working with Lumina so that we could get some strategic best practices and utilize those here in Illinois. Finally, the last item under action items and NIU had one. The IBHE approved the creation of the School of Interdisciplinary Health Professions in the College of Health and Human Sciences which had been approved earlier by this body on February 16th.

i. Universities Civil Service Merit Board

Chair Butler reported, the State University Civil Service Merit Board on June 1, 2017 at the University of Illinois in Chicago. Highlights were the election of officers and reports from the board's advisory committees, one in particular from the human resource directors of state universities and the discussion of the need to update the civil service system. We also had updates on proposed rulemaking efforts geared toward updates to section 250.110 of the administrative code pertaining to the Civil Service system; an amendment to a demonstration project or pilot study at the University of Illinois; and an update of current audit activities of the system and an update on recent legal activities. The most significant item was a discussion of the need to tender a response to and OEIG referral of a complaint concerning improper classification of employees. The Board took action to send correspondence to all the system boards, including our Board of Trustees, asking for cooperation and involvement in an effort to establish a logical plan for review of the current 36e(3) exemption process toward an eventual amendment to the University Civil Service Act that would define clearly what other "principle administrative employees" means. NIU's Board received this letter in an e-mail on June 12, 2017. That concludes my report.

j. Northern Illinois University Foundation

Vice President Squires reported, we expect this fiscal year to be a great challenge fund raising wise. You'll all remember a year ago we were celebrating the success of the prior fiscal year having set some new records for NIU, but the environment continues to be very challenging as you can imagine. But the good news is I feel that we are galvanized very effectively around what will be a very aggressive and focused campaign to raise money over the next year for scholarship support. This is a very markedly different style of fundraising than we've done at NIU before. We've wonderfully raised restricted dollars that are very partitioned for specific colleges and use in programs for students of a certain degree track and/or status in terms of their years in school. What the university really needs us to do right now is provide a war chest of general scholarship support that can be used to support the enrollment efforts. I'd like Sol to start on Monday knowing that he has a firm plan behind him to raise the kind of dollars that he can use to go out there and get those high impact students who have a choice in which university they might choose to attend, but also to continue to fund our access mission. We're very, very serious and focused I think by the next time we have a chance to report to you we'll have a name for this campaign, we'll announce a goal publically, likely in early July and I know many of the trustees already know about his plan and have told me that you're supportive of the direction. Our Board is very supporting of this direction, so I am optimistic that the NIU Foundation and in fact the entire Division of University Advancement which includes the Alumni Association in a very integrated and unified way and with great resolve will push forward to be a very important solution as we struggle with our revenue challenges going forward. So I'd just like to say as the year ends, you know again we probably won't have our best fund raising year, but I think turning this corner is something we're poised to do and I look forward to bringing you better results soon.

k. Northern Illinois University Alumni Association

Vice President Squires reported on the Alumni side, Reggie Bustinza has been here for almost six months now and he's done a fantastic job building his team. He has built a volunteer engagement program that's ready to launch. We are a division that works very closely together even though we're legally two separate organizations, the synthesis of volunteer engagement, alumni engagement, and fundraising programs to

develop the kinds of relationships that we need to sustain this university is at an all-time integrated high. I'm immensely proud of the work Reggie is doing to build his organization and if you haven't had a chance to meet him yet, you will be equally enthusiastic by his person, his character, and his commitment to NIU. He's also working very hard on a sponsorship program for the Alumni Association and understanding even as an organization that doesn't have as its core mission the mandate to raise funds, he understands that sponsorship help the university push forward and so he's of that mind as well as a revenue generating operation and much more will come that will position the Alumni Association as an even stronger force.

I. Northern Illinois Research Foundation

Vice President Blazey reported, since the last trustee meeting the NIRF Audit Committee and the full Board met in person on March 23, 2017. The Board is continuing work to establish a process for selecting research investments and has asked for a proposal at the upcoming meeting this fall. Professor Doug Clum attended the full meeting to present his research in Chemistry and we plan to make faculty presentations to the NIRF Board a regular occurrence as the Board scans for ways to support the research and technology mission of NIU. Also Federal Relations Director Dr. Anna Quider introduced herself and her office to the full Board. The Audit Committee met a second time this past Monday on June 12, 2017 and I'd like to report that the Audit Committee is doing an admirable job raising the game of the NIRF Board and helping us with our compliance requirements.

8. PRESIDENT'S REPORT NO. 115

Chair Butler began before we move into the President's Report No. 115, I want to move that we approve the items on the consent agenda including: agenda item 8.a.1, the boiler assessment and phase I design and capital improvement project in which amended approval is sought to increase the authorization amount of \$16 million and proceed with the design and construction efforts for phase I scope for two boilers; agenda item 8.a.2, regarding fiscal year 2018 waste management and utilities, solid waste removal and recycling at NIU DeKalb contract renewal, approval of expenditure authority for FY18 for Waste Management of Illinois Incorporated of \$420,000; agenda item 8.a.4, regarding fiscal year 2018 intercollegiate athletics air charter services for the football team, which involves approval of expenditure authority for FY18 vendor to be determined at \$500,000; agenda item 8.a.5, which is regarding the Division of Information Technology voice trunking services and vocal domestic long distance service amendment, which involves approval of expenditure authority for FY17 through 18 involving Frontier North with a new approval amount of \$305,000; agenda item 8.a.6, regarding the Division of Information Technology AMC storage lease, which involves approval of expenditure authority for FY18 through FY22 CDW/G for \$2,800,000; agenda item 8.a.7, regarding the School of Nursing and Health Studies study materials, involving approval of expenditure authority for FY18 through FY21 Elsevier out of Houston, Texas for \$450,000; agenda item 8.a.9, regarding a request for deletion of a degree program, recommending the approval of the deletion of the Bachelor of General Studies only within the College of Education and the College of Visual and Performing Arts; agenda item 8.a.10, another request for deletion of emphasis approval for the deletion of emphasis in Dance Performance within the BFA in Theater Arts in the School of Theater and Dance within the College of Visual and Performing Arts; agenda item 8.a.11, the Board is accepting the oral English proficiency annual report for 2015 to 2018 which shows no reports. In addition to that we have several information items that do not require the same sort of restatement. Agenda item 8.b.1, quarterly financial summary; 8.b.2, periodic report on investments; 8.b.3, quarterly summary report of transactions in excess of \$100,000; 8.b.4, the facilities update; 8.b.5, semiannual progress report of active capital projects; 8.b.6, Enterprise Risk Management annual review cycle; 8.b.7, external audit executive summary fiscal year 2016; 8.b.9, the federal relations report; 8.b.10, Sponsored Programs Administration; 8.b.11, Corporate Partnerships; and 8.c.4, the report on grants and contract awards. May I have a motion to approve these through the consent agenda?

Trustee Barsema so moved and Trustee Wasowicz seconded the motion. Motion carried.

UNIVERSITY RECOMMENDATIONS FORWARDED BY THE BOARD COMMITTEES

Agenda Item 8.a.(1) - Boiler Assessment and Phase I Design (Capital Project Amendment Approval)- Consent

Agenda Item 8.a.(2) - Fiscal Year 2018 Waste Management and Utilities – Solid Waste Removal and Recycling at NIU DeKalb Contract Renewal – Consent

Agenda Item 8.a.(3) - Fiscal Year 2018 Intercollegiate Athletics Secondary Student Health Insurance Contract Renewal

President Baker began, we have three items on the voting agenda. The first one is Fiscal Year 2018 Intercollegiate Athletics Secondary Student Health Insurance Contract Renewal. NIU Intercollegiate Athletics requires an annual secondary health insurance to meet the needs for insurance coverage for accident claims for student athletes for athletic related illnesses and injuries. The secondary insurance is required in addition to coverage that the student athlete’s may have through their own primary insurance. The secondary insurance product being purchased has been designed uniquely and specifically for NCAA members with a master policy forum negotiated on behalf of the schools in accordance with the NCAA regulations. This fiscal year 18 approval amount is for the NCAA group basic accident medical program insurance plan. Administrative fees and aggregate deductible claims coverage available exclusively through Ascension Benefits and Insurance Solutions Mutual of Omaha as agent and claims administrator. This renewal is year four of nine one-year renewal options to be determined annual based on a request for proposals that open on July 16, 2013. The renewal award will be advertised in the Illinois Procurement Bulletin. As such here’s the recommendation: the university requests Board of Trustees approval of expenditure authority for fiscal year 18 as follows, Ascension Benefits and Insurance Solutions \$315,000.

Chair Butler asked for a motion to that effect. Trustee Boey so moved, Trustee Barsema seconded the motion.

A roll call vote was taken:

- | | |
|---------------------------------|------------------------------|
| Trustee Dennis Barsema: yes | Trustee Robert Boey: yes |
| Trustee Veronica Herrero: yes | Trustee Matthew Holmes: yes |
| Trustee Tim Struthers: yes | Trustee Eric Wasowicz: yes |
| Vice Chair Wheeler Coleman: yes | Board Chair John Butler: yes |

Motion Approved.

Agenda Item 8.a.(4) - Fiscal Year 2018 Intercollegiate Athletics Air Charter Services for Football Team- Consent

Agenda Item 8.a.(5) - DoIT - Voice Trunking Services and Local Domestic/Long Distance Service Amendment - Consent

Agenda Item 8.a.(6) - DoIT EMC Storage Lease - Consent

Agenda Item 8.a.(7) - School of Nursing and Health Studies Study Materials – Consent

Agenda Item 8.a.(8) - Fiscal Year 2018 NIU Foundation Professional Services Contract

President Baker continued, Agenda Item 8.a.(8) is Fiscal Year 2018 NIU Foundation Professional Services Contract. The Northern Illinois University Foundation, an independent organization, operates to support the mission NIU through fundraising, asset management related support activities. Among such activities the Foundation coordinates and manages cultivation, solicitation, acknowledgement and receiving of all gifts; administrates, invests, and disperses funds; maintains all constituent records; manages and coordinates communication with constituents; and performs alumni relations activities. The university and the foundation annually enter into a contract which serves to outline the fundraising services and activities to be provided by the foundation on behalf of the university each year. The contractual agreement is in accordance with legislative audit commission guidelines. The contract amount assessed is \$630,052 which covers partial salaries and benefits for those assigned employees as well as a portion of programmatic

services in accordance with contract obligations. The remaining portion of the salaries for those employees is paid from the general revenue budget in the university. The recommendation is the university requests Board of Trustees approval of a renewal order for the fiscal year '18 contract for the Northern Illinois University Foundation in the amount of \$630,052.

Chair Butler asked for a motion to that effect. Trustee Boey so moved and Trustee Struthers seconded the motion.

A roll call vote was taken:

Trustee Dennis Barsema: abstain	Trustee Robert Boey: yes
Trustee Veronica Herrero: yes	Trustee Matthew Holmes: yes
Trustee Tim Struthers: yes	Trustee Eric Wasowicz: yes
Vice Chair Wheeler Coleman: yes	Board Chair John Butler: yes

Motion Approved.

Agenda Item 8.a.(9) - Request for Deletion of Program - Consent

Agenda Item 8.a.(10) - Request for Deletion of Emphasis - Consent

Agenda Item 8.a.(11) - Oral English Proficiency Annual Report 2015-2016

Agenda Item 8.a.(12) – Recommendation for Faculty Promotion, Tenure, and Promotion with Tenure for 2017-2018

President Baker added, the next one I'm pleased to bring forward is the recommendations for faculty promotions and tenure, and promotions with tenure for 2017-2018. After years of work, the following faculty were brought forward. They went through a rigorous review process and now the recommendation is the Academic Affairs, Student Affairs and Personnel Committee endorse this request and that I, the president, forward it by means of the president's report to the Board of Trustees for approval at its meeting on June 15, 2017. So we request approval for the tenure and promotion and noted.

Chair Butler asked for a motion to that effect. Trustee Boey so moved and Trustee Wasowicz seconded the motion.

A roll call vote was taken:

Trustee Dennis Barsema: yes	Trustee Robert Boey: yes
Trustee Veronica Herrero: yes	Trustee Matthew Holmes: abstain
Trustee Tim Struthers: yes	Trustee Eric Wasowicz: yes
Vice Chair Wheeler Coleman: yes	Board Chair John Butler: yes

Motion Approved

UNIVERSITY REPORTS FORWARDED BY THE BOARD COMMITTEES

Agenda Item 8.b.(1) - Quarterly Financial Summary - Consent

Agenda Item 8.b.(2) - Periodic Report on Investments – Consent

Agenda Item 8.b.(3) - Quarterly Summary Report of Transactions in Excess of \$100,000 – Consent

Agenda Item 8.b.(4) - Facilities Update – Consent

Agenda Item 8.b.(5) - Semi-Annual Progress Report of Active Capital Projects – Consent

Agenda Item 8.b.(6) - Enterprise Risk Management Annual Review Cycle - Consent

Agenda Item 8.b.(7) - External Audit Executive Summary – Fiscal Year 2016 – Consent

Agenda Item 8.b.(8) – State Budget Update

Matt Streb commented, Trustee Barsema said that when Mike Mann gave his last report in May he referred to the budget situation as uncertain. I was hoping that Mike would leave on May 31st and I'd come in on June 1st and there would magically be a budget all of a sudden. But unfortunately today the situation is still uncertain. There's a lot of political posturing going on by both parties right now. If anything happens it almost certainly won't happen until the last moment, probably 29th or 30th of the month. Everything's on the table, nothing's on the table. It's possible there could be a stop gap or life line. I've also heard that that's potentially not a possibility anymore. It's possible they could come to a – the grand bargain could actually go forward; and unfortunately it is possible that nothing could be done which would be very detrimental to the institution. One thing that we're very concerned about is that come June 30th if nothing is done, work will stop on Stevens Building and that will be the second time that that's happened at great cost and obviously we want to get our academic programs back into that building. One thing I just want to very quickly say too in wearing my old hat as the faculty athletics rep, I just want to point out that we had our first All-American last week in Hope Schmelzle with a 300 meter steeple chase and here's the thing that's most impressive about Hope. Not only is she our first All-American, but she will certainly be an academic All-American as well because she graduated this year with a 4.0 GPA. We're very proud of Hope. The other exciting thing, we had our Mid-American Conference meetings and at that conference meeting we have the Hall of Fame and award dinner. At the event, NIU won the Jacoby Cup. The Jacoby Cup is named after a former Mid-America Conference Commissioner and is given each year to the most successful female sports program in the conference. We were very, very proud of the year that our female sports teams had. It's also the first time in our history that we've won that award, which is very exciting.

Agenda Item 8.b.(9) - Federal Relations Report - Consent

Agenda Item 8.b.(10) - Sponsored Programs Administration - Consent

Agenda Item 8.b.(11) - Corporate Partnerships - Consent

Items Directly from the President

Agenda Item 8.c.(1) - Appointment Extension of Acting Vice President and General Counsel

President Baker added, the first item directly from the President is the appointment extension of Acting Vice President and General Counsel. Greg Brady is serving in the position of Acting Vice President and General Counsel as previously approved by the Board of Trustees. Pursuant to Section 2, Subsection a, Paragraph 2.b.1 of the Board of Trustees Regulations, we are requesting approval from the Board of Trustees to extend Mr. Brady's appointment from July 1, 2017 until June 30, 2018. Article 19.5 of the University Bylaws requires a temporary administrative appointment to be limited in term to one year or less and also accompanied by a search to secure a permanent incumbent within six months of temporary appointment. These requirements may be waived pursuant to Article 19.5.2.2 of the University Bylaws. Per bylaw Article 19.5.2.2 the President requested to extend the appointment and seek an appropriate waiver of the search requirement and the timeline restrictions outlined in Article 19.5.2 from the University Council. University Council will consider this request at its September 13, 2017 meeting. The university requests, therefore, Board of Trustees approval of the reappointment of Mr. Greg A. Brady as the Acting Vice President and General Counsel beginning on July 1, 2017 and ending on June 30, 2018.

Chair Butler asked for a motion to that effect. Trustee Boey so moved and Trustee Coleman seconded the motion. Motion approved.

Agenda Item 8.c.(2) - Enrollment Management, Marketing and Communications Mobile Messaging

President Baker continued, next is the Enrollment Management, Marketing and Communications requests for mobile messaging. The Division of Enrollment Management, Marketing and Communications requests

permission for project approval for a mobile messaging contract for improved engagement, increased efficiency, and strategic targeting with mobile messaging to perspective students and those in the process of enrolling. A request for proposal will be processed to determine a vendor, pricing, and renewal options. The initial award shall be for fiscal year 2018 with the university's option to renew for four one-year terms. Once an award is made it will be advertised in the Illinois procurement bulletin. Therefore, the university requests Board of Trustees approval of expenditure authority for fiscal years 2018 through 2022 as follows: a vendor to be determined, \$675,000. That is a total number, that's not per year, but that's the number added up across all those years, not to exceed.

Chair Butler asked for a motion. Trustee Boey so moved and Trustee Herrero seconded.

Trustee Wasowicz asked, for clarification on the item.

President Baker clarified, this is a tool to do automatic replies to inquiries which has been found to greatly cut down on the need to respond later as you get an answer immediately and it is a much more efficient service and very applicant friendly and has increased yield rates.

Katy Saalfeld, Acting Director for Undergraduate Admissions, added, this service is going to be texting students by working with our current CRM so we will be able to track the efficiency of this. Different vendors offer different options. One option is to just text a student. Another option that we are looking into will allow a student to actually reply to the text that we send to increase engagement. We're not only looking to share information with these students, but also engage these students so that we can increase our yield rate. Two different case studies have seen increased yield anyway from 3.9% to about 11%. For us that's several hundred students.

Trustee Herrero added, I'm real excited that you are doing this. I've read a lot of the research behind this and how much it helps not just with moving students through the pipeline but with overall engagement once they're here.

Chair Butler called for a vote and the motion was approved.

Agenda Item 8.c.(3) - Fiscal Year 2018 Internal Budget

President Baker continued, we'll move to the fiscal year 2017 internal budget. Each year the university seeks the Board's approval of the internal budget for the current fiscal year. In most years, the university receive its state appropriation in early June, but as a result of the state's current financial situation, the state has not yet provided the university an appropriation for fiscal year '18. This year during the fiscal year '18 budget development, our approach in developing our recommendations to the Board has been to expand our engagement with campus community and solicit their input more broadly. This has enabled us to make more well-informed critical and difficult decisions regarding our fiscal year '18 internal budget as we're facing declining revenues resulting from reduced state appropriations and continued enrollment shortfalls. The university continues to work together to reduce expenses through prioritization, deferment and collaboration in order to address the revenue shortfall. Once the university has received and enacted appropriation from the state we'll bring a final amended internal budget recommendation to the Board for approval. So this is our best estimate right now and ask for approval, although we will certainly amend it up or down depending on what actually happens with the legislature. The recommendation is pursuant to the Board of Trustees Bylaws, the university requests Board of Trustees approval for the fiscal year '18 internal budget as outlined in table 1 and 2 below.

Chair Butler asked for a motion. Trustee Coleman so moved and Trustee Holmes seconded.

Trustee Struthers added, we definitely need to treat this as a live budget and stay focused. The surface level expenses are not declining to the extent that they should be with respect to the decline in enrollment and decline in revenue. We've talked with the finance area and President Baker about the desire to get

more aggressive on the expense side. We need to focus on working capital which is thin and we have the assumption that there will be a stop gap contribution appropriation here at the end of the month. But if there's not that even gets tighter. Operationally, as you look into '18, we absolutely believe these expenses need to shrink more. That's the position of the finance committee. We were a bit distracted this past week for revision, but I think it's in everyone's best interest to know that we view this as a fluid budget and that we will watch it tightly.

Chair Butler added, I just want to say thank you to the folks in the Administration and Finance Office. These are very difficult things to put together in light of the circumstances of the state and thank you to Trustee Struthers who is working closely with them as the chair of Finance, Facilities, and Operations Committee. Thank you for your hard work and let's keep doing the very best we can to manage these very difficult uncertain situations.

Chair Butler called for a vote and the motion was approved.

Agenda Item 8.c.(4) - Grants and Contract Awards - Consent

9. CHAIR'S REPORT NO. 79

Agenda Item 9.a. – Fiscal Year 2018 Election of Board Officers and Civil Service Representative

Chair Butler began, we now move to the annual process of officer elections for the Board of Trustees. It has been my pleasure to serve as chair of this Board and I look forward to stepping down and moving on and seeing the Board continue its rotation of officers, as it has done periodically and will continue to do. The Northern Illinois University law requires that the Board elect annually by secret ballot from their own number a chair who shall preside over meetings of the Board and a secretary. So the law requires the Board chair and the secretary be elected by secret ballot. The General Counsel has shared with us an Illinois Attorney General binding opinion that appears to require that public bodies conduct elections in such a manner as to have an open vote that informs the public of each member's vote if the public seeks that information. Our bylaws call for the election of a Board chair, a Board vice-chair, a Board secretary, a fourth member of the Executive Committee, and the Board's representative to the University Civil Service Merit Board. Ballots for each of these elections will be distributed to each Board member by the General Counsel and our General Counsel has advised that the Board may provide an opportunity for nominations, expressions of interest, or acknowledgements of a willingness to serve as elected officers. So, therefore, I am now opening the floor if anybody wishes to make any comments.

Trustee Boey added, thank you for a job very well done. It has been a difficult year for you and for all of us, but I just wanted to be sure that I make this point and thank you for all your efforts. I appreciate it very much.

Chair Butler responded, thank you. I appreciate that, and I've heard that from all of you and greatly appreciate your support. It's been an honor to step into this role and fulfill Trustee Strauss's year long term, and I look forward to working very closely with the next chair and other officers of the Board. As we have already heard, we are a unified Board, we are prepared to take this university forward in a strategic and intentional direction. With that, we'll move then to the balloting to the office of chair and I'll ask each Board member to vote their ballot for the office of chair. This will be a secret ballot which means you will not have your name on the ballot and then the General Counsel will collect the ballots in the box. He will then go into the turret with Ms. Carey, who be watching the vote tally very closely. General Counsel Brady will come out and tell us whether any of the Board members received the requisite number of votes to be elected chair.

General Counsel Brady added, just quickly as one final reminder, do not write your name on this vote. By law it's a secret election.

Following the vote and tally, Chair Butler announced that Trustee Wheeler Coleman has received the requisite number of votes to become Board Chair. Congratulations Trustee Coleman. Obviously, very pleased, very pleased for you and I look forward to working very closely with you.

Trustee Coleman responded, Chair Butler you're still the chair and I want to tell you those are big shoes to fill. You served us well and we appreciate your support and your caring for the university. I also want to say to my fellow trustee members I appreciate your confidence in me. Thank you for your support. There's a lot of work to be done and I'm going to need your help.

Chair Butler continued, so the Board will now cast their ballot for Vice Chair. The Vice Chair will not be done as a secret ballot so you will see your names on these ballots. Each ballot will be personalized for the trustees and this will allow a public record of the vote of each member as required by the Attorney General's binding opinion. With the exception of the office of secretary, the remaining position will be conducted in this same manner so we can begin that process.

General Counsel Brady added, just as a reminder, I think it's obvious, but since Trustee Coleman was elected as chair, he is not eligible for this position.

Following the vote and tally, Chair Butler announced Trustee Dennis Barsema has received the requisite number of votes to be the Board's Vice Chair.

Trustee Barsema responded, I look forward to working with you and with all of the members of the Board and the members of the NIU family. Thank you very much.

Chair Butler noted, the next ballot will be a secret ballot and Trustee Coleman and Trustee Barsema are not eligible to serve as secretary. You will also see our incoming student trustee name, who will be eligible to serve in the remaining officer positions. Because he is an undergraduate, he is ineligible for the prior two officer positions which is why this is the first time you'll see his name on the ballot.

Following the vote and tally, Chair Butler announced, I have received the requisite number of votes to be the secretary of the Board. Thank you and I look forward to working with everyone. So, now we move to two additional positions. The first if the fourth member of the executive committee and obviously excluded from that are Trustees Coleman, Barsema and Butler. This is an open ballot, so your name will be on this ballot.

Following the vote and tally, Chair Butler announced Trustee Tim Struthers has received the requisite number of votes to be the fourth member of the executive committee.

Chair Butler continued, the final officer ballot concerns the University Civil Service Merit Board representative. There are no restrictions for this position so you could elect people that have been elected before. This will also be the fifth member of the executive committee as per our new Executive Committee structure.

Following the vote and tally, Chair Butler announced, it's my distinct pleasure to indicate that Trustee Veronica Herrero has received the requisite number of votes to serve as the University Civil Service Merit Board representative.

Agenda Item 9.b. – Closed Session Minutes Review and Release

Chair Butler continued, we move to the closed session minute review and release and I'm going to ask

General Counsel Brady if he could speak to that issue.

General Counsel Brady added, the Board members have been reviewing closed session minutes in closed session as permitted by the Open Meetings Act. There has not been a determination at this juncture to release any of the closed session minutes based upon confidentiality and I do not recommend any release at this time. The Board will take up the matter again as it's required to do on a bi-annual basis in the December meeting. Do I have a motion to approve that recommendation?

Trustee Wasowicz so moved and Trustee Boey seconded the motion. The motion was approved.

Agenda Item 9.c. – Resolution Honoring Student Trustee Matthew Holmes

Chair Butler began, I'll ask Student Trustee Matthew Holmes to join me at the podium. As you know the Board expresses its sincere gratitude to its members and at times others through the promulgation of a resolution, and it is customary for us to do so particularly for outgoing board members. I've enjoyed working with Matt and I'm sure that my fellow trustees join me in feeling the same way.

R E S O L U T I O N HONORING STUDENT TRUSTEE MATTHEW HOLMES

WHEREAS, Matthew Holmes has faithfully served as a student member of the Northern Illinois University Board of Trustees from July 1, 2016, through June 30, 2017; and

WHEREAS, prior to his appointment as Student Trustee, Matthew has been active on a variety of committees serving in a variety of roles representing students and working to improve student life on-campus and off-campus. He has served on the Campus Activities Board, holding positions of Vice President of Finance, Athletics Coordinator and Member of the Committee for Education Leadership. Matthew is also a member of the Sigma Nu Fraternity and served as Treasurer and Alumni Chair. In the Spring of 2016, Matthew received the Mortar Board Senior Honor Society Scholarship through the College of Business, Department of Operations Management and Information Systems.

WHEREAS, as a member of the Board of Trustees, Matthew contributed valuable insight and information regarding the student perspective. Matthew served as an active and engaged member of the Ad Hoc Committee on Enrollment; the Ad Hoc Committee on Governance; the Academic Affairs, Student Affairs and Personnel Committee; Legislative Affairs, Research and Innovation Committee; the Finance, Facilities and Operations Committee; and, the Compliance, Audit, Risk Management, and Legal Affairs Committee; and

WHEREAS, we, as his colleagues on the Board of Trustees, want to express our appreciation for Matthew's service to the NIU students and community, congratulate him on his achievement of his undergraduate degree in Operations Management and Information Systems at NIU and wish him continued success in his career; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Northern Illinois University in formal meeting herein assembled, extends its grateful appreciation to Matthew Holmes for his leadership and service to Northern Illinois University students and the Board of Trustees.

BE IT FURTHER RESOLVED that this **RESOLUTION** be presented to Matthew Holmes and a copy of this document be placed in the official files of the Board of Trustees as part of the permanent record of the university and the great State of Illinois and as a lasting tribute to the accomplishments of Matthew Holmes.

Adopted in a regular meeting assembled this **15th** day of **June 2017**.

BOARD OF TRUSTEES OF NORTHERN ILLINOIS UNIVERSITY

John R. Butler, Chair

Timothy A. Struthers, Secretary



Trustee Holmes commented, this is truly an honor. I want to start by saying today has been a different day for board meetings and I think the university is in a situation where we're set up for success in a tough spot of the state. I didn't have a chance to say earlier, but from a student perspective, Dr. Baker is very well liked. Every student I've met and talked to has held Dr. Baker in high regards and they see the student career success focus he has in internships and developing students here at NIU, and they see Dr. Baker's face on campus everywhere, at meetings, ceremonies, anywhere he can be with students. I would say, from a student perspective, students see that and appreciate it a lot from a president. Serving in this position, NIU had given me a lot. I never expected to be in this position coming here as freshman. I've developed myself personally, professionally and I'm honored to be able to give back in this position. Everyone on this Board is extremely intelligent and successful in their own careers and taking time to volunteer with this position. You see people like Chair Butler and every member of this Board put in tireless hours on top of their careers and families and it's impressive and inspiring, and I've learned the most just watching how you work as a Board and individually. It's truly been an honor to see that. Lastly, this is my last month, probably my last meeting, so incoming student trustee Giuseppe LaGioia will be stepping in. He's someone I got to know pretty well. When he was elected SA president, I was elected to this position, so we did a lot of work together to get these positions, and Giuseppe is someone who is really dedicated to NIU. It's refreshing to see someone with that drive and I know he's going to do well because of his passion for NIU. He's already served as SA president and I know he'll do well in this position. I'd like to publically wish him best of luck in continuing the role of student trustee. It's truly been an honor. Thank you.

Trustee Barsema commented, I would just say, Matt thank you very much. You've been a tremendous asset to the Board in the five months that I've been on the Board and I think you're a great role model and representation of our student here on our campus, and you've set the bar high for those that follow in your footsteps, so thanks very much.

Trustee Wasowicz added, I echo the same thing.

Trustee Boey added, great student representation on this Board and best wishes when you go out to the world. You will do great.

Trustee Herrero commented, I was just telling Trustee Coleman that I just have a lot of respect for student leaders because of all the work that you do. You excel in your course work and you still make time to do this, representing your fellow students is really impressive. With your resume, you will be able to find an amazing job. Thank you for not just being here just for the learning experience, but for being so engaged in all of the conversations. We really appreciate your insights and we need more student leaders like you, so thank you.

Trustee Coleman added, Trustee Matt Holmes, thank you for your support, your commitment to the university, commitment to the cause. One thing that I will always remember about you is your maturity. For someone your age you have a good perspective on the university, on life, and we wish you the very best in the future. Thank you for serving.

Trustee Struthers commented, you're a fine young man, and Trustee Coleman's comment on maturity was so clear that you're a balanced, centered, mature young man and we're proud of you and we're proud to have alums like you out in the graduate school as well as the marketplace in the next chapter of your life. Thank you.

Chair Butler called for a motion. Trustee Coleman so moved and Trustee Herrero seconded. The motion was approved.

10. OTHER MATTERS

No other matters were discussed.

11. NEXT MEETING DATE

Board of Trustees Committee meetings will be held August 17, 2017, beginning at 9 a.m. Full Board of Trustees meeting will be held on September 14, 2017.

12. CLOSED SESSION

Chair Butler announced, the Board needs to go into closed session now and we plan to take up business following the closed session. We are making provision, which I will ask Board Liaison Streb to explain, on how to be notified of the return of the Board after the closed session.

Matt Streb remarked, we anticipate closed session to be several hours, so if you would like to be notified before the Board goes back into session please text the phrase on the slide to 41411 and you'll get a text letting you know when the Board will reconvene.

Chair Butler asked for a motion to close the public meeting to conduct an closed 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, litigation and risk management matters as generally described under sections 2.c.11 and 12 of the Open Meetings Act, and closed session minutes matters as generally described under section 2.c.21 of the Open Meetings Act.

Trustee Boey so moved, seconded by Trustee Wasowicz. A roll call vote of the Trustees to recess to Closed Session was as follows:

Trustee Dennis Barsema: yes	Trustee Robert Boey: yes
Trustee Veronica Herrero: yes	Trustee Matthew Holmes: yes
Trustee Tim Struthers: yes	Trustee Eric Wasowicz: yes
Vice Chair Wheeler Coleman: yes	Board Chair John Butler: yes

The meeting is now closed and will re-open at the conclusion of the closed session. The Board adjourned for closed session at 12:05 p.m.

Reconvene Meeting:

The Board of Trustees of Northern Illinois University reconvened on June 15, 2017, at 6:43 p.m. Chair Butler announced they were reconvening after the closed session and asked for a roll call.

Members present were Trustees Dennis Barsema, Robert Boey, Wheeler Coleman, Veronica Herrero, Tim Struthers, Matthew Holmes, Eric Wasowicz, and Board Chair John Butler.

13. PRESIDENTIAL EMPLOYMENT

Chair Butler began, welcome back. The item on the agenda is regarding presidential employment and I will introduce the action item with some explanation. As I have already stated, the Board has been devoted to one over-arching objective prior to today, and all of today, to do what is in the best interest of the university. Dr. Baker made clear this morning that, after discussions he had with me, and then individually with other Board members, we concurred that it was best to move forward with a presidential transition. This was among the subjects discussed by the Board in closed session. As such, I have now the unenviable task of announcing that the Board and Dr. Baker have reached an agreement that will affect the transition of the presidency from Dr. Baker to an acting president effective June 30, 2017. There is indeed mutual agreement that the continued public attention in the matters contained in the OEIG report has become a distraction and our attention cannot be diverted as we attend to what will arguably be the most challenging fiscal year we have ever faced as a university community. Dr. Baker has made clear that he cares too much about this university and the people who work and study here to not take action to mitigate this uncertainty and concern. We placed this action item on the agenda to signal the possibility that the Board could take action on the future of the incumbent president not being fully certain at the time what that action would fully entail. That's not to say that we did not contemplate a range of options and considered the pros and cons of each following our mutual agreement that a transition was an appropriate pathway. There are no options free of consequences; financial, political, legal, and otherwise for all parties involved. This presidential transition agreement reflects a mutual agreement to affect Dr. Baker's separation from the university and the amicable resolution of any and all matters concerning his relationship with the university. The item outlines the nature of the agreement being considered by the Board which I will recite shortly. Copies of the transition agreement will be made available to the media as soon as it is signed. Lisa Minor will facilitate these requests at the end of the meeting. The Board has been advised by legal counsel that it may proceed with this action today and that is why it is what we are about to do. I also want to be clear that this action does not affect, or in any way address, the installation of the acting president. Dr. Lisa Freeman, Executive Vice President and Provost, will assume the presidency automatically, at the moment, Dr. Baker leaves the office on June 30th, in accordance with the Board's presidential succession policy. She will remain as acting president until a permanent president is appointed following a national search. Although the succession policy would allow Dr. Freeman to participate in a subsequent search process for a permanent president, she has indicated to me that she will not pursue that option. During these challenging times, her focus will be completely on the university. While the succession is automatic, the Board intends to enter into an employment agreement with Dr. Freeman which is subject to the new amendments to the Northern University law that took effect on January 1, 2017, that require the Board to post the principle financial components of any such agreement for the acting president's appointment in advance of the Board's action. That action will occur after a suitable arrangement for the Board and Dr. Freeman has been negotiated. I want to quickly add that NIU is fortunate to have a proven leader like Dr. Freeman prepared to take on the acting presidency. It is also no small consequence that Dr. Freeman will become the first female president of Northern Illinois University. Lisa Freeman has been a senior leader at the university since 2010 and, as Executive Vice President and Provost, has led many major initiatives. We believe she will build on these initiatives, continue our focus on recruiting and retaining students, work with the Board to address a very challenging fiscal environment, and function as a strong and articulate advocate for our academic mission. Dr. Freeman earned a Bachelor's degree in 1981, and a Master's degree and a Doctorate of Veterinary Medicine in 1986 from Cornell University. She went on to earn a Doctor of Philosophy at the Ohio State University in 1989, and subsequently worked as a post-doctoral fellow and research scientist at the University of Rochester School of Medicine. She spent 16 years at Kansas State University where she served as a principle investigator on research and training grants, taught courses in pharmacology and in the responsible conduct of research, and acted as a mentor for graduate students, post-doctoral trainees, and early career faculty members. In 2004, she was a fellow of the American Council of Education, and in 2005 she was promoted to professor and also became the Associate Dean for Research and Graduate Programs for the K-State College of Veterinary Medicine. In 2008, she became Associate Vice President for Innovation for the K-State Olathe Innovation Campus. Dr. Freeman was hired by NIU in 2010 as the Vice President for Research in Graduate Studies. I recall at the interview and the dinner I had with her then, a position she

held until 2013, which included an appointment as a professor in the Department of Biological Sciences. In 2013, she was appointed interim Executive Vice President and Provost and was named to the permanent position in May 2014, and her appointment was renewed in May of this year. I'm going to ask that we acknowledge that Dr. Freeman is here with us today and congratulations on what will be her soon to be appointment as president. I'm also going to ask Dr. Freeman to say a few words if she wishes.

Dr. Freeman began, this is certainly not a transition that I envisioned and this is a bittersweet occasion for me, but I'm honored to have this opportunity to serve Northern Illinois University. I fell in love with this university and with this community in 2010 when I interviewed here, the interview that Dr. Butler just referred to. I appreciate the institution's focus on excellence in teaching as well as research and engagement and I take great pride. Dr. Baker used the word "amazing" this morning describing the university, and I share that. I take great pride in the transformative experiences that this university offers students as it prepares them to succeed in their careers and in life and it's an honor to be able to help and support this institution during this very challenging time. I look forward to working with the Board, the faculty and staff, and the members of our community.

Chair Butler responded, now we'll move to the agreement itself. The item that's on the screen is item number 13 dated June 15, 2017, and I'm going to recite the summary of the agreement. The Board of Trustees and Dr. Baker mutually desire to enter into a presidential transition agreement to reflect Dr. Baker's separation from the university and the amicable resolution of any and all matters concerning Dr. Baker's relationship with the university. The following is the nature of the agreement being considered by the Board of Trustees and other information about the agreement that is intended to inform the public of the business being conducted by the Board. Sub point A, in exchange for appropriate consideration provided by the Board and as described below. Dr. Baker agrees to separate from the university and relinquish his position as president of Northern Illinois University effective June 30, 2017. Sub point B, upon Dr. Baker's resignation, the Board of Trustees agrees to pay Dr. Baker one year of Dr. Baker's base salary in the amount of \$450,000 and applicable benefits less applicable deductions or withholdings as required by law and regulation. In addition, Sub point C, Dr. Baker agrees to surrender any right or ability to assume active faculty duties in the College of Business. Under Dr. Baker's employment agreement effective July 1, 2013, Dr. Baker could elect to assume active faculty duties at a rate of \$225,000 per year upon the conclusion of his service as president. In consideration of Dr. Baker's agreement to surrender any active faculty duty rights, the Board of Trustees agrees to pay Dr. Baker a one-time lump sum payment of \$137,500 less applicable deductions or withholdings as required by law and regulation. Sub point D, pursuant to Article 9 of the Board of Trustees bylaws, the Board of Trustees agrees to pay Dr. Baker an amount up to but not exceeding \$30,000 for Dr. Baker's reasonable, unpaid expenses for legal counsel in relation to his service to the university. Sub point E, Dr. Baker has agreed to leave the university president's official residence on or before July 31, 2017. Sub point F, Dr. Baker agrees that other than the payments set forth above, no additional amount is payable to Dr. Baker under the provisions of the agreement. Dr. Baker further releases any claim related to his employment with the university existing on or before execution of the agreement and agrees to waive any right to use a university internal grievance or appeal process or any other administrative or judicial process for such claims. The Board hereby agrees to the terms and conditions outlined above and authorizes those terms and conditions to be reduced to a mutually agreed written presidential transition agreement between the Board and Dr. Baker.

Chair Butler asked for a motion to approve the presidential transition agreement. Trustee Coleman so moved and Trustee Boey seconded the motion. The motion was approved.

14. ADJOURNMENT

Chair Butler asked for a motion to adjourn. Trustee Wasowicz so moved and Trustee Boey seconded. The motion was approved. Meeting adjourned at 6:56 p.m.

Respectfully submitted,

Kathy 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.