

Anyone needing special accommodations to participate in the NIU Board of Trustees meetings should contact Kathleen Carey, Recording Secretary to the Board of Trustees, 815-753-1273, as soon as possible.

PUBLIC NOTICE
Special Meeting of the
BOARD OF TRUSTEES OF NORTHERN ILLINOIS UNIVERSITY
Thursday, August 17
Board of Trustees Room - 315 Altgeld Hall
Northern Illinois University
DeKalb, Illinois

Approximate Schedule

1:30 p.m. Special Meeting of the Board of Trustees

Agenda Format for the Meeting

1. Call to order and roll call
2. Verification of quorum and appropriate notice of public meeting
3. Swearing in of Trustee Giuseppe LaGioia
4. Meeting agenda approval
5. Chair's comments/announcements
6. Public comment*
7. President's report 116
(Expected to include items for board *review and endorsement*: Appointment of Acting Dean, College of Liberal Arts & Sciences; Student Internship Partnership/Lease or License Proposal. Possible other matters for discussion only.)
8. Chair's report 81
(Expected to include items for board *review and endorsement*: Proposed Bylaw Changes for Standing Committees. Possible other matters for discussion only.)
9. Closed session
10. Other matters
11. Next meeting date
12. Adjournment

*Individuals wishing to make an appearance before the Board should consult the Bylaws of the Board of Trustees of Northern Illinois University, Article II Section 4 – Appearances before the Board, niu.edu/board/bylaws/index.shtml#appearance. For more information, contact Kathleen Carey, Recording Secretary to the Board of Trustees, Altgeld Hall 315, DeKalb, Illinois, 815-753-1273, kjahns@niu.edu.

Public notice prepared by: Board of Trustees Parliamentarian/Board of Trustees Recording Secretary
Time of posting: Original, at least 48 hours in advance of announced Meeting
Places of posted Meeting notice: President's Office, Altgeld Hall, and Holmes Student Center

ARTICLE VI. BOARD COMMITTEES

SECTION 1. Executive Committee

A. Purpose

The Executive Committee shall have as its purpose to act on behalf of the Board; ~~and to discuss and offer counsel on University operations as needed;~~ and provide the full Board its advice and counsel pertaining to Board governance matters, University vision and priorities, and presidential goals and performance review.

B. Membership

The Executive Committee shall be comprised of the Board Chair, the Board Vice Chair, Board Secretary, the Board delegate to the State Universities Civil Service Merit Board, and a Member of the Board elected by the Board. If there is a vacancy in the membership of the Committee (for example, the Board delegate to the State Universities Civil Service Merit Board also serves as the Board Chair, the Board Vice Chair, or the Board Secretary), then the Board Chair shall appoint other members of the Board to fill the vacancy in order to maintain a membership of five on the Committee. The President shall be a nonvoting member of the Committee. The Board Chair shall preside during meetings of the Committee.

C. Meetings

The Executive Committee shall meet upon the request of the Board Chair, the President, or any three of the members of the Committee. A quorum is established by the physical presence of three (3) members of the Committee and the affirmative vote of three members is necessary to adopt any motion, resolution or ordinance, unless a greater number is otherwise required by law, Board Legislation, or applicable University policy.

D. Powers and Duties

~~The Executive Committee may discuss and act upon all matters pertaining to the Board of Trustees and Northern Illinois University between meetings of the Board except amendments to Board Bylaws and policies of the Board.~~ The Executive Committee will ~~shall~~ only act on behalf of the Board ~~take action~~ on matters expressly designated for ~~consideration~~ final determination by the Committee, routine matters that require Board action between regular Board meetings, in an existing or impending emergency, or ~~on other matters~~ when specifically requested to do so by the full Board. At any time, the full Board has the authority take up any matter expressly designated for consideration by the Committee.

~~The Committee's shall have the power to make final determinations as to matters of the Board of Trustees, provided its~~ acts shall not conflict with action taken by the Board.

Regardless of any public notice, the Board Chair shall provide the Board written notice of any proposed actions that, if adopted, will constitute a final determination ~~an Executive Committee meeting as soon as practicable but~~ no less than three (3) business days prior to the meeting date

with a description of any and all items being considered for final determination at the planned meeting. If circumstances dictate that notice cannot be provided within 3 business days, notice shall be provided as soon as practicable.

If, following the Board Chair's notice, two (2) or more members of the Board object to a matter being considered by the Committee for final determination, any action on the matter shall be postponed until it can be added to the agenda of a meeting of the full Board. Members of the Board issuing such objection must do so in written form no later than twenty-four hours prior to the planned start of the meeting, addressed to the Board Chair and the Board Liaison. An objection may be retracted in written form any time prior to the start of the meeting. If objections render the meeting of the Committee no longer necessary, the Board Chair shall notify the Board as soon as practicable that the meeting has been cancelled. The Board Chair shall notify the Board of any decision of the Committee within twenty-four hours of its making. Actions of the Committee normally shall also be reported to the full Board at the next meeting of the Board and entered in the minutes of that meeting. The ability of Board members to object to consideration of matters by the Committee shall only apply to matters being considered by the Committee for final determination.

Concerning governance matters, the Committee shall assist the Board in the exercise of its responsibilities under Article X of these Bylaws and its consideration of proposals from Board members, the University, and other stakeholders. The Committee shall also give due consideration to participants in the shared governance process, as appropriate, and inform the full Board of major issues, actions and needs of the University pertaining to such matters. Recommendations of new provisions or amendments to these Bylaws and related Board and University regulations and policies shall be forwarded to the full Board for consideration and/or action.

Concerning University vision and priorities, and presidential goals and performance review, the Committee shall provide the full Board its advice and counsel, and perform planning and information gathering, intended to assist the Board in the exercise of its responsibilities under Article VI, Sections 2 and 3 of these Bylaws and contemplated by Section II, B, 7 of the Regulations of the Board of Trustees. The Committee shall also give due consideration to participants in the shared governance process; monitor University activity related to goals, priorities and benchmarks; and inform the full Board of major issues, actions and needs of the University pertaining to such matters. Recommendations affecting the approval of University vision and priorities, presidential goals and performance reviews shall be forwarded to the full Board for consideration and/or action.

The Committee may at any time schedule or move into closed session to discuss matters allowed under the Illinois Open Meetings Act or other applicable law. All such meetings shall be confidential and closed to the public.

SECTION 2. Academic Affairs, Student Affairs and Personnel Committee

A. Purpose

The Academic Affairs, Student Affairs and Personnel Committee shall have as its purpose to review Board level policy concerns and transactions, and provide the full Board its advice and counsel, related to academic programs; student affairs; and personnel administration; diversity, equity and inclusion; and enrollment management, marketing, and communications and to provide the full Board its advice and counsel relative to such matters. Such matters shall include, but not be limited

to, recommendations for program changes, recruitment and retention, faculty promotion and tenure, sabbaticals, and appointments of vice presidents and deans.

B. Membership

The Academic Affairs, Student Affairs and Personnel Committee shall be comprised of a minimum of ~~four~~six (6) voting Members of the Board, including the student Member, selected by the Board Chair ~~and the student Member~~. The Board Chair, the President and the Provost shall serve as ex officio members, the first being able to vote and the second and third without vote. The Board Chair shall designate one member of the Committee to serve as its Chair and may designate another member to serve as Vice Chair. The ~~Provost~~President shall designate a staff liaison to the Committee and shall provide the Committee such additional staff assistance as needed.

C. Meetings

The Academic Affairs, Student Affairs and Personnel Committee shall meet at the request of the President, the Provost, the Board Chair, the staff liaison, or the Chair of the Committee. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board.

The Committee may at any time schedule or move into closed session to discuss matters allowed under the Illinois Open Meetings Act or other applicable law. All such meetings shall be confidential and closed to the public.

Section 3. Compliance, Audit, Risk Management and Legal Affairs Committee

A. Purpose

- ~~1. The Committee shall oversee adherence to laws, regulations, and policies that pertain to University operations and approve compliance related goals, priorities and benchmarks.~~
- ~~2. The Committee shall consider, report or recommend to the Board on matters pertaining to compliance, risk management oversight and legal issues.~~
- ~~3. The Committee shall provide oversight for the legal functions of the University and for the Office of the Vice President and General Counsel.~~
- ~~4. The Committee shall provide oversight for the compliance and audit functions of the University and for the University Ethics Officer.~~
- ~~5. It is not the duty of the Committee or its members, individually or collectively, to ensure adherence to laws, regulations and policies; to represent the University in legal matters; to provide legal advice; to perform the legal or compliance functions of the University; to conduct legal or other investigations; to initiate or defend litigation; or otherwise to undertake the roles, responsibilities or functions of the General Counsel, the Ethics Officer, the Internal Auditor and Compliance Officer or others who have responsibilities for the management of the University.~~

B. Composition and Structure

- ~~1. The Committee on Compliance, Audit, Risk Management and Legal Affairs shall consist of a minimum of four (4) voting Members of the Board selected by the Chair. The Board~~

Chair and the President shall serve as members, the first being able to vote and the second without voting powers. The Board Chair shall designate one member of the Committee to serve as its Chair and may designate another member to serve as Vice Chair. The President shall designate staff liaison(s) to the Committee as described in Section D,2 below, and shall provide the Committee such additional staff assistance as needed.

2. The Committee will seek consultation from representative constituent groups as appropriate in the exercise of its responsibilities.

C. Meetings

1. The Committee on Compliance, Audit, Risk Management and Legal Affairs shall meet at the request of the President, the Chair of the Committee, or the staff liaison. Committee meetings will be scheduled so as to facilitate the timely review of matters under consideration by the Board.
2. The Committee is a Standing Committee of the Board and shall follow Board rules for a quorum, voting, and minutes.
3. The Committee may at any time schedule or move into a seminar or conference session or meeting to discuss litigation or other matters protected by the attorney-client privilege or other legal protections. All such meetings shall be confidential, privileged and closed to the public.
4. At the request of any Committee member or the General Counsel, and at least once annually, the Committee shall meet privately with the General Counsel to discuss any matter that the Committee or the General Counsel believes should be discussed privately. If outside counsel has been retained to represent the Board separately from the General Counsel—for example, in the case of a conflict of interest or special investigation—then the Committee shall meet privately with such outside counsel as appropriate.

D. Authority and Responsibility

1. The Committee shall coordinate with other Board committees as appropriate, including, specifically, the Committee on Legislative and External Affairs.
2. The Vice President and General Counsel, the Executive Vice President for Business and Finance (Administration) or Compliance Officer, the Director of Risk Management, and the Ethics Officer shall staff the Committee. These four individuals shall also coordinate their activities as necessary and appropriate, and shall report to the Committee on matters within the purview of the Committee.
3. The following is a partial but not exclusive list of legal subject matter areas which may be brought to the Committee for discussion and oversight, or which the Committee may ask to review. This list is intended to be illustrative and is included here to help define the scope of the legal and compliance functions of the University. Most of these matters fall in whole or in part within the oversight purview of other committees of the Board. The scope of this Committee's review and oversight will be limited to the legal, ethical, risk management and compliance issues.

a. Threatened or pending litigation involving the University;

- b.—Legal aspects of compliance issues (e.g. research compliance; financial aid; export controls; health, safety and environment, etc.);
- c.—Employment litigation;
- d.—Substantial administrative agency complaints;
- e.—Substantial government inquiries and investigations;
- f.—Material conflicts of interest;
- g.—Material campus safety and security;
- h.—Student conduct and other legal issues affecting students;
- i.—Mandatory reporting requirements;
- j.—Clery Act reporting;
- k.—Enterprise Risk Management;
- l.—Intellectual property (e.g. patents, copyright, trademark) concerns;
—NCAA Compliance;
- n.—Significant settlement agreements.

E.—Role and Mission of the Office of the Vice President and General Counsel

- 0.—The Office of the Vice President and General Counsel provides legal counsel and representation to Northern Illinois University and all of its schools and colleges, divisions, units, affiliates and related entities on the broad range of legal matters affecting the University. The General Counsel's Office serves the University Board of Trustees, the President, officers, administrators, faculty and staff in their official capacities. The General Counsel's Office is also responsible for hiring and managing outside counsel to represent the University.
- 1.—The mission of the Office is to provide the highest quality legal services to the University in a responsible, constructive and timely manner; to protect and promote the mission and values of the University, including compliance with its obligations and protection and promotion of its interests; to minimize legal risks and costs; and to address and resolve legal disputes.
- 2.—Consistent with the mission and best interests of the University, including its duties to follow the law and meet its obligations to the public, governments and third parties, the lawyers in the General Counsel's Office strive to be problem solvers; to engage in strategic thinking with the University decision makers; to defend the interests of the University and its constituents; to protect and promote integrity and ethical conduct; to practice preventive law; and to assist the University's Board of Trustees, President, officers, faculty and staff to accomplish their institutional objectives.
- 2.—In undertaking the work of the Office, the Vice President and General Counsel will coordinate with other University officials, including the President, the Internal Audit Director, the Ethics Officer, and the Compliance Officer, as necessary and appropriate.

E.—Reporting Obligations of the General Counsel

- 3.—The legal and ethical reporting obligations of the General Counsel and the other attorneys in the Office of the Vice President and General Counsel are determined by the Illinois Supreme Court and American Bar Association Rules of Professional Conduct (Rules of Conduct). These requirements include that the General Counsel and the other lawyers in the Office employed by the University represent the organization acting through its duly authorized constituents. The lawyers in the Office represent the

University through authorized individuals and constituents acting in their official capacities on behalf of the organization.

- 4.—Subject to the legal and ethical obligations of the professional standards, the General Counsel reports to the President of the University for administrative purposes and also to the Board of Trustees which is the highest constituent authority within the organization.
- 4.—Consistent with the **By-laws** and University Personnel Policies and Procedures, the appointment and removal of the Vice President and General Counsel shall be made by the President subject to approval by the Board of Trustees.

E.—Role and Mission of the University Ethics Officer

- 4.—NIU is charged with maintaining an ethical environment for university employees and participants of the campus community. As an institutional standard, all faculty, students, and administrators are expected to act in an ethical manner. We hold the members of our University to the highest standards, and expect honesty and integrity in all issues. NIU strictly abides by the State Officials and Employees Ethics Act, and the Illinois Governmental Ethics Act. Anyone who violates applicable ethics requirements in their professional capacities as state employees may face significant consequences.
- 4.—Each University and every state agency has an Ethics Officer. Responsibilities of the Ethics Officer include: developing and administering annual ethics training; reviewing the Statement of Economic Interests forms for officers and certain other employees; and providing guidance on interpretation and implementation of the State Officials and Employees Ethics Act, and the Illinois Governmental Ethics Act. Interpretation of ethics requirements is based on court decisions, Attorney General opinions, and the findings and opinions of the Executive Ethics Commission. Ethics Officer work products are exempt from Freedom of Information Act (FOIA) requests.
- 4.—The Ethics Officer provides guidance in helping university employees and participants of the campus community comply with all state wide ethics standards. The Ethics Officer and Ethics investigators often determine whether or not to conduct investigations into allegations of ethical wrongdoing. The Ethics Officer also serves as a repository for Whistleblower complaints, and retaliation for Whistleblowing complaints. The Ethics Act, the Whistleblower Act, and University policy protect employees who, in good faith, report or threaten to report an act or omission they believe to be a violation of law, policy, or procedure. Under the Ethics Act, retaliatory action is defined as reprimand, discharge, suspension, demotion, or denial of promotion or transfer, or change in the terms or conditions of employment of any State employee, which is taken in retaliation for involvement in protected activity. Individuals who take retaliatory action against whistle blowers are subject to disciplinary action up to and including discharge by the University, in addition to potential administrative action by the Executive Ethics Commission.

E.—Reporting Obligations of the Ethics Officer

- 4.—The Ethics Officer reports directly to the University President. The Ethics Officer also serves as the liaison between the University, the appropriate Inspector General and the Illinois Executive Ethics Commission. The Executive Ethics Commission is composed of nine appointed commissioners, each serving a four year term. The Commission's duties

include, but are not limited to: conducting administrative hearings on alleged violations of the Ethics Act, providing guidance to Ethics Officers, and overseeing ethics training for all employees of the executive branch of state government.

5. For University employees, the Office of Executive Inspector General for the Agencies of the Illinois Governor (OEIG) serves as the Executive Inspector General. This position is appointed by the Governor of the State of Illinois for a term of five years. Established in 2003, the OEIG is an independent state agency. Its primary function is to investigate fraud, abuse, and violations of laws, rules, and policies in governmental entities. The OEIG also has responsibility for investigating alleged violations by those doing business with entities under its jurisdiction.

F. Roles and Mission of the Internal Audit Department

1. The Fiscal Control and Internal Auditing Act (30 ILCS 10) requires each State agency to maintain a full-time program of internal auditing. The Internal Audit Department provides both assurance audits and consulting services. As required by the Fiscal Control and Internal Auditing Act (FCIAA), the Internal Audit Director reports directly to the President and shall have direct communications with the university's governing board. The Internal Audit Director and all full-time members of the internal audit staff shall be free of all operational duties.
2. The mission of the Internal Audit Department is to provide independent and objective assurance and consulting services to assist the Board of Trustees and University management in the effective discharge of their oversight, management, and operating responsibilities. Internal auditing is based on an objective assessment of evidence. It uses a systematic, disciplined approach to evaluate and recommend improvements to the risk management, internal control, and governance processes.
3. With the concurrence of the President and the Board of Trustees and in accordance with the Fiscal Control and Internal Auditing Act, the internal audit department is authorized to review and evaluate policies, procedures, and practices of any University activity, program, or function. This authority provides for full access to all records, properties, and personnel relevant to the subject under review.
4. FCIAA created the State Internal Audit Advisory Board, which established professional standards and a code of ethics to which all State internal auditors must adhere. All audits shall be conducted in compliance with the general and specific standards of the "International Standards for the Professional Practice of Internal Auditing" published by the Institute of Internal Auditors, or where required, in accordance with government auditing standards published by the U.S. Government Accountability Office. The professional conduct of persons involved in internal audit operations shall be based on the ethical standards adopted by the Institute of Internal Auditors, "IIA Code of Ethics and Standards of Conduct."
4. The Internal Audit Director shall have, in addition to all other powers or duties authorized by law, required by professional ethics or standards, or assigned consistent with the FCIAA, the powers necessary to carry out the duties required by this act.
5. Public Act 97-1055, the Financial Reporting Standards Board Act, signed by Governor Quinn in August 2012, requires the internal auditor of every state agency that submits a GAAP package to complete and submit to the Financial Reporting Standards Board an annual audit of its GAAP package and financial statement preparation process.

~~G. Reporting Obligations of the Internal Audit Director~~

- ~~1. The reporting obligations of the Director and other internal auditors in the department are determined by the Fiscal Control and Internal Auditing Act, standards promulgated by the Institute of Internal Auditors, and the Financial Reporting Standards Board Act, as well as university and departmental policies and procedures.~~
- ~~2. Consistent with the Fiscal Control and Internal Auditing Act, the Internal Audit Director is appointed by the President and will serve a five-year term. The Internal Audit Director may be removed only for cause after a hearing before the Executive Ethics Commission concerning the removal. Further, the annual salary of the Internal Audit Director cannot be diminished during the term of appointment.~~
- ~~3. The Internal Audit Director is required to have a two-year audit plan, approved by the chief executive officer before the beginning of the fiscal year. The Internal Audit Director is to ensure that audits of major systems of internal accounting and administrative control are conducted on a periodic basis so that all major systems are reviewed at least once every two years. By September 30 of each year, the Internal Audit Director must submit a written report detailing how the audit plan for that year was carried out.~~

Section 43. ~~Legislative Affairs, Research and Innovation, Legal and Legislative Affairs~~ Committee

A. Purpose

The ~~Legislative Affairs, Research and Innovation, Legal and Legislative Affairs~~ Committee shall have as its purpose to review Board level policy concerns and transactions, and to provide the full Board its advice and counsel, related to research, ~~and~~ artistry, and innovation; technology transfer and economic engagement; legal affairs; and ~~shall monitor~~ pending state and federal legislation, administrative agency activity, and changing statutory or policy regulations at the state and federal levels that impact University interests.

B. Membership

The ~~Legislative Affairs, Research and Innovation, Legal and Legislative Affairs~~ Committee shall be comprised of a minimum of ~~four~~five (45) voting Members of the Board selected by the Board Chair. The Board Chair, the President and the Vice President for Research and Innovation Partnerships shall serve as ex officio members, the first being able to vote and the second and third without voting powers. The Board Chair shall designate one member of the Committee to serve as its Chair and may designate another member to serve as Vice Chair. The President shall designate a staff liaison to the Committee and shall provide the Committee such additional staff assistance as needed.

C. Meetings

The ~~Legislative Affairs, Research and Innovation, Legal and Legislative Affairs~~ Committee shall meet at the request of the President, the Vice President for Research and Innovation Partnerships, the Board Chair, the staff liaison, or the Chair of the Committee. Committee meetings will be scheduled so as to facilitate the timely review of matters under consideration by the Board.

The Committee may at any time schedule or move into closed session to discuss litigation or other matters protected by the attorney-client privilege or other legal protections, or as otherwise allowed under the Illinois Open Meetings Act or other applicable law. All such meetings shall be confidential and closed to the public.

Section 54. Finance, Audit, Compliance, Facilities, and Operations Committee

A. Purpose

The Finance, Audit, Compliance, Facilities, and Operations Committee shall have as its purpose to review Board level policy concerns and transactions, and to provide the full Board its advice and counsel, related to financial affairs, physical facilities and operations, compliance, risk management, and audit functions of the University ~~and to provide the full Board its advice and counsel relative to such matters.~~ Such matters shall include the University's information technology and public safety functions.

Concerning compliance, risk management, and audit specifically, the Committee shall oversee University programs, mechanisms and entities responsible for adherence to laws, regulations, and policies that pertain to University operations and approve compliance related goals, priorities and benchmarks; consider, report or recommend to the Board on matters pertaining to compliance, risk management oversight, and internal controls and procedures intended to deter and prevent wrongful conduct; facilitate communication with the Internal Audit Director to assist in the effective discharge of audit functions; and engage, as appropriate, the University Ethics Officer. The Committee shall also serve as a repository for complaints registered directly with the Board Chair under the provisions of the Board of Trustee's Whistleblower Policy, or through other direct communication with Members of the Board. The Committee shall coordinate with other Board committees as appropriate; monitor University activity related to goals, priorities and benchmarks; and inform the full Board of major issues, actions and needs of the University pertaining to such matters.

B. Membership

The Finance, Audit, Compliance, Facilities, and Operations Committee shall be comprised of a minimum of ~~four~~ five (5) voting Members of the Board selected by the Board Chair. The Board Chair, ~~and~~ the President, and the Board Treasurer shall serve as members, the first being able to vote and the second and third without ~~vote~~ ing powers. The Board Chair shall designate one member of the Committee to serve as its Chair and may designate another member to serve as Vice Chair. The President shall designate a staff liaison to the Committee and shall provide such additional staff assistance as needed.

C. Meetings

The Finance, Audit, Compliance, Facilities, and Operations Committee shall meet at the request of the President, the Board Chair, the staff liaison, or the Chair of the Committee. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board.

The Committee may at any time schedule or move into closed session to discuss matters allowed under the Illinois Open Meetings Act or other applicable law. All such meetings shall be confidential and closed to the public.

SECTION 65. Ad Hoc Committees

Special purpose or ad hoc committees may be established by the Board either at the discretion of the Board Chair or on motion properly put and approved by the Board. Such committees shall remain in existence only so long as warranted by their assigned purpose or charge. Their operations shall be consistent with state laws on open meetings and applicable Board *Bylaws*, policies and Regulations.