

Minutes of the
NIU Board of Trustees
CARL Committee
August 17, 2017

CALL TO ORDER AND ROLL CALL

The meeting was called to order at 11:47 a.m. by Chair John Butler in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Julie Edwards conducted a roll call. Members present were Chair John Butler, Trustee Robert Boey, Board Chair Wheeler Coleman, Trustee Veronica Herrero and Student Trustee Giuseppe LaGioia. Also present were Acting President Lisa Freeman, Chief of Staff and Board Liaison Matt Streb, Acting General Counsel Greg Brady, Acting Chief Financial Officer Larry Pinkelton, and UAC Representatives Executive Secretary for Advisory Council and President of Faculty Senate Linda Saborio and President for SPS Council Cathy Doederlein.

VERIFICATION OF QUORUM AND APPROPRIATE NOTICE OF PUBLIC MEETING

Acting General Counsel Greg 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.

MEETING AGENDA APPROVAL

Chair John Butler asked for a motion to approve the meeting agenda. Trustee Robert Boey so moved and Student Trustee Giuseppe LaGioia seconded. The motion was approved.

REVIEW AND APPROVAL OF MINUTES

Chair John Butler asked for a motion to approve the minutes of May 18, 2017. Trustee Giuseppe LaGioia so moved and Trustee Dennis Barsema seconded. The motion passed.

PUBLIC COMMENT

Acting General Counsel Brady indicated that there was no request for public comment.

CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair John Butler welcomed the representatives from UAC and SPS Council.

Chair Butler began, there are a couple things I'll say very quickly, today we entertain some recommendations for bylaw changes that will change the composition of the standing committees of the board and I greatly appreciate the help that I have received from the chairmen in particular in putting those changes into writing and also the General Counsel Greg Brady and I just want to be clear that these are just recommendations to the committee, later today they'll be presented for what we casually refer to as first reading although it's technically not worded as a first reading in our bylaws but will be presented for the first time to the full Board in the special meeting. The other thing I will point out is I want to welcome our new student trustee. Trustee LaGioia has all the full powers of any other Board member even though we haven't done the formal ceremony yet. That happened midnight June 30th and so welcome to the Board. I now welcome our representatives from the University Advisory Council, Linda Saborio and Cathy Doederlein.

Linda Saborio responded, I just wanted to say good luck to Acting General Council Greg Brady on your continued quest to find an ethics officer. I know that you desperately need someone up there so I do wish you the best of luck with that search.

UNIVERSITY RECOMMENDATIONS/REPORT

Action Item – 7.a. – Proposed Bylaw Changes for Standing Committees

Chair Butler began, we will now move immediately to the university recommendations. The first item is brought to the Board primarily by the Board Chairman and in working with the President. He has a vision for the way in which the committees could be restructured that he has formed after talking extensively with the Board members and those concepts and that design is laid out before you in the best that I could produce for this meeting. We have a summary of the changes in agenda 7.a. Ultimately, the recommendation is that the CARL Committee review the bylaw amendments and forward them to the full Board for consideration and approval. Let me begin if I can with a motion to approve this item.

Chair John Butler asked for a motion to approve the change in the Standing Committees. Board Chair Wheeler Coleman so moved and Student Trustee Giuseppe LaGioia seconded.

Chair Butler noted, we're open for discussion, questions that you might have. I'm happy to summarize very quickly what these changes will do and highlight some of the particular aspects of them. First and foremost, this will create only four standing committees of the Board including the Executive Committee so this brings us down from four standing committees, other than the executive committee, to three. The subjects of governance and enrollment which have been managed by ad hoc committees will be folded into existing committees. Governance will be folded into the Executive Committee. Enrollment, as you already saw today, will be accommodated by Academic Affairs, Student Affairs, and Personnel. The Executive Committee will retain its power to act on behalf of the Board but it will also be considering the matters of governance and a significant amount of activity related to performance evaluation of the President of the university. In addition to that, this committee will facilitate the Board's engagement with the President on the issue of vision and goals and strategy. On those issues that I just mentioned, those schematic issues, the committee will be exercising its new capacity to be providing advice and counsel to the Board and not taking final action on those matters. The Academic and Student Affairs Committee will continue its focus on all areas that it had previously, but will add the issue of enrollment and the newly aligned areas of marketing and communications. We're fairly specific in these bylaw changes also to mention the areas of diversity, equity, and inclusion. This committee will change significantly. The audit and compliance function will move to the Board's Finance, Audit, Compliance, Facilities and Operations Committee and also will be Risk Management. The area of Legal Affairs will move to a revised Research and Innovation, Legal and Legislative Affairs Committee which will retain the Board's focus on the resource and assets and achievements of NIU as a national research university and continue the Board's attention to state and federal government activities and their implications for university matters. There are several additional edits that are designed simply to make the document more consistent because the committee charges and mandates have changed throughout the years and we're trying to see if we can't make them more consistent in scope and working. With that said, you have had before you for a bit of time and you'll have more time to look at these between now and the Board meeting in September, but does anyone have any questions or comments about the changes?

Chair Butler called for a vote on the motion. The motion was approved and will now be recommended to the full Board.

Information Item 8.a. – FY16 External Audit Corrective Action Plans Update Narrative

Larry Pinkelton, Acting Chief Financial Officer, began, the report that you have in front of you is a response to a request that had been made to provide additional information on the status of the Fiscal 2016 Audit results. Starting with the Fiscal 2016 Audit Cycle the administration and finance function collaborated with each unit that was responsible for a finding to develop a corrective action plan. This action plan was intended to detail the process steps that would be required to mitigate against that audit finding going forward. The report in your packet provides some perspective on the process improvement required to

effectively mitigate the finding in addition to the status of the corrective action plan going forward. Key takeaways from this report, 9 of 12 findings or approximately 75% or greater implemented. Going forward, we will continue to focus on fully implementing each corrective action plan. We will continue to evaluate the internal resources required to assist in fully mitigating the audit finding. We will continue to collaborate with the internal audit function to test the effectiveness of our corrective action plans. I do note for the record that the Fiscal 2017 Audit Cycle has in fact begun and going forward we will look to engage with the new firm that is now in charge of our audit. That new firm is Clifton, Larson, Allen LLP based out of Peoria, Illinois. I'm happy to address any specific questions that you might have on any of the findings that we have on the fiscal '16 audit results.

Chair Butler added, I do want to note that there were some questions related to FOIA and I believe that you're ready Mr. Brady to talk about the answers to those questions. If we could move to that first and then any questions that the committee members have. These were questions related to the finding in the audit concerning the university's response to Freedom of Information requests and I previously asked for some update on the traffic of Freedom of Information requests coming into the university.

Information Item 8.b. – Conflict of Interest Training (following discussion of Item 8.c.)

Information Item 8.c. – Report on FOIA Request Findings

Acting General Counsel Brady began, as a reminder the report from Larry Pinkelton is regarding the FY16 audit and so for the FY16 audit and this particular finding in relation to FOIA, for the Board's information in FY14 the university had 198 FOIA requests. In FY15, we had 388 requests. For FY16 we jumped up to 481 requests and then in FY17, we had 430 requests. So for context, FY16 this audit period was the largest amount of FOIA requests we've ever received. To give you some idea of what those requests were I asked the FOIA office and they provided that of these 481 requests, they could generally be broken up into four main categories. 5 of the requests were for purchasing documents; 86 of the requests were for specific contracts and agreements; 101 were for specific police reports; and then there were 289 requests that were for other because it was hard to define them or categorize them. Of the entirety of the requests, 23 of the requests were made by commercial entities for a commercial purpose; 66 of those requests were by the media; 41 were made for athletics records; and one was a request from a governmental entity. 350 of the 481 requests were from individuals. So just a taste, a flavor for the individual requests: there were two individuals who worked in concert to make 43 requests by themselves. Another individual separately made 33 requests. Another individual separately made 30 requests. Another individual separately made 29 requests and lastly, another individual made separately 18 requests. So doing the math, 6 individuals accounted for 153 of the FOIA requests in FY16 and this is from the 350 requests that we received from individuals. Now the FOIA office is currently staffed with two individuals, a Deputy FOIA officer and a staff member who assists the deputy. I want to note that that staff member did not join the office until March 2016. So towards the end of the fiscal year that's at issue in the audits. So essentially one individual was processing all of these FOIA requests up until the point of March 2016. So together though they processed a total of 481 FOIA requests in FY16 with the Deputy FOIA officer doing the majority of the work for that year. Now FOIA requests are generally two types and you've kind of gotten a flavor for that from the information above. There is either a request for a specific document. Those are relatively easy to locate, specific contracts, specific agreement; or the request comes in for all records related to a basic subject or topic. For example, I'm requesting all records that relate to the university's participation in a meeting with the cities of DeKalb and Sycamore. So if we get a request like that, the university is required to make a good faith effort to identify those records that fall within the scope of the request. The university does not maintain a centralized record system. That means that this FOIA office needs to take each request, attempt to identify the NIU records custodians who might have records that are related to the requests, work with those custodians to collect up those records, work with those custodians and the Office of General Counsel to review all of those records to determine whether there's any exempt information, and then produce the records with appropriate redactions to the requestor and the university, under the law, has five business days to do this. They can extend it one time for an additional five business days but that's a total of 10 business days. Now the FOIA office does receive assistance from the Division of Information Technology on the collection of electronic records. For example, when there are requests for e-mails about a certain

topic, Information Technology will help the FOIA office do a search based upon key search terms for the requests. They don't review the e-mails or the electronic documents, but they try to identify them through key term searches. Those e-mails or electronic records are collected and are provided to the records custodian to work with the FOIA office on any applicable redactions. As I mentioned earlier, the Office of General Counsel also assists the FOIA office on the application of any exemptions or other legal issues that might arise. So as you can see the processing of a single FOIA request can involve several different people from several different areas of the university. First the FOIA office, second the Division of Information Technology, third any and all custodians of any records that might be sought, and fourth the Office of General Counsel. This is especially true when a request is not defined by a specific record, but is a more general request for records related to a certain topic or subject. So that is the context in which I want you to understand the audit finding here. So I do believe that the FOIA office, which is in the Division of Enrollment Management and Marketing and Communications, has made great strides as far as adding a staff member, the use of OnBase, the addition of the resources that Information Technology is providing on the back end to preserve and to collect up records. I think we are, as Associate Vice President Pinkelton had mentioned, taking steps to correct the audit finding, but that's the context for the FY16 year in relation to FOIA.

Trustee Wasowicz asked, do you have any idea what this might be costing us? I think we heard from people before about money being spent so any idea, I'm guessing hundreds of thousands of dollars?

Acting General Counsel Brady responded, I would estimate it is. This is the beginning of the calculation of that effort. As a public institution we are not required to track our hours and actually I had a meeting yesterday with Sol Jensen and Matt Streb regarding the processing of FOIA and how we can make it better, how we can make it more efficient for the university. One of the points that Sol had mentioned as far as being from other states, other institutions, where they can charge people who do FOIA requests for their time. In other states they would purposely track their time to get to a billable amount to send to the requestors. In Illinois, however, we can't do that. The law specifically says that we cannot bill for our time to search. As you saw in my presentation, all the different people that may be involved in a single FOIA request and the time and energy that that takes. So we are looking to exactly your question of how do we capture what that entails and the costs of it.

Trustee Barsema asked, do we know has there been any discussion in Springfield relative to FOIA reform and changing the law of our ability to go back and charge for the FOIA requests?

Acting General Counsel Brady responded, I'm not aware of any. I'm looking at Matt Streb as state relations.

Board Liaison Matt Streb added, I'm not aware anything either.

Trustee Barsema asked, is there any FOIA reform at all being discussed in Springfield?

Chair Butler responded, the trend tends to be providing increased rights to the public to request information and more constraints on the institution in terms of how long they can engage in this process of review and collection.

Board Liaison Matt Streb added, that is correct.

Trustee Coleman commend, so this is good visibility and thank you for pulling those numbers together. College of DuPage, if I recall, found a way to capture the cost of addressing the FOIA, the significant FOIA increase, at their institution and I think they had to add an employee or two employees and I think it was like \$140,000 a year of additional costs. It sounds like we added an employee so that's pretty straight forward and I'm assuming that employee is dedicated 100% of his or her time to pull FOIA requests. Minimally we know the cost of an employee. Now the additional costs may be a little difficult to get, but it will be great if we can capture that. We want to follow state laws and so if there is a request for information then it is our job to provide that request. If we've got individuals that are going over and above and becoming a drain on the university, if they stay within the limits then we still need to fulfill that request of

accommodating the FOIA request. There is a max and apparently these individuals have stayed underneath the max every year. But there's nothing wrong with us sitting back to try to capture the actual costs of pulling these requests. Now we can't charge them but we can definitely let everybody know or have visibility, full transparency, this is what it's costing this institution to accommodate these FOIA requests. If we can capture the costs I recommend that we do so and we report on it.

Acting General Counsel Brady responded, Mr. Chair, your comments are fully heard, we're working on it. To your point, we could identify right now that the majority of the Deputy FOIA office, her workload is 90% on FOIA, and her staff member is entirely committed to FOIA. Like you mentioned, the additional work that the Division of IT provides, and the General Counsel provides in support of this, that is something that we can start the tracking model and we're working with Sol on that. The hardest thing to capture is the individual records, custodian and their work, whenever they're required to pull records for this stuff. We just had that conversation yesterday on how maybe can capture that. For estimation point, like you said with the College of DuPage scenario, we think we can put together estimates and have those and so we're hoping that we can have a follow up with those estimates for your visibility here.

Trustee Coleman added, we have had a 100% increase in FOIA requests in a three-year period. That's significant and that's costing the university. I think the visibility is important and maybe that will help trigger conversations in Springfield about some kind of reform that needs to occur.

Board Liaison Streb responded, Trustee Coleman and Trustee Barsema what I would say about FOIA reform is that you're not going to see many representatives go out and make this a part of their concern – it's not a politically winnable thing right. They're going to want to be on the side of Freedom of Information and making information available. So I do think if you wanted to have reform we've got to be able to document this is exactly what it's costing the universities to have the current system that we have.

Trustee Struthers added, I know I've read somewhere and I know we're doing this to some extent, where we create our infrastructure that's quite public right. For example, Lisa raised her hand earlier and said she would post her expense reports just to encourage us to think through a process that we can make as much of what we do available to everybody all the time and there are some things that would be excluded like client privilege communications sort of thing and legal issues that would have a separate path, but as much as we can do to just create the infrastructure that is public and open it up, I just encourage us to think in that way as well to just minimize the efforts and maximize the transparency.

Acting General Counsel Brady added, I'm glad you mentioned that because I've been so focused on this presentation on giving you the information on FY16, but the conversation yesterday had that, looking at technology mechanisms that would help us in that vein because you can identify in this report certain contracts, reports, certain things that are routine that could be placed out there. So we're in that assessment mode of what could we do and that is a thing under FOIA where if we get a FOIA request and it's posted on a website, we can point to the website. We don't have to pull the records that underlie the information. So that's some of the flexibility that the legislature has allowed for us and I'd like to see the legislature do more in that respect, but we're doing exactly what you just said.

Chair Butler commented, I would add to this discussion that when we get into these 350 from individuals and the ones that you would classify as other; those get the same scoring as the ones that are asking for a specific document that's one request, but those requests can sometimes be extremely broad. They can be all e-mails from John Butler to Wheeler Coleman in 2017. I mean they can be extremely broad and then at that point your task is to go through all of that information and determine whether or not there is a reason to withhold that information for an exemption purpose, but that requires you to review all of that information.

Acting General Counsel Brady responded, I'm glad that you mentioned that. I tried to allude to that in my example. I'm requesting all records to a meeting between the university between the City of DeKalb and the City of Sycamore. Okay that requires the FOIA office to kind of figure out what meeting are they talking about, who was there, who's records do I have to look through, are those e-mails, are those agenda items,

are they whatever and to do all of that work within five business days to just get the records collected let alone review them for information that may be exempt under the law.

Chair Butler added, then there's this potential that you're going to miss something. The requestors going to get through some other means and then accuse the University of failing to properly respond to the FOIA requests.

General Counsel Brady added, correct and that's why I wanted to focus on the law that requires us to do a good faith effort and not a perfect effort. So you know we do make good faith efforts every single time and that's where perfection expected of us, from some of the requestors, is not what the law requires of us.

Trustee Barsema added, I would just make a comment that if this is a concern at not only the university level, but at state and local government level and so forth and I have friends of mine who serve on county boards and city boards all face the same issue. In fact, in some ways in more grave ways because they don't have the staff to respond to FOIA requests and so forth. So there's a lot of software out there you know back to Tim's point about having an infrastructure that supports posting as much information as we can so that we can direct people to the website versus taking up our time to respond to it. There's more and more focus on technology now to also facilitate that and there's some examples right in our own back yard here I know of that have gone to some new technology and we should take advantage of all the technology that's out there just to make sure that we streamline this effort and make it as least taxable on our resources as possible.

Acting President Freeman remarked, I'd like to add that the university and my administration take transparency very seriously but there are times when it's necessary to think hard about what gets released in response to a FOIA request because we also have an obligation for example to protect our employee's personal security and that FOIA request can be used not just to find out things that the public are entitled to know but also things that can contribute to cyber stalking and other efforts and we take very seriously. Our promise to our employees to protect their privacy and other things that we will just not share. There's a perception that when we ask the Attorney General's office or someone else for a consult on whether we have to release something that it's always done because we're trying to not be transparent, and sometimes what we're trying to do is balance the privacy and security rights of our employees with our obligation as public officials and I just wanted that in the record.

Chair Butler continued, as I've said before on this issue, I think it's important to make a distinction between these requests that are seeking a specific document which I don't think anyone on this Board has any objection to whatsoever and the requests that are fishing for anything that can compromise the reputation of individuals at the university or the Board or be used to weave together a particularly salacious story and that's I think what's costing so much money and become so difficult for the Board. I want to be very clear I don't think anybody up here has any problem with any entity asking for any public document. That's not an issue for us. I think our principle is we release it if we can, if we don't have a reason that is grounded in the FOIA statute that permits us to retain it if we think we need to retain it. That's not the issue. No one asking for a specific document is causing a problem for us. We welcome those requests. It's these open ended much more broad requests that net thousands of e-mails that have to be reviewed that we're talking about very challenging.

Acting General Counsel Brady added, I appreciate the comments from the President and the Committee Chair because the intent of this whole presentation is to describe the work load not an objection to what the statute is intended to allow for which is the public can ask for records, public records. It's just to describe the workload that provides the context of this finding in the audit.

Trustee Coleman added, if we find ourselves in a situation where we need to add more resources to accommodate FOIA, we need to do what we need to do in making sure that we're meeting the law and getting the FOIA requests turned around in a timely manner. It is great to know that other government institutions have implemented software to help ease the burden and we need to find a way to get some of

that relief. My message to the whole team that's surrounding – fulfilling the FOIA requests is that you continue to do what you need to do and if there's additional resources that are needed to make sure that we're in compliance please raise your hand to identify those.

Chair Butler continued, this is an information item. I appreciate the follow-up. There is more information as you see on the screen here to the specific findings in the audit the committee members and the Board members are welcome to review.

Information Item 8.b. – Conflict of Interest Training

Acting General Counsel Brady continued, this is also based upon a request from Board members to get some basic training on Conflict of Interest. The purpose of this training today is to first and foremost to tell you that there are a number of authorities that help define conflict of interests. The point of this training is to identify those for you so you can spot conflict of interest issues and then provide you a mechanism to handle them which is essentially disclosed. As we go through this presentation, I would ask today that no specific questions on individualized cases be brought because obviously we're in a public session and I can't provide privileged advice and council on individualized situations in this type of setting. I'd just ask that if you have specific questions, you reach me outside the context of this meeting. Jim Guagliardo is our current Ethics Officer. As Linda had indicated, we are in the process of trying to find a full time Ethics Officer because Jim is half Ethics Officer and half Special Counsel in the Office of General Counsel and so based on program prioritization we're trying to make the Ethics Officer a full time function and then allow Jim to come and do litigation work for the Office of General Counsel. Jim couldn't be here for this presentation, but if you have any questions he is also a resource for each and every one of you. The Northern Illinois University law establishes the first component of conflict interest management in that it says each member of the Board shall not be directly or indirectly interested in any contract made by the Board. So you have to look to your personal, family, professional obligations to see whether you may be directly or indirectly interested in a matter that comes before the Board. This really goes to the heart of your fiduciary duty that, when you're operating as a Board member, you have the best interests of the university in mind and no other interests that conflict with that. If you have interests that conflict with it then we need to do something about that. The student trustee in the Northern Illinois University law is a little unique in that the student trustee cannot vote upon faculty promotion, faculty tenure or interests as this may have a direct conflict of interest for them. So I met with the student trustee yesterday to do some training and we talked about this and so that's a unique role in relation to the student trustee. I want to point for the student trustee conflict situation that under that rule if he is conflicted then he does not count for quorum. I think all of us need to keep that in mind because obviously if he is conflicted then we're going to have to make sure that we have quorum to vote on the item that he can't vote up on.

Chair Butler asked, is that just the specific, expressed areas of tenure and faculty promotion or would that apply to me if I said that I have an interest. Am I out of the quorum?

Acting General Counsel Brady replied, it only applies to the student trustee. It's a special rule and so it's those three things either faculty promotion, faculty tenure, or where there is a direct conflict of interest. In each of those things the student trustee does not count for quorum. Based upon this, the Board, over the years have had policies, bylaws, regulations that relate to conflict of interest management. A few years ago we tried to consolidate those into one bylaw and so you have Article 8, it's titled disclosure of interests. It's okay to have conflicts of interest. They happen naturally, but the disclosure of them so that the university can manage them properly is really what's a key here. Under Article 8 there are two provisions that define a conflict of interest. It's present whenever a trustee or an affected person has a material, personal, or professional interest in a proposed contract, decision or transaction to which is the university is a party, or it may also exist when there is a material divergence or inconsistency between the interest of the university and an outside commitment of the trustee or an affected person. When that happens, there's the obligation to disclose the interests. Now affected persons go beyond the trustees. It also applies to, under the bylaws, to the officers and members of the Board of Trustees, the president, members of senior cabinet and the attorneys in the Office of General Counsel. The management component then is disclosing that potential conflict whether it's an appearance of a conflict or an actual conflict to the chair, vice-chair, president,

general counsel, and/or the ethics officer. It can also be referred to the Executive Committee for review. There's authority in the bylaws for the Executive Committee to review these matters. So when you see these, these are the individuals that you need or entities that you need to raise these issues with. Now the bylaw also provides an opportunity for other Board members, if they believe that there's a conflict of interest, to raise it as well. It's not only with the individual trustee to raise the issue. Other trustees can raise the issue too. The goal being that we want to vet these issues and make sure that they're not an issue before we take action with the Board. Some of the other authorities are the Illinois Governmental Ethics Act. Now that's a lot of statutory language here and I really want to provide you with the statutory language because in years past when I've tried to summarize things, people pick apart the summarizing so I've provided to you the actual quotes from the law. But essentially what the Governmental Ethics Act does is it sets out the reporting of economic interests and that the Board members, on an annual basis, are giving the public their economic interests and then checking those economic interests when they make their decisions on behalf of the university. This is where the requirement to fill out your annual Statements of Economic Interests come from. It's required by the Illinois Governmental Ethics Act. It contains disclosures as you've seen on the form on an annual basis, disclosures of professional services, gifts, or honoraria over \$500, income derived from other sources above \$1200, capital assets above \$5000, previous governmental employment, and other things. These are all filled out by Board members, filed with the Secretary of State's office and available for the public to view on the Secretary of State's office. The Governor has issued executive order 1509 where he requires additional Supplemental Statement of Economic Interest for those employees. One is done on paper and one is done electronically. The ethics officer over the years get so many questions about do I have to do both? Yes, we've got to do both. So I'm just clarifying that now. In addition to the Illinois Governmental Ethics Act, we have the Illinois State Officials and Employees Ethics Act. This is the law that requires the annual Ethics Training for the trustees and the employees at the institution. It also acknowledges revolving door prohibitions. This is important to note that for those employees who are personally involved with contracts with a vendor that go about \$25,000 they're going to be prohibited for a period of time and after they leave state employment from going and working for that entity. The idea being to head off sweetheart deals where an entity says well give us the state contract and you know in a couple years we'll bring you on board at a high VP salary or something like that. Now the Board of Trustees has the same type of requirement but it goes beyond you actually being personally involved. Because you're on the Board, any contract that the university would be involved in that goes above the financial threshold may be a situation where you need to check with the Ethics Officer, file with the Executive Ethics Commission and get approval from the state before taking a job with that vendor if you leave the board service.

Chair Butler added, I think we actually have to file. I don't think we submit requests. We just have to manage it properly. We are exposed to a charge of violating this provision, but there is no process for Board members to seek an opinion.

Acting General Counsel Brady responded, I'd really like to have Jim Guagliardo with me because he handles all that. So if there are any questions about that please ask Jim, but I want you to be aware of then the fact that you cannot just leave the service on the Board and the issues die. The issues do not die if you're going to an entity that has done business with the State of Illinois and triggers these revolving door prohibitions. So I want you to be aware of that. Any other questions on that?

Trustee Coleman asked, what's the time frame for that?

Chair Butler responded, one year. The reporting provisions are significant because of you, if a trustee leaving the Board had the obligation to submit a request permission to work for an entity. Let's say you were a consultant, that would be a lot of requests. That obligation does not exist for members of the Board, but the obligation to avoid the revolving door still does.

Acting General Counsel Brady added, yes and that's the bolded, underlined, it's within one year and then what Committee Chair Butler just said, regardless of the participation if you're receiving that compensation and it could be on a consultant basis, not just going to work for an entity. I want you to have that information. The conclusion then essentially being to acknowledge that there are these authorities that

help define what is a Conflict of Interest and that you need to think about these as you carry out your responsibilities as a Board member. If you think you had a conflict of interest, please disclose so that we can manage properly and management can be as simple as a recusal when the item comes us. That's actually the traditional way that it happens. There can be other ways to manage it, but it can be as simple as a recusal, however, we just need to know about these things when they arise.

Chair Butler added, I just want to clarify that there is no real distinction in terms of the conclusions say by an external entity that their violation has occurred between failure to avoid an appearance of a conflict of interest and failure to properly avoid a conflict of interest.

Acting General Counsel Brady responded, and if I understand the comment correctly that we have seen the mere failure to avoid the appearance being treated as a violation and not an actual conflict of interest being present.

Trustee Coleman asked, this serves as our "official" training is that correct?

Acting General Counsel Brady responded, there is no requirement of training but pursuant to this I would say yes.

Trustee Coleman added, then there's no certification or sign off that's required of us. In years past you used to have these conversations one-on-one.

Acting General Counsel Brady responded, we still do, but this was a specific request to do it in open session. I like that idea because it also sets some expectations in relation to the public and it creates a record that we've talked about these issues.

Trustee Coleman added, so just for the record if the folks are trying to find out where did this come from, this was a request that I made going into the new year, let's set the tone for not only the Board takes Conflict of Interest very seriously and that we're going to spend time, precious time, ongoing over this information, but we want to set the tone for the rest of the university. The expectation is that we all need to know the rules and that we don't want to rubber stamp any training as it relates to Conflict of Interest or any other conflict.

Trustee Barsema asked, we are we with the search for a full time ethics officer?

Acting General Counsel Brady responded, we held one search, it did fail, and that was based upon a mishap in the processing step not because of the quality of individuals or not meeting what was proposed. It was an administrative error that occurred that kind of threw everything off. But we've taking this opportunity to assess because there are other functions that have been brought before the Board like a policy librarian or compliance officer concept and so we are in the process right now of reassessing what could the ethics officer be. We have it by law so we're going to have it, but we're just trying to figure out now what's the next way we go out on that front to get that person.

Trustee Barsema responded, good because I know we're looking at a compliance officer as well and let's just make sure we do everything in concert and don't over staff or understaff, there a way to combine some of those job functions into one.

Acting General Counsel Brady responded, there is and the President has charged Human Resource Services and the Office of General Counsel to do exactly that.

Trustee Struthers asked, is there a best practice in the marketplace for sharing our Statement of Economic Interests so we know what each other potential conflicts may be or is that appropriate or not?

Acting General Counsel Brady added, they're on the Secretary of State's website. There hasn't been an industry practice that I could identify. I think if anybody is interested that's where they go is the Secretary of State's website.

Trustee Struthers asked, so it would be upon us to know what others may or may not?

Acting General Counsel Brady responded, possibly and now you know when we acknowledge in bylaw that other trustees can raise the issue of whether there is a conflict of interest, it really is the responsibility of the individual trustee to raise his or her own potential conflicts. We just wanted a mechanism because life is pretty fast and sometimes we just don't recognize something as a possibility of the appearance of a conflict where another trustee may say you know what, we got to take a look at this.

Trustee Struthers added, I might just offer up the idea to consider if it's appropriate to share so that we all see each other's; again I'm not sure if that is or isn't appropriate, but something to consider.

Acting General Counsel Brady responded, that might go along with the concepts in the FOIA world about what we're posting and how we're posting, how transparent, those issues, it works for me.

Trustee Coleman added, one more question around the timing of the annual Statement of Economic Interest, our student trustee just came on Board, is that required of our student trustee and what about the timing of it?

Acting General Counsel Brady responded, again this is one I punt to Jim, but we can and actually I think that is a component of the follow-through that we're going to do with the student trustee on this. So Jim is on top of it. I really charge him with the responsibility of making sure we got it done on time so we'll make sure that happens.

OTHER MATTERS

No other matters were discussed.

NEXT MEETING DATE

The next meeting date of the Board of Trustees Committees will be November 16th.

ADJOURNMENT

Chair John Butler asked for a motion to adjourn. Trustee Wheeler Coleman so moved and Trustee Veronica Herrero seconded. The motion was approved. Meeting adjourned at 12:55 p.m.

Respectfully submitted,

Julie Edwards
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.