

Minutes of the
NIU Board of Trustees
Of Northern Illinois University
Special Meeting
July 16, 2018

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order at 9:01 AM by Chair Coleman in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Liz Wright conducted a roll call. Members present were Trustees Dennis Barsema, John Butler, Nathan Hays, Bob Pritchard, Tim Struthers, Eric Wasowicz, and Wheeler Coleman. Member absent was Trustee Veronica Herrero. Also present: Acting General Counsel Greg Brady, Board Liaison Matt Streb, Acting Executive Vice President and Provost Chris McCord, Vice President for Administration and Finance Sarah McGill, Vice President for Outreach, Engagement and Regional Development Anne Kaplan, Vice President for Enrollment Management, Marketing and Communications Sol Jensen, and University Advisory Council (UAC) Representatives Catherine Doederlein, Therese Arado, and Kendall Thu.

2. VERIFICATION OF QUORUM AND APPROPRIATE NOTICE 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. SWEARING IN OF TRUSTEES NATHAN HAYS AND ROBERT PRITCHARD

Chair Coleman asked Trustee Pritchard to join him at the podium to take the oath of the Board of Trustees. He noted the honor it is to swear in new Trustees in his duties as chair and the honor in swearing in a man of great distinction, the former Representative, Robert Pritchard. The oath was administered as follows:

I, ROBERT W. PRITCHARD, DO SOLEMNLY SWEAR THAT I WILL FAITHFULLY SERVE, SUPPORT, PRESERVE, PROTECT AND DEFEND: THE CONSTITUTION OF THE UNITED STATES, AND THE LAWS THEREOF; THE CONSTITUTION OF THE STATE OF ILLINOIS AND THE LAWS THEREOF; AND THE CONSTITUTION, BYLAWS AND POLICIES OF NORTHERN ILLINOIS UNIVERSITY. FINALLY, I ACKNOWLEDGE THE FIDUCIARY RESPONSIBILITY THAT EACH MEMBER OF THE BOARD OF TRUSTEES HAS AND FURTHER SOLEMNLY SWEAR THAT I WILL DISCHARGE FAITHFULLY MY DUTIES AS A MEMBER OF THE BOARD OF TRUSTEES OF NORTHERN ILLINOIS UNIVERSITY TO THE BEST OF MY ABILITY.

Chair Coleman congratulated and welcomed Trustee Pritchard to the Board. Trustee Pritchard spoke on the honor and privilege it is to join the Board of Trustees. He looks forward to using his legislative experience working on educational issues while serving on the Board. He looks forward to working with the other members to continue working diligently on the issues facing the university and to take the university to the platform and direction of helping all students succeed and achieve the career vision they have. He formally supports the notion of transparency and openness and looks forward to having discussions of transparency and openness with various stakeholders in the coming months.

Chair Coleman asked Trustee Hays to join him at the podium and noted he will be sworn in as the student trustee, a position recommended by the student body of NIU. The oath was administered as follows:

I, NATHAN HAYS, DO SOLEMNLY SWEAR THAT I WILL FAITHFULLY SERVE, SUPPORT, PRESERVE, PROTECT AND DEFEND: THE CONSTITUTION OF THE UNITED STATES, AND THE LAWS THEREOF; THE CONSTITUTION OF THE STATE OF ILLINOIS AND THE LAWS THEREOF; AND THE CONSTITUTION, BYLAWS AND POLICIES OF NORTHERN ILLINOIS UNIVERSITY. FINALLY, I ACKNOWLEDGE THE FIDUCIARY RESPONSIBILITY THAT EACH MEMBER OF THE BOARD OF TRUSTEES

HAS AND FURTHER SOLEMNLY SWEAR THAT I WILL DISCHARGE FAITHFULLY MY DUTIES AS A MEMBER OF THE BOARD OF TRUSTEES OF NORTHERN ILLINOIS UNIVERSITY TO THE BEST OF MY ABILITY.

Chair Coleman congratulated Trustee Hays and welcomed him to the Board. Trustee Hays introduced himself as a current senior double majoring in Economics and Statistics. He previously served as the Student Association Treasurer and is honored to serve as the Student Trustee for 2018/2019. While he never expected to serve as the Student Trustee when first coming to NIU, after admiring the work done by the previous two Student Trustees, he looks forward to the coming year and working as a part of the Board of Trustees, playing a crucial role for the student body of NIU.

4. MEETING AGENDA APPROVAL

Chair Coleman asked for a motion to approve the meeting agenda. Trustee Butler so moved and Trustee Hays seconded. The motion was approved.

5. CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair Coleman welcomed current University Advisory Committee members to the meeting. Current representatives are Therese Arado, Cathy Doederlein, Alex Gelman, Holly Nicholson, and Kendall Thu.

Cathy Doederlein shared comments from Holly Nicholson who was unable to attend the meeting. Holly apologized for being unable to attend today's meeting, but appreciated the opportunity to share comments. She welcomed the new board members and looks forward to working with them in the coming year. She expressed support for the proposal of putting forward Acting President Freeman as the presidential candidate. In the time she has worked with Acting President Freeman, Holly noted she has consistently demonstrated her support for staff and has proved herself to be a fair-minded, decisive, ethical and transparent leader, as well as a creative and diplomatic problem solver. Holly does not believe a national search would produce a more qualified candidate, nor someone who is as passionate about NIU and can represent NIU as well as Dr. Freeman has and will continue to. The stability President Freeman has brought to the university is crucial. NIU does not need the risks and years of transition that an unknown outside candidate would bring especially when a qualified, experienced candidate is already successfully fulfilling the role. Holly think it is very wise and fiscally responsible to adjust the search as proposed. She applauds the Board's efforts to be inclusive and transparent and your value to shared governance, and she looks forward to speaking with you more as this process unfolds. Cathy continued with her own comments and echoed Holly's comments. The Supportive Professional Staff Council held a meeting the day after Chair Coleman and Vice Chair Barsema's message was distributed and were able to discuss the topic. The council was generally supportive of the proposed plan. It was noted during the meeting that when Chair Coleman and Vice Chair Barsema visited SPS council last fall, many of them indicated that the only thing they wished for the presidential search was that the acting president would consider taking on the role longer term. Their sentiments remain, and they look forward to the process. SPS Council appreciates the Board's close consideration of the information from the Presidential Search Planning Committee, and they thank the committee for their work. SPS Council also appreciates the Board's ongoing support of and respect for shared governance that's made clear by their desire to meet again with our councils and other NIU entities to get additional feedback. They look forward to the SPS meeting in August. Council members are talking with colleagues to provide feedback to the Trustees. Cathy relayed comments from the recent SPS Council meeting including the consistency the proposed plan would bring in furthering efforts toward a stable and strong institution and the respect they have for Acting President Freeman and the work she has done and could continue to do, SPS noted the financial responsibility of the decision and noted that while the savings would be great, we would not be sacrificing quality of a leader. Cathy thanked them for their time and noted they look forward to further conversation to move the university forward in this direction. Chair Coleman thanked Cathy for her comments.

Professor Kendall Thu echoed the comments from Cathy. He expressed his appreciation for the way in which the board has cast this proposed adjustment in the search process within the context of shared

governance and appreciates the press release that the board put out with that point underscored. He has heard only support for President Freeman becoming the permanent president. Addressing comments that the Board is proposing the plan unilaterally, he thinks the Board has listened to stakeholder groups across campus and are acting accordingly. He thanked them for their response to stakeholder groups and fully supports the process moving forward. Chair Coleman thanked Professor Thu.

Therese Arado, new Faculty Senate President, welcomed the new Trustees. The faculty has not met to discuss the proposed plan, but she appreciates the inclusion of all shared governance in the process being put forward. Speaking as herself, she echoed the comments of her colleagues. Chair Coleman thanked Therese and welcomed her to her first meeting.

No other comments were presented.

6. PUBLIC COMMENT

Chair Coleman asked if any members of the public had complied with state law and Board of Trustees bylaws by registering a written request to address the board. Acting General Counsel Brady indicated that there was one request for public comment.

Virginia Naples - "Thank you for the opportunity for me to speak today and welcome to the two new board members and Therese Arado as a member of the Faculty Senate University Council. I look forward to the next year working with her and the other people. I had not anticipated that there would be a special board meeting, and I only returned late last night from Texas, so I'm kind of jet lagged and tired. There were, however, many other people with whom I spoke who were not able to return. So with their permission, I am speaking for a group of us, and we are rather concerned about the Board considering what would be a short circuit of the presidential search process by making the appointment based on a single candidate, no matter how qualified that individual is. This is absolutely not personal, I am looking at the issues involved with the process and not only the process, but the perception of what is going on in the process by the members of the public. Because NIU has had many problems in the past - I don't need to remind you of those sorts of things - we need not only to do everything exactly as it needs to be done according to policies and rules and regulations. We were just reminded of that in the swearing in process of our two new trustees, but we need to ensure that the public recognizes that we are doing that and that public perception is very positive and with us all along the way. If we want to regain the confidence of the public, we need to make sure that people who ought to be involved and who have been promised the opportunity to provide input are able to do so. And that includes additional input from faculty, staff, and students. The previous presidential searches were national and we did not necessarily have an open and transparent search that we needed and that was a flawed process that led to problems we might have otherwise avoided. What I would like to request today is to ensure that the present process is open and transparent. When you are considering appointing an individual without the vetting that goes through having a competition with other potential candidates, it may make that candidate appear to be weak. It is essential that such a candidate has the support of the entire university community and that support would be engendered by opportunities for many people to meet and talk to the candidate, learn what is their philosophy and the direction in which they will take NIU. I would ask that the Board of Trustees consider these concerns and make sure that everyone who would like to be able to provide input is able to do so. There have been many instances where a single candidate has been put forward for a variety of positions. I am of the age cohort where affirmative action resulted in the hiring of many women faculty who would not have otherwise been considered in biased and flawed searches for many positions. Unfortunately because those individuals were considered to be additional candidates or people who would not otherwise have been considered, they suffered from a second class feeling throughout their entire careers. This has affected many people's careers and I have heard many, many times people who were, granted expressing sour grapes, saying I would have had a job of such and such at institution X, Y, or Z except they had to hire a fill-in-the-blank person of minority status. So I would very much like to avoid that and I would like to see the university be able to have the entire community involved in this process and to come forward because leading a public university is a complex and difficult process. We need someone who can make the hard decisions and we need someone who also thinks outside the box. In many instances, I am aware of a lot of universities that simply look around

at other universities and say oh what are they doing, well we're going to jump on that same bandwagon. Jumping on a bandwagon isn't always a good thing and we need a leader who not only understands NIU, understands its history, but large public Midwestern universities and where we need to go and what we need to do. If we repeat the same patterns that were failures in the past, we may not get the decisions that we need to help us move forward in the direction that we wanted to. And I do remind you that one year, one month, and one day ago I spoke to this board in exactly the same position saying that a new broom sweeps clean and we need a new broom. This comment was actually picked up nationally and internationally in regard to what was going on at NIU. I want to just make sure that we are considering all of those aspects in this presidential search process so we can go forward with a very positive and unified vision of where NIU is going to go. Thank you for the opportunity to make my comments."

Chair Coleman thanked Virginia for her comments and noted the proposed process that the board has in play here will allow more participation than originally planned with a search committee.

7. CHAIR'S REPORT NO. 85

Agenda Item 7.a. Adjusted Presidential Search Process

Chair Coleman presented Chair's Report No. 85 beginning with Agenda Item 7.a. – Adjusted Presidential Search Process. After long and hard deliberation among the Board members, they have concluded that NIU has an Acting President that has done an outstanding job in a role she did not have to take on. A year ago, she was approached to become the Acting President, to help stabilize the university and move it forward. A year later, the Board feels she is the right person to lead the university going forward. However, the Board believes in shared governance. The Board has not only fiduciary responsibility, but also the responsibility of appointing and selecting the president of the university, a responsibility not taken lightly. With great consideration, the Board is proposing a new process. The Board of Trustees puts forth Dr. Lisa Freeman as the presidential candidate for consideration by the Board of the university as the 13th president of Northern Illinois University. Chair Coleman continued that informational gathering sessions will be scheduled in August and September and will include diverse constituency groups, NIU shared governance groups, and community and city officials. Chair Coleman outlined the sessions:

"The sessions will be scheduled to the greatest extent possible to accommodate regular or special meetings of each entity listed above and each may, at their discretion, determine that the delegation of their design is appropriate to represent the group. The Board Chair is authorized to agree to information gathering sessions with other constituency groups not listed above in the interest of the Board and/or university or to assure meaningful and broad participation in this process. Based on availability, one or two members of the Board of Trustees will attend each information gathering session to receive the feedback from each representative constituency group. The role of the trustees who attend the sessions will be limited to listening and collecting information provided by the constituency group. Trustees will not engage in any sort of deliberations at these sessions, will not engage in subtenant discussion with the group and among themselves, and will not provide additional recommendations to other trustees until a meeting of the full Board. Feedback that is gathered at each session will be brought back for consideration with the full Board at one of the future meetings, where discussions among trustees regarding the hiring of the new president will take place. In addition to these information gathering sessions, a university wide forum will be scheduled so that faculty, staff, students, and other members of the university community can hear directly from Dr. Freeman as she will outline her vision for the future of the university and participate in a question and answer session. Institutional communications will develop an appropriate mechanism for collecting feedback from participants at the university wide forum so that such feedback can be shared with the Board of Trustees. The Chair, with the appropriate individual consultation and with other Board members, may authorize additional mechanisms of feedback or minor modification to the proposed adjusted search process for efficiency and effectiveness. Any such additional feedback, mechanism, or minor modification to the process will be reported to members of the Board. Any substantial modification to the search process will be presented to the full Board for review and consideration. This proposed adjustment to the presidential search process provides more direct,

meaningful, and broader participation for faculty, students, professional staff, civil servants, and other participants in the university shared governance process than what could be accomplished through an approximately 17 to 25 member search committee alone. At this time, it would be a substantially reduced expenditure of time, resources, and money on a national search and win an internal candidate, who may meet the needs and wants of the board of the university, and can be retained and appointed.”

Chair Coleman continued that after the Presidential Search Planning Committee compiled the characteristics for a new president, Acting President Freeman looks exactly like the profile. He appreciates the hard work done to compile the profile. After working with President Freeman for a year, the Board feels she can help move the university forward. A national search would delay the process to move forward by a couple of years. He then read the recommendation.

Chair Coleman called for a motion to approve this agenda item. Trustee Wasowicz so moved and Trustee Pritchard seconded. The motion was approved.

Agenda Item 7.b. Authorization for Insurance Counsel to File Suit Related to Electrical, Steam and Other Damage under Normal Road.

Chair Coleman introduced Agenda Item 7.b – Authorization for Insurance Counsel to File Suit Related to Electrical, Steam and Other Damage under Normal Road and turned the item over to General Counsel Brady.

General Counsel Brady said last Thursday, his office was contacted by legal counsel for NIU’s insurance company. This is in relation to an event that occurred approximately one year ago when the City of DeKalb received permission from NIU to perform work on the sidewalk on Normal Road. The City’s contractor struck and cut electrical lines and damaged a steam tunnel, along with other damages, resulting in approximately \$150,000 in damage. NIU’s insurance company has been unable to work with the contractor and its insurance company, resulting in filing of a lawsuit. It is already filing the lawsuit to recover \$50,000 for the university, but is asking Board approval to approve the insurance counsel to sue for the additional \$100,000 of damage that was caused by the contractor. General Counsel Brady apologized for the timeliness of the item, but he was appreciative of today’s meeting and having the opportunity to present the item for Board approval.

Chair Coleman called for a motion to approve this agenda item. Trustee Pritchard so moved and Trustee Wasowicz seconded.

Trustee Barsema asked if fees paid to the legal firm will come from any judgment that is received and if there is no judgment, no out of pocket costs will be owed. General Counsel Brady affirmed this. The insurance counsel is working on a contingency basis so there is no upfront cost to the university. Any recovery of their costs will come from the recovery of damages or as the prevailing party to receive the attorney’s fees from a future vote. Trustee Barsema asked the percentage they will work on and General Counsel Brady responded it would be between 20 and 25 percent on the recovery. Trustee Wasowicz asked if construction companies have a bond put up they can draw from. General Counsel Brady said he is not familiar, but insurance counsel would be more familiar with that situation as that is the typical process insurance would go through.

Chair Coleman called for a vote to the motion. The motion was approved.

8. OTHER MATTERS

No other matters were discussed.

9. NEXT MEETING

The next regularly scheduled Board of Trustees meeting will be held September 13, 2018 at 9:00 AM.

10. CLOSED SESSION

Chair Coleman called for a motion to close the public meeting to conduct an executive session to discuss the following subjects authorized by the Illinois Open Meetings Act, as amended: Personnel Matters as generally described under Sections 2(c)(1)(2)(3) and (21); Collective Bargaining matters as generally described under Section 2(c)(2); Litigation and Risk Management matters as generally described under Sections 2(c)(11) and (12); Closed Session Minutes matters as generally described under Section 2(c)(21) of the Open Meetings Act; Student Disciplinary Cases, as generally described under Section 2(C)(9) of the Open Meetings Act.

Trustee Butler so moved and Trustee Struthers seconded. A roll call vote of the Trustees to recess to Closed Session was as follows:

Trustee John Butler: Yes	Trustee Nathan Hays: Yes
Trustee Veronica Herrero: Absent	Trustee Bob Pritchard: Yes
Trustee Tim Struthers: Yes	Trustee Eric Wasowicz: Yes
Vice Chair Dennis Barsema: Yes	Board Chair Wheeler Coleman: Yes

The meeting was closed and will re-open at the conclusion of the closed session. The Board adjourned for closed session at 10:04 a.m.

Reconvene Meeting:

The Board of Trustees of Northern Illinois University reconvened on July 16, 2018 at 1:04 p.m. Chair Coleman asked for a roll call. A roll call of the Trustees was as follows:

Vice Chair Dennis Barsema: Here	Trustee John Butler: Here
Trustee Nathan Hays: Here	Trustee Veronica Herrero: Absent
Trustee Bob Pritchard: Here	Trustee Tim Struthers: Here
Trustee Eric Wasowicz: Here	Board Chair Wheeler Coleman: Here

11. ADJOURNMENT

Chair Coleman asked for a motion to adjourn. Trustee Struthers so moved and Trustee Wasowicz seconded. The motion was approved. Meeting adjourned at 1:10 p.m.

Respectfully submitted,

Liz Wright
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.