

Minutes of the
NIU Board of Trustees
of Northern Illinois University
Special Meeting
September 20, 2018

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order at 11:02 AM by Chair Coleman in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Chelsea Duis conducted a roll call. Members present were Trustees Dennis Barsema, John Butler, Wheeler Coleman, Nathan Hays, Veronica Herrero, Bob Pritchard, Tim Struthers, and Eric Wasowicz.

Also present: Acting President Lisa Freeman, 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, and University Advisory Council (UAC) Representatives Therese Arado, Cathy Doederlein, Alex Gelman, Holly Nicholson 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. MEETING AGENDA APPROVAL

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

4. CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair Coleman welcomed any University Advisory Council members present and invited them to speak.

Cathy Doederlein, Supportive Professional Staff (SPS) Council President, noted she has heard an overall message of support of Dr. Freeman and she personally agrees. She personally feels she is the right leader for NIU. Due to the quick turnaround between meetings, she was not able to discuss the presidential contract details with her SPS colleagues, but shared thoughts based on feedback she has received in the past few months. She continued that as a career services professional asked to speak occasionally about salary negotiations, she is pleased to see Dr. Freeman's proposed salary is in line with the Integrated Postsecondary Data System (IPED) and MAC data presented by the Presidential Search Preparation Committee (PSPC) as well as not lower than her male predecessors or counterparts. The proposed bonus is also half of the lowest Illinois bonus in the data, combining with her salary to remain in line with the pay of her counterparts. She struggles with the contract pay numbers due to NIU employees having to work multiple jobs to rise above the poverty line and NIU losing employees due to better offers outside of the institution. In addition, newly hired faculty and staff have a higher starting salary than the salaries of those who have been with the institution for several years along with outsourcing displacing current employees. Employees are asked to continue to welcome every student and make each student feel NIU is their home, while not receiving cost of living increases and consistent acknowledgment of their work by their supervisors. She is disheartened to see this and other higher education administration contracts' amounts. But based on Dr. Freeman's competence, intellect, grit, and passion for NIU, she believes Dr. Freeman is the right president for NIU. Doederlein hopes this contract is a sign NIU is ready to do what it takes to ensure all employees, from the bottom up, are taken care of. She looks forward to working with Dr. Freeman.

Holly Nicholson, Operating Staff Council President, thanked the PSPC for the research they did for the contract amount, allowing support from staff. She appreciates Cathy Doederlein's analysis of the financial struggles employees face. Nicholson believes the contract numbers are fair and hopes performance incentives will be granted only when staff increases are allowed. She addressed Dr. Freeman, noting she

is a joy to work with and for. Nicholson supports Dr. Freeman for her integrity, her fairness and decisiveness. She appreciates her well-rounded perspective regarding the needs of all categories of employees at NIU and students, and the educational and research oriented background which informs your perspective. She appreciates Dr. Freeman's openness, participation, passion, advocacy, and focus on diversity and her belief in NIU's potential. Nicholson concluded she believes the things she respects about Dr. Freeman will not change with status or position.

Chair Coleman thanked everyone for their comments.

5. PUBLIC COMMENT

Acting General Counsel Grady indicated there were no requests for public comment.

6. CLOSED SESSION

Chair Coleman announced that while Closed Session is listed on the agenda, the board will not be entering closed session at this time.

7. CHAIR'S REPORT NO. 87

Items Directly from the Chair

Agenda Item 7.a. Appointment of the Thirteenth President of Northern Illinois University

Chair Coleman presented agenda item 7.a., the Appointment of the Thirteenth President of Northern Illinois University and approval of the presidential employment agreement. In NIU's nearly 125 years, 12 presidents have led the institution. He thanked the PSPC for providing the board invaluable information to help guide the presidential search process and Vice Chair Barsema for chairing the committee. He thanked the NIU community for their input on this decision. He thanked his fellow board members for their cooperation, patience, leadership, and professionalism during the process. He continued by thanking NIU administration and support staff for all they provided to the board. On September 13, 2018, the board voted to pursue Dr. Lisa C. Freeman as the next permanent president of NIU and authorized contract negotiations. A full copy of the agreement was posted 48 hours in advance of the meeting.

Chair Coleman outlined the terms of the agreement:

- Four year contract with a base salary of \$450,000.
- Deferred compensation of \$25,000 for each year completed as president.
- Up to \$25,000 performance-based compensation.
- Severance payment clauses in compliance with the Illinois Governance Severance Payment Act
- Reimbursement of reasonable university-related business and travel expenses for the president and her spouse to perform university duties.

A copy of the entire agreement is included in the board materials for this meeting. Trustees were given the opportunity to review the contract before the meeting, and Chair Coleman indicated following a motion on the item, trustees are invited to give their feedback during the open session of the meeting.

Chair Coleman called for a motion to approve this agenda item. Trustee Barsema so moved and Trustee Herrero seconded. Chair Coleman opened the floor for discussion.

Trustee Barsema thanked Chair Coleman for his work on the search process. He recognized Doug Rose, husband of Dr. Freeman, who was in attendance and thanked him for his continued support of the Huskie family. He noted the statements by the UAC representatives were well-stated. He continued that based on feedback from the presidential search process, support for Dr. Freeman from the NIU, DeKalb, and Sycamore communities was overwhelming. He feels a key characteristic of Dr. Freeman that aligns with the presidential profile is caring, and addressing the comments from the UAC representatives, he feels they could not ask for a better person as the head of the university to care about everyone on the NIU campuses. He encouraged support of Dr. Freeman from everyone in the university community, but encouraged discussion on disagreements with her as well. He feels she is the person to see other points of view, participate in discussion, and continue to lead NIU in the right direction. He pointed out Dr. Freeman's

contract is in line with the salary and bonus data presented by the PSC and represents a fair contract that he supports. Chair Coleman thanked Trustee Barsema.

Trustee Wasowicz voiced his agreement with the comments previously made regarding the contract. He thanked Chair Coleman for his work on the contract and recognized Doug Rose. He reminded everyone he was in favor of a national search last year. He thanked the work by the PSC that led him to realize the search process should be altered to the process used. He recognized four traits of Dr. Freeman: leadership, vision, making tough decisions, and care for the university. He recognized tough decisions will need to be made in the future and stated the board and Dr. Freeman will work to do the best for the university. He was in favor of more variable compensation in the contract due to his background in the private business sector, but noted there is a small amount in the contract, which is a good start. He concluded by expressing his happiness for Dr. Freeman to lead NIU into the future. Chair Coleman thanked Trustee Wasowicz.

Trustee Herrero was also unsure of the process a year ago, but thanks to the work by the PSC and the adjusted search process, she is sure Dr. Freeman is the person for the job. Dr. Freeman is much more than what was defined as the person to lead the university. She has natural institutional knowledge, the ability to represent different community stakeholders, and the ability to connect with anyone on the campus, along with an unmatched love for the university. Trustee Herrero thanked everyone who worked on the process and the contract, thanked Chair Coleman and Trustee Barsema for their time committed to the process, and the other trustees for their work in the process. Chair Coleman thanked Trustee Herrero.

Trustee Struthers commented how grateful and fortunate we are to be in such a different situation than one year and three months ago and noted how quickly we were able to have a proven leader in the position. In four years, he hopes to be able to look back and see the advancement of the institution with increased enrollment, increased market share, and a more stable financial footing. He thanked Dr. Freeman and his fellow board members. Chair Coleman thanked Trustee Struthers.

Trustee Butler thanked Chair Coleman and Trustee Barsema for their work on the process and welcomed Doug Rose to the meeting. He noted today's achievement is rooted in the pioneering work of female faculty, administrators, staff, and female students at NIU, both past and present. He thanked all who were involved in the search process, especially the PSC. He thanked Dr. Freeman for her willingness to participate in the process, despite uncertainty, opening herself to the idea the university might be best served by her continued leadership. He was grateful for public dialog and deliberation during the process, trusting the NIU community's proven ability to reach agreements and determine its future. Having observed the process, the quality of deliberation, the sincerity of participation, and with firsthand knowledge of prior presidential searches, he is confident in his vote of support for the presidential contract. Chair Coleman thanked Trustee Butler.

Trustee Hays expressed his support of Dr. Freeman and thanked his fellow board members for the support and knowledge during the search process, encouraging him to bring the student perspective to the board. He expressed his confidence in Dr. Freeman and thanked her for her ability to focus on current students at NIU and well as future students. Chair Coleman thanked Trustee Hays.

Trustee Pritchard stated that while he joined the process later, he brought perspective from the state legislature as a state representative and advocate for NIU. He thanked his fellow board members for the process and structure created and the NIU community for their engagement in the process. When reviewing the PSC results and feedback from the NIU and local communities, the choice was obvious to him. Dr. Freeman, as acting president, exemplifies the attitudes and concerns that have been in public discussion. She is committed to diversity and collaboration, decisive in her leadership style, understands the NIU situation, and is engaged in the local community. Presidential searches often bring the question of commitment to a university and the local community. Dr. Freeman has shown her commitment through involvement in the community and with local leaders. He continued by complimenting the staff who worked on a fair contract that contains incentives, as incentives can act as motivators to accomplish goals. The contract addresses severance. The contract is responsive to the public discussion the board has engaged in. He concluded by stating his confidence in the process that has resulted in an individual who will take NIU forward positively, aggressively, and equitably for current and future students, and he looks forward to working with Dr. Freeman. Chair Coleman thanked Trustee Pritchard and recognized Mayor Curt Lang, mayor of Sycamore.

Mayor Curt Lang noted the honor to greet President Freeman again. Dr. Freeman has been welcoming to Sycamore, a home of NIU faculty and residents interested in NIU business. He continued that Sycamore considers itself a part of the community and with excitement, they endorse Dr. Freeman. They look forward to many years of interaction and offer support the best they can. He was honored to be involved in the search process. He concluded with his enthusiasm of a new leader, enthusiastic support of the new leader, and the desire to be Huskies. "Go Huskies!" Chair Coleman thanked Mayor Lang.

Chair Coleman noted DeKalb mayor, Jerry Smith, was unable to attend due to travel commitments, but sends his congratulations to Dr. Freeman. Chair Coleman complimented General Counsel Brady and his staff on their work on the contract to ensure it met all legal requirements. He noted today the board would appoint a CEO who will set the tone for the university and lead the university forward. He asked all NIU leaders, staff, and students, the DeKalb community, NIU Foundation members, and NIU alumni to support her as she works to move the university forward. As the board takes a vote, they are also making a pledge to do everything they can to help her be successful in the president's role to help move the university forward. He concluded by asking everyone from bottom up and top down to work to move in one direction.

Chair Coleman called for a roll call vote:

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

Chair Coleman said, "It is my distinct honor as chair of the board of Northern Illinois University to congratulate our president, Dr. Lisa C. Freeman, on becoming the thirteenth president of Northern Illinois University. Congratulations, Dr. Freeman."

President Freeman thanked the members of the board, members of the University Advisory Committee, and everyone in attendance for taking the time to attend the meeting. She is honored and excited by the opportunity to serve as the 13th president of Northern Illinois University, an institution she loves and respects. President Freeman continued, "I've been a Huskie for almost nine years, and from the time that I joined NIU, I have been impressed by the excellence of our faculty and staff and inspired by the tenacity and creativity of our students. Our faculty enjoy teaching undergraduates, mentoring graduate students – involving them in research, scholarly and creative activities. Our energetic and engaged staff contribute to all aspects of the university's mission and take great pride in supporting our student's success. And NIU students are simply amazing. They care deeply about their academic success and about supporting their communities. They are the next generation of leaders, entrepreneurs, educators, artists, engineers, and caring professionals. NIU is an engine for innovation, creativity, and social mobility. Our students are able to realize their potential and achieve their dreams because we are dedicated to matching talent with opportunity. We understand the critical importance of keeping NIU accessible and affordable to capable students from all socioeconomic backgrounds. And one of the key ways to achieve that is by increasing scholarship aid available to undergraduate and graduate students. As president, I will actively work to grow philanthropic support of our students. And my husband, Doug Rose, and I want to lead by example. For the duration of my contract, we will annually donate \$25,000, the total amount of any bonus I would be eligible for, to the NIU Foundation for scholarships. Our hope is that these gifts will inspire others to see in our students the potential that is so evident to us. In closing, I want to express my gratitude to the board chair, the other members of the Board of Trustees for your confidence in me and for your commitment to an inclusive search process. I am also grateful for the outpouring of support from alumni, faculty, staff, students, and residents of our local communities, and I want to thank my number one champion who is also a passionate advocate for NIU – not just for football – for all of NIU – my husband, Doug, who is here with us today. I am enthusiastic about the opportunity to work with our Huskie family to plan the university's future, and I especially look forward to continued collaboration with our trustees, members of our Alumni and Foundation boards, members of the Senior Roundtable, the Dean's Council, the University Advisory Committee and all of our shared governance groups. We must continue to advance the work that is in progress as well as to embark on new initiatives, and as always I like to end by saying, 'Go, Huskies.' "

Chair Coleman thanked all in the room and again congratulated President Freeman, expressing his confidence in her to advance the university forward.

8. PRESIDENT'S REPORT NO. 127

Items Directly from the President

Agenda item 8.a. Authorization to Retain Executive Search Services to Support a Search for the Next Executive Vice President and Provost

President Freeman presented agenda item 8.a. Pursuant to the provisions of Public Act 97-0814 and NIU policy approved on May 23, 2013, and due to the nature of the position, the university recommends the board to authorize the president to retain executive search services to assist with the search for the next Executive Vice President and Provost. The search will be initiated in FY2019. The Illinois Procurement Higher Education Consortium list of prequalified search firms for a search of this level will be used. The president will report back to the board regarding the selection and the status of the search.

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

9. OTHER MATTERS

No other matters were discussed.

10. NEXT MEETING

The next regularly scheduled Board of Trustees meeting is December 6, 2018, at 9:00 AM.

11. ADJOURNMENT

Chair Coleman asked for a motion to adjourn. Trustee Eric Wasowicz so moved and Trustee Dennis Barsema seconded. The motion was approved. Meeting adjourned at 11:58 a.m.

Respectfully submitted,

Chelsea Duis
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.