MINUTES

Board of Trustees Special Meeting
Illinois State University
January 12, 2013

The Board of Trustees convened at 10:00 a.m. on Saturday, January 12, 2013, in the Old Main Room of Bone Student Center, Illinois State University, Normal. Chairperson McCuskey called the meeting to order and Trustee Maitland called the roll.

The following members were present.

Trustee Bergman

Trustee Davis

Trustee Dobski

Trustee Donahue

Trustee Kinser

Trustee Maitland

Trustee McCuskey

Trustee Von Qualen

##### A quorum was declared. Also present for the public session were:

Chief of Staff Jay Groves

Board Legal Counsel Jane Denes

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#### APPROVAL OF AGENDA

McCuskey: Is there a motion to approve the meeting Agenda? Trustee Davis so moved and was seconded by Trustee Kinser. Motion made, seconded and vote recorded as all members present voting aye.

**APPROVAL OF MINUTES**

We do have the minutes from our Retreat from November 7-9, 2012, as well as our special board meeting minutes of December 15, 2012, to approve. Is there a motion to approve both of those minutes? Trustee Maitland so moved and was seconded by Trustee Dobski. Motion made, seconded and vote recorded as all members present voting aye.

**CHAIRPERSON’S REMARKS**

Good morning and thank you for joining us for this special meeting of the Board of Trustees. As I speak you will notice that President Bowman is not here. He has other duties at the same time that were previously scheduled and that is at the Alumni Center for a regular meeting of the Illinois State Alumni Association. As soon as he completes the opening remarks there he will join us as we move to Executive Session.

I note for the record that notice of this meeting has been posted and communicated in accordance with the Open Meetings Act. Today’s session concerns the process of searching for the next president of Illinois State University. The Board is required to open in public session, which we are doing before we can adjourn to an Executive Session to discuss those matters relative to the search for the new president. As all of us on the Board know that is the one person that we hire, so it is an important process. Before we move into Executive Session I will ask the President to consider a resolution, which makes a minor change in the Board Governing By-Laws Document.

Resolution No. 2013.01/01: By-Law Change Allowing Board Members to Attend Meetings by Video or Audio Conference

This change would allow the Trustees to participate in meetings via telephone once a quorum of five trustees attending the meeting in person has been established. This amendment amounts to a housekeeping matter bringing us into compliance with current provisions of the Illinois Open Meetings Act. You will note that we are adding to the By-Laws the language underlined in the resolution. A quorum of the Board must be physically present at the location of the meeting. If a quorum of the Board is physically present at the location of the meeting, a majority of the Board may allow a member to attend the meeting by other means if the member is prevented from physically attending because of: (i) personal illness or disability; (ii) employment purposes or the business of the public body; or (iii) a family or other emergency. “Other means” is by video or audio conference. Do I have a motion to approve this resolution? Trustee Donahue so moved and was seconded by Trustee Davis. Any comments or discussion?

Trustee Maitland: I have a comment and I think Jane clarified this for me. One of the other committees I do serve on does not allow them to vote because they are not present, even over the phone. This takes care of it by saying that they are voting members.

Denes: That is correct.

Trustee Bergman: That is a good point. I am kind of aware where if you were on the phone you could participate, but your vote didn’t count. Now, you are saying with the current status of the Open Meetings Act and this, if someone were here on the phone and voted there vote would count?

Denes: Yes.

Chairperson McCuskey: At the last meeting I wanted to make sure we were not in violation of the Open Meetings Act so I specifically asked Trustee Davis and Trustee Bergman the reason for their absence and the explanations they gave fell under the Open Meetings Act, but our Board Counsel Jane Denes then was concerned for exactly the reasons Trustee Maitland and Trustee Bergman expressed. We had no action at the last meeting, so what would happen if there was a need for this and an action and Jane you may address it further.

Denes: If the other requirements of the Open Meetings Act are met, this allows the people that are not physically present to vote at a meeting even though they are attending by video or audio conference.

Donahue: This only applies if we have a minimum of five members physically present?

Denes: That is correct.

Kinser: Is there any limit as to how many at one time can be on that video conference and how many times as an individual can you phone in?

McCuskey: Well you can be a Board member and be absent and not even participate. Then it would be up to the Governor to decide whether he wanted to take action since he appoints the trustees. So there is nothing in the By-Laws that says if somebody is absent so many times in a year they are not a Board member. So that is the first thing. The second thing is this would allow somebody who had say a physical disability and couldn’t attend physically, they could still participate by phone or video and vote. The key is as long as five are here we can proceed, we can vote and we can take action.

Davis: So there could be as many as three on the phone – since it is an eight member Board?

McCuskey: That is correct. Any further comments or discussion? Motion made, seconded and vote recorded as all members present voting aye.

I would now entertain a motion to move into Executive Session for the purpose of considering the appointment, employment, compensation, discipline, performance, or dismissal of specific employees pursuant to 5ILCS, Section 120/2 (c)(1). Is there a motion? Trustee Maitland so moved and was seconded by Trustee Von Qualen. Motion made, seconded and vote recorded as all members participating in the meeting voting aye.

We will now move into Executive Session. At the close of Executive Session, the Board will reconvene in public session in this room. Depending on the outcome of the Executive Session the Board may wish to consider a resolution to contract with a consulting firm to assist in the search process for the next president of Illinois State University.

Chairperson McCuskey: As we reconvene in public session I would like to thank all the Board members for their attendance today. I think we had a very good meeting discussing the search firm situation, which we will take up shortly. As Board Chairperson I have already indicated on several occasions that this process will proceed with search committee representation from faculty, staff, students and other university stakeholders. We will also afford the opportunity for input from the entire university committee. We have asked leadership from our shared governance groups of faculty, staff and students to begin their selection process for committee representation. This will include the chair of the academic senate or his designee, a faculty member representing each of our academic colleges, two representatives each from our Administrative/Professional and Civil Service ranks, an undergraduate and a graduate student, as well as representation from athletics, our foundation board and our alumni association board. Although we don’t have names to share with you yet, we hope to have the committee membership in place soon. Along with the members of this board we will seek a diverse working group to attract and review the best possible candidates to serve as Illinois State University’s 18th president.

Resolution No. 2013.01/02: Presidential Search Consultant Contract

During the morning executive session we heard a presentation from firms interested in assisting the presidential search process. Following the presentation and board discussions about who should be hired I would like to recommend that the search firm of Greenwood/Asher & Associates, Inc. be retained as search consultant beginning January 12, 2013, through the completion of the presidential search for a fee not to exceed $89,000. Do I have a motion to approve? Trustee Davis so moved and was seconded by Trustee Maitland. Any discussion?

Once we have named our search committee we will make that information available to the campus community and the general public. I want to note that the dates of all search committee meetings will be posted as well as any special board meetings. Our next regularly scheduled board meeting is Friday, February 22 at 9:00 a.m. here in Old Main. Is there any other business for the public session? Do I have a motion to conclude the public session and conclude today’s special board meeting? Trustee Dobski so moved and was seconded by Trustee Bergman. Motion made, seconded and vote recorded as all members present voting aye.