

WESTERN ILLINOIS UNIVERSITY BOARD
OF TRUSTEES
Minutes of the Retreat
August 29, 2020

The meeting of the Board of Trustees of Western Illinois University convened at 9:30 a.m. in Horrabin Hall 1 in Macomb. Chair Radosh presided.

Trustee Dolieslager moved to convene to open session. Trustee Shaw seconded the motion.

Roll Call

Trustee Greg Aguilar	Yes
Trustee Justin Brown	Yes
Trustee Erik Dolieslager	Yes
Trustee Kisha Lang	Yes
Trustee Polly Radosh	Yes
Trustee Doug Shaw	Yes
Trustee Carin Stutz	Yes
Trustee Patrick Twomey (joined at 10:19 a.m.)	Yes

Motion carried.

ATTENDANCE

Several members attended remotely due to a March 16, 2020 temporary suspension of certain Open Meetings Act requirements by Governor Pritzker in light of the COVID-19 pandemic. The suspension states that,

- A Public body may convene a properly noticed meeting with any number of members physically present, or no members physically present, as long as the total participating members constitutes a quorum; and
- No specific reason or vote to allow for the remote participation is required.

Board Chair Polly Radosh (Horrabin Hall 1)
Trustee Greg Aguilar (Remote)
Trustee Justin Brown (Remote)
Trustee Erik Dolieslager (Horrabin Hall 1)
Trustee Kisha Lang (Remote)
Trustee Doug Shaw (Horrabin Hall 1)
Trustee Carin Stutz (Remote)
Trustee Patrick Twomey (Remote)

Also in attendance:

Nicki Bazer, Franczek, P.C. (remote)
Interim President Martin Abraham (Horrabin Hall 1)

General Counsel Elizabeth Duvall (Horrabin Hall 1)
Business Administrative Associate to the Board Jackie Miller (Horrabin Hall 1)

CHAIRPERSON'S REMARKS

Chair Radosh welcomed everyone by reminding to take precautions, as our Trustees and those on campus have been doing to help stop the spread of COVID-19, with hopes to return to more normal processes in the near future. She stated she wanted the Board, and everyone, to recognize that this is the first Retreat that kicks off with a higher freshman enrollment than in previous years for the first time since 2011, at 20% higher than 2019. Chair Radosh quoted, "every journey begins with a single step." She said Dr. Abraham, Interim Associate Vice President of Enrollment Management Gary Swegan, Director of Admissions Doug Freed, admissions counselors, advisors, and many others who have worked very hard to get us to this point deserve recognition. She thanked them on behalf of the Board.

PRESIDENT'S REMARKS

Dr. Abraham echoed Chair Radosh's sentiments about enrollment, and added that retention is higher than any previous year at 77.1% for Freshman for the first time in 15 years and over 83.7% for transfer students, which has never happened before. He wanted to give a tremendous amount of thanks to all Health Services for working to get the campus open as safely as possible. Dr. Abraham said we owe John Smith and his staff a huge debt of gratitude for the many hours they committed to making the campus healthy as possible and addressing students' needs. We could not have opened without the work this team did.

FACILITATOR'S REMARKS

Nicki Bazer, partner at Franczek, P.C. introduced herself. Her law firm represents over 100 academic institutions. She is very experienced in working with Boards and training needs/requirements. She appreciates everyone joining her on a Saturday to fulfill training needs according to State statute. She said she will go over mandatory items as well as gaining a better understanding of how to make the Board function in the most efficient way possible.

TRAINING

OMA/FOIA: Nicki went over OMA requirements and FOIA requests. She discussed the legalities and practicalities of each. She went over the requirements of minutes, being transparent, and complaints to PAC. Nicki presented hypothetical situations so the Board could put the training into immediate decision-making processes. She said communication within, to, and from the University are public records and are subject to FOIA request.

Ethics: The next topic was to discuss Illinois State Officials and Employees Ethics Act. Nicki emphasized Trustees (and their family members) cannot have conflicts of interest, and gave several examples of what those could be. In addition, gifts in kind, for being a Board member are not allowed. She suggested the Board review our policies so everyone is aware and can apply good governance while acting solely in the interest of WIU and no personal, willful motives are driving decisions. Trustee Stutz asked what are some consequences of violating the Ethics Act.

Board bylaws/meetings/governance: Nicki discussed how the Board was put together, according to the statute to include the Student Trustee position. She discussed the powers of the Board, but did not go through all of them. She highlighted the following: contracts, legal processes, expand funds, make rules and bylaws, employ the President and other employees, prescribe courses of study, issue diplomas and degrees, and borrow money, amongst others. Other than State statutes, she said our own bylaws guide Board processes. She said the Board must follow Robert's Rules of Order and understand how bylaws and regulations apply. Trustee Stutz asked why our Board is an even-numbered Board, at 8. Nicki said she believes 8 is an unusual number, but most have even-numbered, according to General Counsel Duvall. Trustee Twomey asked if the seven appointed members are automatically confirmed if the State Senate fails to do so within a prescribed timeframe. Nicki said the answer is complicated. General Counsel Duvall stated the Senate has 60 session days to do so, but is not very clear. We still have until Spring Session of 21 due to COVID-19 for them to be confirmed. Nicki presented an alternative process to Robert's Rules of Order that allows some types of Boards operate better. Trustee Twomey said he liked the new process better due to it being easier to understand and makes meetings more efficient. Trustee Stutz asked for clarification on how making amendments works in the new process. Trustee Shaw stated he would like to see the Board communicate with media only through the University Communications Director. This portion ended with the difference between Board roles and responsibilities versus Administration's.

Public University, Contracts, Labor Law : Nicki went over legal provisions within WIU Board provisions, powers, and duties. She reiterated how contracts are sought and agreed upon, conflicts of interest, and recusal. Nicki discussed Illinois Labor Law and discussed how Unions operate within the scope of employment in Illinois.

Sexual Violence: Nicki went over definitions, both new and old, in Title IX and Violence Against Women Reauthorization Act, Illinois Preventing Sexual Violence in Higher Education Act, 110 ILCS 155, along with other new regulations. She began with the history of Title IX and covered the basics of the new rules within the legislation. She said OCR is concerned with process and making sure everyone involved is trained and is unlikely to overturn a finding, as long as the school handled the complaint according to fair processes and procedures. Trustee Dolieslager asked when, or if, the Board would be advised of any investigations regarding Title IX cases, knowing there is a high level of confidentiality involved in the cases. Nicki confirmed student- and employee-related cases are highly confidential, but that Boards are bound by need-to-know information and deferred to General Counsel Duvall. General Counsel Duvall said we keep our cases very confidential, but that the only time they would be brought in is probably if it was an employee-related case in which someone is getting disciplined or removed due to the case, which would be discussed in closed session Nicki said most Universities operate this way.

Fiduciary/Oversight: Nicki discussed the complex issues of duty to care and duty to loyalty regarding acting in good faith. These topics were followed by discussing legal oversight regarding financial oversight. She ended with compliance with the University budget. She said the Board must consider the mission of the University before deciding factors regarding budgets.

Audits: Basic accounting practices the Board needs to be aware of and how University accounting practices operate was reviewed. Nicki gave examples of specialized audits, how Federal Student Aid works, and various program reviews.

Final Questions: Chair Radosh asked if, when a legislator asks about a program closing, and she asked the auditor to look into it. Ultimately, the auditor found nothing of concern regarding the process. Chair Radosh wanted to know what happens if something is found to be wrong within the process. Nicki stated then our internal controls would be looked at, and the Trustees need to ensure they are aware of corrective actions and control measures.

One public comment from Tom Blackburn was read: In spite of what happened at the last Board of Trustees meeting, I still believe in this Board. You can do better. Western needs you to do better, now more than ever.

Presidential Search Firm: , Betty Asher, from Greenwood/Asher, joined the Zoom call to discuss the search for the 12th President. Ms. Asher stated they have a robust, diverse pool of applicants from which to cull candidates. Every applicant gets full consideration. The committee met to discuss what they want in the next President, the process of hiring, finalize marketing documents, and to review Code of Ethics as they go through the process. The committee members are currently reviewing applicant material. The next step is to discuss all candidates. They will identify a subset of the initial pool to virtually interview. Then, the people who are left will get reference checks before entering the next phase. Findings will go back to the search committee, who will report to the Board who they want to bring to campus for in-person meetings. They are hoping meetings will happen on the two campuses to have the candidates meet the stakeholders. Ms. Asher wants to have the Board meet with each candidates with their own interviews, for one evening with all the candidates and one full day per candidate. Interviews (one and one-half to two hours per interview) would happen during that day. The Board will have all committee and stakeholder feedback on each candidate. Trustees are asked to spend time with each candidate IAW OMA requirements in mind. Trustee Lang asked if they are still accepting applications. Trustee Stutz asked about the diversity of the candidate pool, to which Ms. Asher asked to not answer that yet as the diversity is not at a level they would all like. She does not want to taint future applicants. Trustee Stutz asked for clarification on how many candidates will be presented to the Board; 8-12 will be selected for interviews, but ultimately 3-5 will be chosen for final round. They are aiming at the first week of November for interviews of final candidates and she asked the Board be ready to be with them during that week. Trustee Stutz asked how confident the firm is that of the final pool, the applicants are ready to move to Macomb. Ms. Asher stated they work to ensure all concerns are addressed before a candidate is moved to the final round.

NEXT MEETING

September 23-24, 2020, Horrabin Hall 1, Macomb IL

ADJOURN ACTION

Trustee Brown made a motion to adjourn the meeting of the Board at 2:51 p.m., seconded by Trustee Shaw.

A roll call vote was taken and the motion carried, unanimously.

Trustee Polly Radosh, Chair
Jackie Miller, Business Administrative Associate to the Board