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Governors State University Board of Trustees Committee on Trusteeship, Governance, and Nominations Meeting Minutes - December 11, 2009

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**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES
COMMITTEE ON TRUSTEESHIP, GOVERNANCE AND NOMINATIONS**

Minutes of the Friday, December 11, 2009 Meeting

Bruce Friefeld, Chair

CALL TO ORDER

The Committee on Trusteeship, Governance and Nominations of the Board of Trustees met on Friday, December 11, 2009 in the William D. McGee Hall of Honors. The meeting was called to order by Committee Chair Friefeld at 11:35 a.m. Trustees Jack Beaupre, Kristi DeLaurentiis, Lois Mayer, Lorine Samuels and Student Trustee Bryce Johnsen were in attendance.

Others present: Elaine Maimon, President; David Curtis, Interim Provost; Gebeyehu Ejigu, Executive Vice President and Chief of Staff; Alexis Kennedy, General Counsel; Joan Vaughan, Vice President of Institutional Advancement; Heikki Heino, Faculty Senate President ; Carmin Garnica, Student Senate President; and David Dixon, Internal Auditor.

ACTION ITEMS

Approval of Minutes

Friefeld entertained a motion to approve the minutes of the October 2, 2009 committee meeting. DeLaurentiis made a motion. Mayer seconded. The motion passed by unanimous voice vote.

PUBLIC COMMENT

Friefeld stated the Faculty Senate indicated they wished to comment on the proposed changes to the Governing Policies for the Board of Trustees, and therefore he requested a motion to go to the Public Comment portion of the meeting prior to voting on the resolution. DeLaurentiis made a motion. Beaupre seconded. The motion passed by unanimous voice vote.

Heino represented the Faculty Senate. He stated the Faculty Senate received notice of public comment on November 22, 2009. This was after the Senate's November meeting, and the December meeting is not scheduled until December 16. Therefore only the Faculty Senate Executive Committee had an opportunity to review the proposed changes to the Governing Policies. Heino stated there were some concerns on the part of the Senate and he requested that voting on the resolution be postponed until these concerns could be addressed, perhaps at the Board Retreat on January 29, 2010. Friefeld asked Heino if he would like to express those concerns at today's meeting and not postpone voting on the resolution, and Heino agreed.

Heino explained the Senate's main concern is with Section 4, *Participation in University Governance*. In the existing 1996 Governing Policies document item D defines that the faculty, staff, and students shall develop constitutions for their own duly established governmental organizations. The revised document has eliminated that section, and since it will no longer be in

writing the Senate is concerned this means the faculty, staff and students will not have the right to have their own constitutions and thus no longer have a part of shared governance. The Senate believes there should be a more specific definition of shared governance. This is further fortified by the fact that in 2007 the Faculty Senate constitution was suspended by the President due to the fact that it had language referencing the BOG system and not the new system of organization. When that occurred many of the faculty became leery, and now with the elimination of this language in the Governing Policies the Senate is even more concerned, not only for the Faculty Senate but also for the Civil Service and Student Senates. Friefeld thanked Heino for his comments and welcomed further discussion at the Board Retreat on January 29th.

Resolution 10-22: Adoption of the Governing Policies of the GSU Board of Trustees

Friefeld entertained a motion to approve Resolution 10-22. Beaupre made a motion. Samuels seconded. Friefeld asked Kennedy to give an overview of the proposed changes to the Governing Policies. Kennedy explained that the Board of Trustees Bylaws, Governing Policies and Regulations have been undergoing review for the past 18 months in order to bring them up to date. Revision of the Board Bylaws was approved by the Board in October 2008. Review of the Regulations is in the draft process. In drafting the proposed revisions to all the Board documents the goal was to remove items that were not specifically related to the Board or were not policy matters addressed by the Board. In reviewing the Governing Policies it was clarified that the Board of Trustees is the decision maker in all matters relating to management of the University and that they are the employer of all employees. It was made clear that the Board delegates to the President the responsibility of chief executive officer in order to perform the day to day management and operations of the University as the Board does not involve itself in those issues. In addition specificities that pertain to the administrative, management and operational levels were removed. All of the principles in the 1996 document remain, including commitment to equal employment opportunity, equal academic opportunity, commitment to academic responsibility, and academic freedom, but are restated to reflect updates in the UPI agreement. Under the section on shared governance specific committees are being removed, at Kennedy's recommendation, because they are not useful at the Board level. The President carries out the responsibility of overseeing University committees, such as PBAC and the Curriculum Committee, in consultation with those constituencies. In terms of the specific concerns of the Faculty Senate brought forward today, it is a self-organized constituency approved by the President and their constitution and bylaws are to be maintained by that constituency. Kennedy concluded by stating she hoped the overview addressed the Faculty Senate's concerns at the Board level.

Friefeld asked if there was any further discussion. There being none he requested a vote on the motion. The motion passed by unanimous voice vote. Per Kennedy a roll call vote was not required.

PREVIEW OF FUTURE AGENDA ITEMS

Kennedy reported a *Conflict of Interest Policy* will be brought before the Board at a future meeting. At the February meeting the April election for Board positions will be discussed.

Friefeld entertained a motion to adjourn. DeLaurentiis made a motion. Beaupre seconded. The motion was passed by unanimous voice vote. The meeting of the Committee on Trusteeship, Governance and Nominations adjourned at 11:50 a.m.

Respectfully submitted,

Joan Johns Maloney