

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES
SOUTHERN ILLINOIS UNIVERSITY
FEBRUARY 1, 2019

Pursuant to notice, a special meeting of the Board of Trustees of Southern Illinois University convened at 10:00 a.m., Friday, February 1, 2019, at the Holiday Inn St. Louis Airport, Ambassador Room, 4505 Woodson Road, St. Louis, Missouri. The meeting was called to order by Vice Chair Phil Gilbert. The following members of the Board were physically present:

Hon. J. Phil Gilbert, Vice Chair
Mr. Joel Sambursky, Secretary
Mr. Tom Britton
Mr. Brione Lockett
Dr. Shirley Portwood
Dr. Marsha Ryan
Ms. Molly Smith

The following members were absent:

Ms. Amy Sholar, Chair
MG (Ret) Randal E. Thomas

Also present for the duration of the meeting were Dr. J. Kevin Dorsey, Interim President; Dr. John Dunn, SIUC Interim Chancellor; Dr. Randall Pembroke, SIUE Chancellor; Dr. Brad Colwell, Vice President for Student and Academic Affairs; Mr. Luke Crater, General Counsel; Dr. Duane Stucky, Senior Vice President for Financial and Administrative Affairs and Board Treasurer; and Ms. Misty Whittington, Executive Secretary of the Board. Dr. Carol Cartwright, Association of Governing Boards consultant, also attended the meeting.

The Executive Secretary reported and the Vice Chair determined that a quorum was physically present.

The Vice Chair stated that there would be a Public Questions and Comments portion available at the day's meeting.

The Executive Secretary reported that no persons requested speaking time.

General Counsel Crater reviewed proposed changes to the Bylaws of the Board that the Board had discussed at prior meetings. A discussion was held regarding the number and timing of Board and committee meetings. A discussion was held regarding the Bylaw language regarding call-in participation. Trustee Ryan asked that Board members be more vigilant in following the Bylaws when participating via teleconference. It was discussed that additional changes would need to be made to the Bylaws consistent with Higher Learning Commission accreditation standards for the primary reporting relationship of the School of Medicine to the SIUC Chancellor with a secondary relationship to the President. Chancellor Dunn will follow up with the submission of corresponding changes to Board Bylaws for the Board's March 2019 meeting. Chancellor Pembroke plans to meet with those from the SIUE professional schools and expects the need to submit similar reporting changes to Board Bylaws at the Board's March or May 2019 meeting. A discussion was held regarding the process for items to be placed on the Board agenda. General Counsel Crater will review the current language for any suggested updates. It was discussed that Board committees could meet separate and apart from the full Board meeting, and the committees could accomplish certain work. Dr. Carol Cartwright, Association of Governing Boards consultant, noted that the Board may consider establishing Board procedures; whereby some sections could be pulled out from the Bylaws.

The Board recessed at 12:03 p.m. for lunch.

The meeting reconvened at 12:57 p.m.

President Dorsey noted that consultants from the presidential search firm Witt/Kieffer would like to meet with Board members to discuss their views of the portrait of the next president. The group discussed where the next President should be located. It was a consensus of the Board that it would be better to have the President located in Springfield. This would be an item to be discussed with presidential candidates. The location for positions of vice presidents and staff were discussed. It was decided that functional staff should remain in the system office located in Carbondale, but that it would likely make sense to have the location of the vice presidents be the same as the President but could ultimately be the decision of the next president hired. Board members were in agreement that it would be beneficial for the next president to have some experience with healthcare colleges. They discussed certain preferences could be included as part of the search criteria, even if not qualification requirements.

Dr. Cartwright discussed how the Board can get strategic work done through its committees, and by having an annual work plan. She suggested committee agendas should be developed by a committee chair and a staff member and that the president should develop the strategic plan for the system and coordinate with the chancellors. Dr. Cartwright discussed typical standing committees of boards and recommended that some of SIU's Board committees could be combined. She discussed the hallmarks of highly effective fiduciary committees.

Trustee Lockett noted his desire to have the topics of diversity and students be part of the conversation in a future Board retreat. Trustee Lockett queried the meeting attendees to provide a brief summary of their personal vision for SIU.

Trustee Ryan moved that the meeting be adjourned. The motion was duly seconded by Trustee Britton. The motion to adjourn passed unanimously by voice vote.

The meeting adjourned at 3:40 p.m.

Misty D. Whittington, Executive Secretary