

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES
SOUTHERN ILLINOIS UNIVERSITY
NOVEMBER 9, 2018

Pursuant to notice, a special meeting was called by the Chair of the Board of Trustees of Southern Illinois University, and the meeting convened at 10:05 a.m., Friday, November 9, 2018, in the Large Dining Room of Stone Center, Southern Illinois University System Office, Carbondale, Illinois. The meeting was called to order by Chair Sholar. The following members of the Board were present:

Ms. Amy Sholar, Chair
Hon. J. Phil Gilbert, Vice Chair
Mr. Joel Sambursky, Secretary
Mr. Tom Britton
Mr. Brione Lockett
Dr. Shirley Portwood
Dr. Marsha Ryan – via teleconference
Ms. Molly Smith
MG (Ret) Randal Thomas

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

Also present for the duration of the meeting were Dr. J. Kevin Dorsey, Interim President; Mr. Lucas Crater, General Counsel; and Ms. Misty Whittington, Executive Secretary of the Board. Dr. Jerry Kruse, SIU School of Medicine Dean and Provost, attended a portion of the meeting.

Trustee Britton made a motion to allow Trustee Marsha Ryan to join the meeting via teleconference. Trustee Thomas raised a point of order. He expressed appreciation for the expenditure on a consultant to discuss processes and procedures. He proposed that before the Board moved forward with a motion, *Southern Illinois*

University Bylaws of the Board of Trustees require that the Board members are allowed to participate via telephone for reasons such as personal illness, employment purposes, or family emergency. Trustee Thomas noted that if those criteria had not been met, the motion would be out of order. General Counsel Crater confirmed that was correct and stated the *Board Bylaws* mirror the Open Meeting Act exceptions for such participation as well. He noted that if Trustee Ryan was not absent for one of the permissible reasons, she could connect via teleconference to listen to the meeting but would not be allowed to participate in voting, motions, and the like. Trustee Thomas recommended that the Board follow the procedure provided in the *Board Bylaws*. Chair Sholar stated she did not know the reason Trustee Ryan needed to participate via telephone and asked Executive Secretary Whittington to contact Trustee Ryan to ascertain her reason for needing to participate by teleconference.

A brief recess was taken.

Executive Secretary Whittington reported that she spoke with Trustee Ryan on the telephone, and Trustee Ryan stated she was out of state on business. Given this information, General Counsel Crater deciphered Trustee Ryan's provided reason as allowable in the *Board Bylaws*.

A motion was made by Secretary Sambursky to allow Trustee Ryan to participate via teleconference. The motion was seconded by Trustee Thomas. The motion passed unanimously via voice vote.

Chair Sholar explained the procedures for the public comment and question portion of the Board's agenda.

Mr. Clay Awsumbe, SIUC Graduate and Professional Student Council (GPSC), spoke to the Board. He noted the opportunity ahead for the Board to improve the University by its selection of an Interim Chancellor for the Carbondale campus. He asked for the Trustees to immediately make a commitment to select an Interim Chancellor who is committed to students. He spoke of the students being the essential means of success on a campus. He noted the university needs to meet student needs, and their health and wellbeing will drive University success.

Dr. David Johnson, SIUC Faculty Association, spoke to the Board. He noted that before Chancellor Montemagno's untimely death, the campus restructuring process was controversial. He noted the last third of school proposals lacked faculty support. He further noted the large number of administrators serving in interim roles at the university with the campus facing an enrollment crisis. He recommended that the administration not force the proposed structure on the campus, adopt the proposed schools that faculty and students support, and support faculty alternatives provided for the other schools. He recommended the restructuring should be done in a collaborative manner and the enrollment crisis can then be addressed together.

Dr. Kathleen Chwalisz spoke to the Board. She recalled the recent loss of Chancellor Montemagno and the feared loss imagined of what SIUC could become through his vision. She expressed appreciation for President Dorsey's steady and thoughtful leadership he demonstrated through the crisis. She appreciated the President's verbal support for the reorganization, and she asked for formal support from the Board of Trustees of the reorganization. As a member of the Reorganization Review Committee she reported the process is ongoing with one-third of the proposals approved,

one-third of the proposals rejected but sent back for revisions with faculty and administrators working on, and a number of proposals that are faculty-driven are being developed. She spoke of a Faculty Senate Executive Council resolution recently forwarded to the Board requesting a formal endorsement of the SIUC reorganization concept. Further, Dr. Chwalisz asked the Board to choose someone as the Interim Chancellor who appreciates SIUC's mission and what it brings to the SIU system.

Mr. Bret Seferian spoke to the Board. He spoke on behalf of the Graduate Assistants United. He reported that from a number of student meetings he attended it was unclear whether the Board would seek input regarding candidates for the selection of Interim Chancellor. He spoke of the importance of students and the campus community being included to provide input. He expressed that students feel cut out of the process and noted their lack of faith in the administration and Board. He spoke of the length of time an Interim Chancellor may serve and that how that person is hired will have an effect on how well they will be received.

Mr. Anthony Travelstead, SIUC Civil Service Council, spoke to the Board. He spoke of the recent loss of Chancellor Montemagno and that he had made many steps forward for the campus. He noted the University cannot afford to be stationary. He asked the Board to quickly choose an Interim Chancellor who is a leader to move the campus forward to lead and inspire.

Chair Sholar commented that RMEs will be coming to the Board at its December meeting. President Dorsey confirmed the fact that those will be on the December Board agenda. Vice Chair Gilbert inquired about if time was of the essence, could proposals be sent to the IBHE before December. President Dorsey responded that

the IBHE had been contacted and they would like to receive the overall group or global view, they did not want to receive a piecemeal approach. The President expressed that they needed to be deliberate but with all due speed.

Chair Sholar stated that the next item was to affirm the SIU President to continue fulfilling the SIUC Chancellor duties. She expressed regret for having to undertake the matter due to the circumstances of the recent loss of Chancellor Montemagno. She stated that the University as a whole, including the Board of Trustees, is working to find balance between the loss felt with his unexpected passing and the work that continues to advance forward, due in large part to his dedication and focus. President Dorsey has been assuming the SIUC Chancellor responsibilities for the short term and will continue to do so until an Interim Chancellor is named soon.

Trustee Portwood made a motion to affirm that President Dorsey shall continue to fulfill the SIUC Chancellor duties. The motion was duly seconded by Trustee Britton. The motion carried by the following recorded vote: aye, Mr. Tom Britton, Hon. J. Phil Gilbert, Mr. Brione Lockett, Dr. Shirley Portwood, Dr. Marsha Ryan, Mr. Joel Sambursky, Ms. Amy Sholar, Maj. Gen. Randal Thomas; nay, none.

President Dorsey spoke to the selection of an SIUC Interim Chancellor. He reported that he had met with multiple constituencies around campus. He reviewed the order of events as follows: an Interim Chancellor will need to be selected as soon as possible, followed by a search for a permanent President, followed by a search for permanent Chancellor. He noted that a potential Chancellor would want to know who they would be working for and with, thus dictating the order of events. An Interim Chancellor would likely work for 18 to 24 months. The presidential search is expected to

start forthwith to begin work by fall 2019 if all goes as planned. Dr. Dorsey expected the selection of Interim Chancellor to move relatively quickly. The person should be experienced at or near the Chancellor level, he or she should be acceptable to faculty, students, the President and the Board, and willing to serve that potential period of 18 to 24 months. He mentioned that it would be at the Board's discretion, but he did not expect the Interim Chancellor to be a candidate for the permanent position. Dr. Dorsey mentioned a common theme he heard from various constituents was the selected person needs to be a person who could unite not only those on the Carbondale campus but those in entire system. He spoke of two major pathways for the search and pros and cons for each pathway. For external candidates, search firms can find temporary placements. Those may take longer to get up to speed on campus issues but would come without perceived biases. Internal candidates could get to work immediately but may bring biases. The President noted that he had asked in open forums for people to submit names to him of potential candidates. He reported he had been provided 16 names of internal candidates that the Board could discuss.

Trustee Lockett stated that he would do his best job to make sure the student voices are heard in the process.

At approximately 10:35 a.m., Trustee Sambursky moved that the Board go into closed session to consider pending, probable or imminent court proceedings against or on behalf of the Board; appointment, employment, compensation, discipline, performance, or dismissal of specific employees; and meetings between internal and external auditors and governmental audit committees, finance committees, and their equivalents. The relevant sections of the Open Meetings Act Statute that allow for the

closed session are 5 ILCS 120/2(c) (1), (11), (29). The motion was duly seconded by Vice Chair Gilbert. The motion carried by the following recorded vote: aye, Mr. Tom Britton, Hon. J. Phil Gilbert, Mr. Brione Lockett, Dr. Shirley Portwood, Dr. Marsha Ryan, Mr. Joel Sambursky, Ms. Amy Sholar, Maj. Gen. Randal Thomas; nay, none.

The meeting's open session resumed.

Trustee Britton made a motion to select the Witt/Kieffer search firm for the presidential search. The motion was duly seconded by Trustee Thomas. The motion carried by the following recorded vote: aye, Mr. Tom Britton, Hon. J. Phil Gilbert, Mr. Brione Lockett, Dr. Shirley Portwood, Dr. Marsha Ryan, Mr. Joel Sambursky, Ms. Amy Sholar, Maj. Gen. Randal Thomas; nay, none.

At approximately 2:35 p.m., a motion was made by Vice Chair Gilbert and seconded by Secretary Sambursky to adjourn the meeting. The motion passed by a voice vote.

No action was requested or taken during the closed session.

Joel Sambursky, Secretary