

**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES**

Final for posting:
approved 4-7-21

**Governance and Nominations Committee
Minutes of the Friday, February 12, 2021 Meeting**

Note: As permitted by Illinois Governor Executive Order Number 2021-04, dated February 5, 2021, the February 12, 2021 Governance and Nominations Committee meeting was held via Zoom.

Call to Order and Roll Call

The video conference meeting of the Governance and Nominations Committee of the GSU Board of Trustees for Friday, February 12, 2021 was called to order by Chair Kevin Brookins at 8:03am. Roll call was taken. Committee Members Kevin Brookins, Janine Latrice Koger, Angela Sebastian, and Anibal Taboas were in attendance.

Also in attendance:

Cheryl Green, President

W. Paul Bylaska, Vice President for Administration and Finance

Elizabeth A. Cada, Provost and Vice President for Academic Affairs

Therese King Nohos, VP, General Counsel

Penny Perdue, Chief of Administrative Operations and Liaison to the Board

Zion Banks, Senior Writer, Marketing and Communications

Marlon Cummings, Faculty, College of Education, Faculty Senate Representative

Will Davis, Vice President for Institutional Advancement and CEO of the GSU Foundation

Shannon Dermer, Dean, College of Education

David Golland, Faculty, College of Arts and Sciences, Faculty Senate President

Brenda Hannigan, Administrative Assistant to VP for Administration and Finance

Joan Johns Maloney, Coordinator of Benefits and Employee Relations, Human Resources

Rosemary Johnsen, Associate Provost and AVP of Academic Affairs

Sheryl Jones Harper, Account Technician II, Financial Services, President, Civil Service Senate

Maureen Kelly, Director of Government and Community Relations

Blaise Lukasiewicz, Documentation/Training Specialist, ITS

Andrae Marak, Dean, College of Arts and Sciences

Sandra Marak, Director of Human Resources Services

Johnsie McAuley-Davis, Administrative Assistant, College of Health and Human Services

Rashidah Muhammad, Faculty, College of Arts and Sciences, Faculty Senate Representative

Chuck Pustz, AVP for Information Technology Services

Alexis Sarkisian, Special Projects Manager, University Library

Colleen Sexton, Associate Provost and Associate Vice President of Academic Affairs

Josh Sopiartz, Associate Professor, University Library

Tracy Sullivan, Associate Vice President, Procurement and Business Services

Public Comment

There were no public comments.

Approval of Minutes

Chair Brookins asked for a motion to approve the open session minutes of the December 7, 2020 Governance and Nominations Committee meeting, noting that there was no executive session on that date. Trustee Sebastian motioned. Trustee Koger seconded. The minutes were approved via a unanimous voice vote.

Information Items

Chair Brookins introduced the first information item: Report on Review of the Board of Trustees Bylaws, Policies, and Regulations. Therese King Nohos provided a report outlining the Board's governing documents: Bylaws, Policies, and Regulations. She explained the purpose of each, provided an overview of their contents, and outlined the standards for adopting, amending, and repealing each document. Discussion ensued. It was agreed that the report would be shared with the entire Board of Trustees at the next scheduled meeting as part of Trustee Brookins' report on the activities of the Governance and Nominations Committee. Before any recommendation can be made to the full Board, however, the Committee requires additional information, including the administration's recommendations regarding:

- which standing committee should be responsible for reviewing governing documents that are not currently assigned to any standing committee; and
- which policies should be passed at the Board level as opposed to delegated to the President and/or the President's delegates.

In connection with her report regarding the governing documents, Ms. Nohos advised the Committee that there does not appear to be a rule or commonly accepted standard regarding how frequently board documents should be reviewed. Ms. Nohos advised that a three-to-five year time frame was reasonable. No decision was taken on this issue.

Chair Brookins introduced the second information item: Update on Proposed Restatement of Board Bylaws. Therese King Nohos provided her report, noting that the red line version of the Bylaws provided follows best practices and reflects rules and laws the Board must abide by, adding that the proposed changes do not required public comment, only 10 days' notice to all trustees before a vote. Given the extensive nature of the proposed changes, Ms. Nohos did not recommend providing the full Board only 10 days to consider them, but rather to present them for the Board's review at the next regularly scheduled meeting. Discussion ensued. It was agreed that the Committee members would review the changes and provide any comments to Ms. Nohos. A revised draft would be included as an information item at the next regularly scheduled Board meeting; however, no formal action would be taken with respect to passing the revised Bylaws at this time.

Chair Brookins introduced the third information item: Update on Proposed Policy on President Emeritus Status. Therese King Nohos shared a draft of the policy. Discussion ensued. It was agreed upon that Ms. Nohos would incorporate the feedback provided and revise the draft policy for reading at the next regularly scheduled Board meeting.

Chair Brookins introduced the fourth information item: Illinois Secretary of State Statement of Economic Interests. Therese King Nohos informed the Committee of the need for them to complete this form by the May 1 deadline. There was no discussion.

There being no new business and no need for executive session, the meeting adjourned at 9:16am with a motion from Trustee Koger and a second from Trustee Taboas. The motion was approved by unanimous voice vote.

Respectfully submitted,
Penny Perdue
Recording Secretary