

**GOVERNORS STATE UNIVERSITY  
BOARD OF TRUSTEES**

**COMMITTEE ON TRUSTEESHIP, GOVERNANCE AND NOMINATIONS**

**Minutes of the December 6, 2013 Meeting**

**Bruce N. Friefeld, Chair**

**CALL TO ORDER AND ROLL CALL**

The Committee on Trusteeship, Governance and Nominations of the Board of Trustees met on Friday, December 6, 2013 in the William D. McGee Hall of Honors at Governors State University. The meeting was called to order by Committee Chair Bruce N. Friefeld at 11:06 a.m. Committee members Jack Beaupre, Patrick Ormsby and Anibal Taboas were present. Also in attendance were Trustees Lorraine Tyson, Eileen Durkin, Brian Mitchell and Student Trustee Kayla Randolph-Clark.

Others present: Elaine P. Maimon, President; Deborah E. Bordelon, Provost and Vice President for Academic Affairs; Gebeyehu Ejigu, Executive Vice President and Chief of Staff; Alexis Kennedy, General Counsel; Karen Kissel, Vice President for Administration and Finance; Courtney Kohn Sanders, Vice President for Enrollment Management and Marketing; Will Davis, Vice President for Development; Rashidah J. Muhammad, President, Faculty Senate; Laura Owens, President, Civil Service Senate; Lisa Wallace, President, Student Senate; Elizabeth Ruiz, President, GSU University Professionals of Illinois; Angela Latham, Associate Provost; Sandra Mayfield, Associate Provost; Karen D'Arcy, Interim Dean, College of Education; Ellen Foster Curtis, Dean, College of Business and Public Administration; Reinhold Hill, Dean, College of Arts and Sciences; Aurelio Valente, Dean of Students; Jeff Slovak, Deputy Vice President for Administration and Finance; and David Dixon, Internal Auditor.

**ACTION ITEMS**

**Approval of Minutes.** Friefeld requested a motion to approve the Minutes of the October 8, 2010 Committee meeting. Ormsby made a motion. Beaupre seconded. The motion was approved by unanimous voice vote.

**INFORMATION ITEMS**

**Compliance Issues in Higher Education and at GSU.** Friefeld introduced Ejigu to present on the subject. Ejigu stated he would address not only the state of compliance nationally, but also at GSU, and make suggestions going forward. A Power Point presentation was given, which Ejigu

developed with resources from the National Association of College and University Attorneys (NACUA), the Higher Education Compliance Alliance (HECA), the Association of Governing Boards (AGB), and the Association of College and University Auditors (ACUA). Ejigu explained compliance is a comprehensive program that helps institutions and their employees conduct operations and activities ethically, and that governing boards play an integral part in defining policies. He defined the three models of organization, 1) the Centralized Coordination model, which utilizes a Compliance Officer (CO) that oversees execution of policies and plans in coordination with various unit liaisons; 2) the Decentralized Model, which utilizes COs at the school level; and 3) the Stealth Model, which is decentralized by default, piecemealed, and meant not to attract much attention.

Where is GSU? Ejigu pointed out that the University employs most of the elements recommended in place, including Board of Trustees Governing Policies and Regulations; Administrative Policies, e.g. Policy 4 and 52; Student, Faculty and Staff handbooks; disciplinary guidelines and procedures; a well-organized internal and external auditing system, with both having unfettered access to all University operations; an important number of insurance policies; an Environmental Health and Safety Office; an Emergency Response Team (ERT); and an Office of Sponsored Programs and Research (OSPR).

Where do the weaknesses lie? GSU does not have one person (a Compliance Officer) that is accountable; there is no organized and consistently conducted training and education program; and there are no clearly delineated lines of communication. To address these weaknesses Ejigu recommended the Board have a direct role in issues of compliance and oversight ability, and consider creating a Compliance Oversight Committee; reorganize the current Office of the Internal Auditor into the Office of Compliance and Internal Audit; and assign responsibility for Title IX compliance to the new Chief Human Resources Officer. Ejigu concluded by stating developing and maintaining an effective compliance program is good risk management and, in essence, good governance.

Friefeld thanked Ejigu for his informative presentation. Tyson ask what office would be handling compliance with student financial aid and housing starting in fall 2014. Ejigu responded that the University has an experienced Director of Financial Aid that reports to the Vice President for Enrollment Management and Marketing, and that aggressive plans are in place to make that office ready and responsive to the needs of a different class of students. Friefeld commented that everyone has a role in compliance. Whether the Board wants to change or create a committee requires further discussion. Kennedy stated this could be part of the process of reviewing the Bylaws. Friefeld added that the role of the General Counsel has been pivotal with regard to compliance, and he would recommend some formalization of the General Counsel with these responsibilities. Ejigu agreed that some universities do that, and that GSU should have the General Counsel involved. Tyson asked if the option of rearranging the office of the Internal Auditor would require another person. Ejigu responded it would, one with a broader set of skill

sets than strictly financial. Friefeld asked if that is the case, would the Compliance Officer become a pseudonym for Inspector General? Ejigu responded affirmatively, adding that the University will have to organize these activities with care and with clear expectations.

### **FUTURE AGENDA ITEMS**

Friefeld announced that the annual election of officers will take place in May. He will accept nominations in February through this Committee. In addition, a review of the Board of Trustees Bylaws will be initiated at the February meeting.

### **PUBLIC COMMENT**

There were no requests for Public Comment.

Friefeld requested a motion to adjourn. Ormsby made a motion. Mitchell seconded. The motion was approved by unanimous voice vote. The meeting of the Committee on Trusteeship, Governance and Nominations adjourned at 11:39 a.m.

Respectfully submitted,

Joan Johns Maloney