



Governors State
U N I V E R S I T Y

Board of Trustees

Executive Committee Meeting

Friday October 7, 2022

9:00 a.m.

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TAB 1



**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES**

Regular Meeting of

**Executive Committee
October 7, 2022 at 9:00 AM**

*To be conducted by audio and video conference as permitted by Public Act 101-0640
and Illinois Governor's Disaster Proclamation dated September 16, 2022.*

Angela Sebastian, Chair

Time¹		Topic	Tab Nos.
9:00 am	I.	CALL TO ORDER AND ROLL CALL	
9:05 am	II.	PUBLIC COMMENT Consistent with Public Act 91-0715 and reasonable constraints determined by the Board of Trustees, at each regular or special meeting of the Board or its committees that is open to the public, members of the public may request a brief time on the approved agenda of the meeting to address the Board on relevant matters within its jurisdiction.	
9:15 am	III.	APPROVAL OF MEETING AGENDA	1
9:20 am	IV.	APPROVAL OF MINUTES 1. July 19, 2022 Executive Committee Meeting Minutes	2
9:25 am	V.	CLOSED SESSION Upon motion and affirmative vote, the Committee may hold a closed meeting pursuant to 5 ILCS 120/2(c)(1) to discuss the employment, compensation, or performance of specific employees, including the President.	3

¹ Please note that agenda times are approximate and subject to change. Discussion may take more or less time than expected or the Agenda may be amended to change the order of items presented.

10:25am	VI.	ACTION ITEMS 1. Evaluate and Form Recommendation to Board of Trustees regarding President's Annual Performance Review for FY2022 2. Evaluate and Form Recommendation regarding FY2022 Incentive Compensation Payment to President based on President's Annual Performance Review 3. Evaluate and Form Recommendation regarding President Compensation for FY2022 based on President's Annual Performance Review <i>Presenter: Joshua R. Allen, Vice President for Human Resources</i>	4
10:28am	VII.	OLD BUSINESS/NEW BUSINESS	
10:30am	VIII.	ADJOURN	

Notice to GSU Community and Members of the Public:

- 1) If you require accommodations to participate fully in the meeting, please contact Therese King Nohos (contact info below) to request them.
- 2) If you wish to make a public comment, please register in advance to do so by contacting Therese King Nohos by 5 pm on Thursday, August 4.
- 3) *If you wish to watch the meeting via Zoom, a link is provided below for your use.

Contact Information: Therese King Nohos; tnohos@govst.edu; 708.855.1553

Zoom Link:

Please click the General Invitation link below to join the webinar or paste it into your web browser:

<https://us02web.zoom.us/j/81153084973?pwd=VkNydC9hSFJMYXRVRzRSQURleXBQZz09>

Passcode: 727111

Or One tap mobile:

US: +13126266799,,81153084973# or +13092053325,,81153084973#

Or Telephone:

Dial (for higher quality, dial a number based on your current location):

US: +1 312 626 6799 or +1 309 205 3325 or +1 646 931 3860 or +1 301 715 8592 or +1
646 876 9923 or +1 408 638 0968 or +1 564 217 2000 or +1 669 444 9171 or +1 669 900 6833
or +1 719 359 4580 or +1 253 215 8782 or +1 346 248 7799 or +1 386 347 5053

Webinar ID: 811 5308 4973

TAB 3

GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES
EXECUTIVE COMMITTEE

Draft for
committee
review

Minutes of the Tuesday, July 19, 2022 Regular Meeting

Call to Order and Roll Call

The Governors State University Board of Trustees Executive Committee's regular meeting for Tuesday, July 19, 2022 was called to order by Chair Lisa Harrell at 8:03 am. Chair Harrell and Trustees Kvedaras and Sebastian were in attendance. No committee members were absent. A quorum was confirmed. Trustee Brookins joined shortly after the start of the meeting.

As permitted by Public Act 101-0640 and Illinois Governor's Disaster Proclamation dated June 24, 2022, the meeting was held in person in Engbretson Hall on the University Park Campus and via Zoom.

Also in attendance:

Cheryl Green, President

Joshua R. Allen, Vice President for Human Resources

Corey S. Bradford, Sr., Vice President for Administration and Finance (via Zoom)

Janelle A. Crowley, Chief of Staff

William A. Davis, Vice President for Advancement, Marketing and Communications (via Zoom)

Maureen Kelly, Executive Director, Government Relations

Paul McGuinness, Vice President for Student Affairs and Enrollment Management

Therese King Nohos, Vice President, General Counsel

Beverly Schneller, Provost and Vice President for Academic Affairs

Kaitlyn A. Wild, Director of Compliance and Parliamentary

Additional members of the University community and public were present

Public Comment

There were no public comments.

Approval of Meeting Agenda

Chair Harrell asked for a motion to approve the agenda for the July 19, 2022 Executive Committee meeting. Trustee Kvedaras motioned. Trustee Sebastian seconded. The motion was approved via a unanimous roll call vote.

Approval of Meeting Agenda

Chair Harrell asked for a motion to approve the meeting minutes from the January 7, 2022 Executive Committee regular meeting. Trustee Sebastian motioned. Trustee Kvedaras seconded. The motion was approved via a unanimous roll call vote.

The Committee then turned to the first of three discussion items. Vice President Allen presented an oral report on the ongoing efforts to establish new policies and procedures regarding the annual presidential assessment with the assistance of a consultant, Terrence MacTaggart, from the Association of Governing Boards for Universities and Colleges. Vice President Allen thanked Trustee Kvedaras for his efforts in overseeing the process on behalf of the Board as Chair of the prior Human Resources Committee. Vice President Allen reported that the consulting project resulted in the preparation of a written proposed policy and procedure included in the Committee book, as well as new evaluation criteria, also included in the Committee book. Trustee Kvedaras noted that the evaluation criteria were carefully selected to replace those appearing as an attachment to the President's Employment Agreement. There ensued an extended discussion regarding how to measure the criteria and how the President should report on meeting the criteria. Vice President Allen confirmed that the Cabinet had been consulted on the criteria to confirm their relevance and measurability. Chair Harrell thanked those involved in producing a commendable template for future reviews, including Trustee Kvedaras, Vice President Allen, and Dr. MacTaggart.

The Chair then introduced the second information item regarding the President's Employment Contract negotiations. Vice President and General Counsel Nohos presented a status report.

The Chair then introduced the third information item regarding the expiration of trustee terms in January 2023. Vice President and General Counsel Nohos presented a status report. She advised the Committee that she recommended that negotiations of President Green's next employment contract begin after the conclusion of the review process, meaning they likely would begin after October. She also advised that the Board retain outside counsel to advise it on the matter as they had done historically.

The Chair then introduced the final information item regarding trustee terms. Vice President and General Counsel Nohos reported on the terms of those trustees that expire in January 2022: Trustees Brudnak, Cevallos-Candau, Kvedaras, and Toboas. An extended discussion ensued regarding the process for applying for an additional term and recruiting new potential members for consideration by the Governor and Senate. Vice President and General Counsel Nohos advised it was unlikely for the Governor to appoint trustees this late in a term during an election year. Trustee Sebastian requested that the Administration provide information regarding expectations and obligations of trustees to be used in connection with recruiting potential board members.

Chair Harrell confirmed that there was no need to go into closed session and that there was no new or old business remaining to be discussed. She then called for a motion to adjourn. Trustee Sebastian so moved and Trustee Kvedaras seconded. The motion carried on unanimous roll call vote. The Chair adjourned the meeting at approximately 8:55 am.

Approved this 7th day of October, 2022

Chair Angela Sebastian

TAB 3

EXECUTIVE SUMMARY**Resolution 23-XX*****Resolution for the Annual Review of President Green, Eligibility for Incentive Compensation, and Eligibility for Increase to Base Salary***

- I. **ACTION ITEMS:** Evaluate and form recommendations for the Board of Trustees of Governors State University (“Board” and “University,” respectively) regarding President Cheryl Green’s: (i) performance for Fiscal Year 2021-2022 (“FY2022”); (ii) eligibility for a Performance Incentive Compensation payment, or portion thereof, pursuant to the Presidential Employment Agreement (“Agreement”) by and between the University and President Green (attached hereto as **Exhibit A**); and (iii) eligibility for an increase to her Base Salary as defined in the Agreement (together, the “Action Items”).
- II. **BACKGROUND:** The Board has an obligation to take the Action Items on an annual basis due to a combination of requirements found in Illinois State law, the Board Bylaws, and the Agreement. Those various requirements are stated briefly here, and a proposed action plan for meeting those requirements is stated in the Analysis section below.

First, the Board must conduct an annual assessment of President Green and meet with her to discuss her performance. Hiring, supporting, and retaining the University’s president is the most important task of a University trustee, especially the chair of the Board. *See* MacTaggart, Terrence, *Assessing and Developing College and University Presidents, an Enterprise Leadership Approach*, Washington, DC, Association of Governing Boards of Colleges and Universities, 2020. “[A]ssessing chief executives with the goal of enabling them to perform at superior levels is a fundamental fiduciary responsibility of boards.” *Id.* In fact, in Illinois, an annual assessment is required by law. *See* Governors State University Law, 110 ILCS 670/15-190 (“the Board must complete an annual performance review of the president . . .”). This obligation also is found in the Board’s Bylaws, which require that the Board assess the University president’s performance periodically. *See* Bylaws Art. I, § 4(c). Similarly, the Agreement states that the “Board is required by law to review the President’s performance on an annual basis” and to “meet with President Green annually to evaluate and discuss her performance.” *See* Agreement, § 3.2.

Second, based on the annual performance review, the Board must determine President Green’s eligibility for incentive compensation pursuant to the Agreement. While Illinois does not require the award of incentive compensation, it is permissible. And, where included in an employment contract, as it is in the Agreement, the “annual performance review must be considered when the Board contemplates a bonus [or] incentive-based compensation . . .” *See* 110 ILCS 670/15-190. The Agreement provides that “[t]he

Board shall annually pay President Green up to forty thousand and [sic] eight-hundred dollars (\$40,800), or up to fifteen percent of her Base Salary, representing an annual discretionary ‘Performance Incentive Compensation’ payment” Agreement, § 4.2.1. The Performance Incentive Compensation payment shall be based on qualitative and quantitative factors mutually agreed on by the parties. *Id.* “It is within the sole discretion of the Board based on the annual assessment of President Green to determine whether the Performance Incentive Compensation payment, or a portion thereof, has been earned.” *Id.* Such payment, if any, is due to be paid by December 31. Agreement, § 4.2.2.

Third, the Board has a contractual obligation to review President Green’s “Base Salary” on an annual basis. Agreement, § 4.1.2. The Board has the discretion to increase her Base Salary and shall make such a decision in connection with her performance review. *Id.* Illinois State law, too, requires the consideration of her annual performance review if the Board wants to award a compensation raise. 110 ILCS 670/15-190.

To assist it with devising a policy and procedure, including performance metrics, for performing the President’s annual review, the Board retained the services of AGB consultant, Terrence MacTaggart, Ph.D. Dr. MacTaggart provided an overview of how he conducted this engagement and arrived at his recommendations in a June 27, 2022 letter provided to the Executive Committee at its July meeting. He also provided a set of assessment criteria after consulting with the President’s Cabinet and President Green regarding available data and existing metrics. Those metrics, which were provided to the full Board at its August meeting, consist of:

Student-focused measurements:

- Enrollments across all categories of students
- Year-over-year retention across all categories of students

Diversity, Equity, and Inclusion:

- Pell Grant recipients and average debt load
- Enrollment of various population segments of students
- Retention rates for various population segments of students

Stewardship of Resources and Compliance

- Institutional unrestricted revenues
- Income from alternative sources outside of regular income and fees.

By report dated September 26, 2022, President Green submitted to the Board, via email, a self-assessment addressing the foregoing factors. In addition, Vice President of Human Resources, Joshua R. Allen, solicited feedback from the three University senate presidents regarding President Green’s performance, which he will share with the Executive Committee at its October 7, 2022 meeting. Finally, each Executive Committee

member was assigned the task of obtaining feedback from trustees who are not on the Executive Committee, to be shared at the October 7, 2022 meeting.

III. Analysis/Proposed Action Plan: Based on Dr. MacTaggart's proposed policy and procedure, the Agreement, Illinois law, and practices from last year, it is recommended that the Board adopt the following process in executing the three Action Items:

- a. The Executive Committee will meet on October 7, 2022 to discuss all materials collected regarding President Green's performance for FY2022, including feedback from the senates, feedback from other trustees, and President Green's self-assessment. All trustees are welcome to attend and participate in this meeting.
- b. Pursuant to Section 120/2(c)(1) of the Illinois Open Meetings Act ("OMA"), the Executive Committee shall deliberate (but not vote on) the three proposed actions items in closed session.
- c. If deliberations are completed on October 7, 2022, the Executive Committee shall vote to make recommendations to the full Board on the Action Items and shall delegate responsibility for drafting a written assessment to one of the Executive Committee members, which shall be provided to President Green by October 12.
- d. President Green shall advise the Executive Committee Chair by October 14 if she wishes to have a formal opportunity to address the written assessment before the Board votes on it.
- e. Once the Executive Committee Chair has been advised by President Green,
 - i. If President Green does not want a formal opportunity to address the written assessment, the written assessment shall be published 48 hours in advance of the October 21, 2022 Board Meeting pursuant to Illinois State law. The Board shall vote on the Executive Committee's recommendations on the three Action Items at the October 21 meeting in open session; however, it shall meet with President Green in closed session to deliver feedback on her performance.
 - ii. If President Green does want to have a formal opportunity to address the written assessment, the Board will delay voting on the Action Items until after she has had a fair opportunity to do so.
- f. The Board shall vote on the Action Items in open session on October 21 or some later date as determined pursuant to the process above.

Resource/Contact: *Therese King Nohos*, JD, Vice President, General Counsel, tnohos@govst.edu, or 708.534.7096.

Committee Approval

CHAIR: _____ DATE: _____

CONSIDERED VOTE: _____

TAB 4

Resolution No. 23-XX

Approval of President's Annual Assessment for Fiscal Year 2022, Eligibility and Award of Incentive Compensation for Fiscal Year 2022, and Eligibility and Award of Increase to Base Salary for Fiscal Year 2023

WHEREAS, The Board of Trustees of Governors State University (the “Board” and “University,” respectively) was created on January 1, 1996, by Public Act 89-4 to operate, manage, control, and maintain the University in accordance with the rights, powers, and duties vested by law in the Board; and

WHEREAS, The Board is comprised of eight members, seven of whom are appointed by the Governor of Illinois with the advice and consent of the Senate, and one of whom is a University student selected by student peers; and

WHEREAS, The Board entered into a certain Presidential Employment Agreement with Cheryl Green, Ph.D. (“President Green,” individually or, together with the Board, the “Parties”) for the term of July 1, 2020 to June 30, 2023 (the “Agreement”) whereby the Parties agreed that President Green would serve as the Chief Executive Officer of the University for said term; and

WHEREAS, Illinois State law requires the Board to conduct an annual assessment of the University president, 110 ILCS 670/15-190, as does Section 3.2 of the Agreement (the “Assessment”); and

WHEREAS, The Board Bylaws require the Board to assess the University president periodically, Bylaws, Art. I, § 4(c); and

WHEREAS, Illinois State law requires the Board to consider the Assessment when awarding any incentive compensation to or raise for the University president, 110 ILCS 670/15-190; and

WHEREAS, The Parties agreed that President Green would be eligible for incentive compensation annually of up to forty thousand, eight hundred dollars (\$40,800) or fifteen percent (15%) of her Base Salary, as defined in the Agreement, provided that she met certain performance metrics as determined in the Board's discretion and consideration of the Assessment; and

WHEREAS, Upon recommendation of an independent expert in the field, Terrence MacTaggart, Ph.D., the Parties have agreed to use the following metrics to assess President Green's eligibility for and award of incentive compensation:

Student-focused measurements:

- Enrollments across all categories of students;
- Year-over-year retention across all categories of students;

Diversity, Equity, and Inclusion:

- Pell Grant recipients and average debt load;
- Enrollment of various population segments of students;
- Retention rates for various population segments of students;

Stewardship of Resources and Compliance

- Institutional unrestricted revenues;
- Income from alternative sources outside of regular income and fees; and

WHEREAS, The Parties agreed that the Board could adjust President Green's Base Salary as defined in the Agreement upward on an annual basis in its discretion and based on the Assessment; and

WHEREAS, The Executive Committee of the Board met on October 7, 2022 to evaluate and assess relevant information regarding the Assessment, including: feedback from the Faculty Senate, Student Senate, and Civil Service Senate; feedback from fellow trustees; President Green's self-assessment; and their own judgment and experience; and

WHEREAS, On October 7, 2022, the Executive Committee voted to recommend the Board adopt a written assessment substantially in the form attached hereto as Exhibit A, which

reflects a determination that President Green is eligible for and should be awarded the incentive compensation and increase to Base Salary reflected therein;

Now, therefore, it is:

Resolved, that the Board adopts the Executive Committee's recommendations as reflected in Exhibit A hereto.

Resolved, that the Board directs the University to pay President Green incentive compensation for the time frame of July 1, 2021 to June 30, 2022 ("FY2022") in the amount reflected in Exhibit A by December 31, 2022.

Resolved, that the Board directs the University to increase President Green's Base Salary for the time frame of July 1, 2022 to June 30, 2022 ("FY2023") in the amount reflected in Exhibit A, effective as of July 1, 2022;

Resolved, that the Board directs the University to take all reasonable and necessary steps to otherwise effectuate this Resolution.

Approved October 21, 2022

Angela Sebastian, Chair
Board of Trustees

James Kvedaras, Secretary
Board of Trustees