

**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES**

**ANNUAL BOARD RETREAT
August 18, 2017**

Patrick Ormsby, Chair

CALL TO ORDER AND ROLL CALL

Board Chair Patrick Ormsby called the Governors State University Board of Trustees Annual Board Retreat to order on Friday, August 18, 2017 at 9:22 am. Roll call was taken and Trustees Lorraine Tyson, Bruce N. Friefeld, Anibal Taboas, Carney A. Barr, Cornelius Griggs, Masah Renwick, and Student Trustee Linda Coleman were in attendance.

Also in attendance: Elaine P. Maimon, President; Deborah E. Bordelon, Provost and Vice President for Academic Affairs; Kimberly Lambert-Thomas, Vice President for Administration and Finance; Barbara Winicki, Faculty Senate President; Justin Smith, Student Senate President; Sondra Estep, UPI 4100 Chapter President; Will Davis, Vice President for Development and CEO of the GSU Foundation; Alexis Kennedy, General Counsel; Aurelio Valente, Vice President for Student Affairs and Dean of Students; Keisha Dyson, Assistant Vice President for Marketing and Communications; Maureen Kelly, Director of Governmental and Community Relations; Penny Perdue, Executive Assistant to the President; Jun Zhao, Dean, College of Business; Ann Vendrely, Associate Provost; Villalyn Baluga, Associate Vice President for Finance; Jim Zumerchik, Interim Associate Vice President for Facilities Development Management; Tracy Sullivan, Assistant Vice President for Procurement; Kristoffer Evangelista, Internal Auditor; Angela Denk, Communications Specialist; Mike Horvath, ITS Specialist; Faculty members David Golland, Stephen Wagner, and Kerri Morris; and Guest Speaker Dr. Jamie Ferrare, Senior Consultant, Association of Governing Boards (AGB).

WELCOMING REMARKS

Patrick Ormsby, Chair

Chair Ormsby made the following remarks: Good morning. Thank you for joining us for what promises to be a productive Board retreat with an extended discussion by the Trustees of their role as trustees and the role of the Board in the ultimate leadership of the University. This discussion will be led by Dr. Jamie Ferrare, Senior Consultant at AGB. Jamie has a long history in education. He began his career teaching in middle and high schools, and serving as an associate superintendent and Associate Executive Director of the School Administrators of Iowa. Jamie then served Drake University as an Associate Professor of Leadership and Adult Development and Dean of the School of Education. Jamie later spent ten years as a senior consultant and president of a Washington D.C. search and consulting firm.

In his current role at AGB, he uses all that knowledge and experience to help institutions with strategic planning and organizational development. Jamie is very familiar with Governors State because he has assisted the University in executive searches over the past 10 years. For our retreat, I have had the pleasure of working with Jamie over the last month or so as we planned today's agenda. I can assure you we are in good hands. I look forward to a robust discussion covering the full range of our governing duties, and thank Jamie for being here with us today.

Following the retreat agenda, the Board will consider a few action items including a salary increase for our non-negotiated employees – identical to the increase included in the University's collective bargaining agreements – and an amendment to the President's employment contract.

Before we begin, I would like to, on behalf of the Board of Trustees, recognize what has been accomplished by our institution in the past two years. In the case of unprecedented budgetary and financial turmoil, GSU's doors have remained wide open and our students have been educated and served. As an institution and a community, we have proven our resiliency and commitment to the work we do and I would like to again recognize the faculty, staff, and students for all they have done to ensure that GSU continued to thrive during the State's budget crisis.

Next week we will watch our students march into Convocation to celebrate the beginning of another school year. We now have a budget and some predictability. But make no mistake; this budget situation is not over. We remain underfunded and all of us, trustees, the administration, faculty, students and staff, must continue to advocate for and protect Governors State and higher education in Illinois.

Thank you all. We will begin today's meeting with Public Comments.

PUBLIC COMMENT

Sondra Estep, President, GSU UPI Local 4100

Dr. Estep made the following remarks: In an effort to protect our faculty and academic support professionals from retaliation, for this Board meeting, the Union did not rally our members to attend. I am here today before you alone to talk about a very serious matter. We polled our members about extending the President's contract and about whether there is confidence or no-confidence in the leadership of this president. The results are that more than 70% do not want her contract extended and more than 70% have no confidence in President Maimon. We have provided you with a handout that has more details, but here are a few important reasons why.

Nothing has improved from when the Senate brought you a resolution stating that they lacked confidence in this president. In fact, in the area of shared governance, things have gotten significantly worse. You as a Board are given reports that often show that they had meetings with the faculty and staff. What you aren't told is that at those meetings we are told how it is going to be. We have no input or voice in sharing governance. Under this president we were transformed alright! Transformed to where the democratic nature of this University has been

extinguished. This has been and continues to be a top-down administration with no regard for shared governance. The most recent example is the new undergraduate advising center debacle. Research shows that these centers just do not work yet she moves forward planning it on the fly. What happened is not the major issue, it is how it happened. We were never allowed to be part of the solution. As reported to you on two occasions by two Union presidents we are still in a hostile work environment. People working here work in fear because you cannot disagree or offer a suggestion without retaliation. The turnover rate of administrators is unacceptable and very costly. Some only stay a few months which shows that administrators do not like working for this president. They get out as fast as they can. She repeatedly rushes to implement something new when given warnings that we aren't ready to do that just yet. Then, we are left to deal with the chaos that ensues and the cost to correct.

And last, there is HLC university accreditation that is at risk. You need only look at the HLC site to see all the red flags. The mid-term onsite visit should have been your first indication that something is brewing. Please, ask yourself if you really want to extend the contract of the president knowing that 70% have no confidence in her leadership.

Kerri Morris, Associate Professor of English and Director of *Writing Across the Curriculum*

Dr. Morris made the following remarks: This is my seventh year at GSU, and I have been a writing teacher for 25 years. My husband and I moved to Anchorage to work at the University of Alaska (UAA) in 1987 and at that time we tried to find a UAA T-shirt, but there were none to be found. During Dr. Maimon's tenure at UAA she transformed the institution, made UAA visible, to the point everyone was wearing green and gold on Fridays. I thought about this yesterday when I was at Charter Fitness and I saw a woman with a GSU T-shirt on, and how I see them throughout the community. Seven years ago, I did not. GSU is no longer the best-kept secret in the Chicago Southland. I was President of the Faculty Senate at UAA so I saw firsthand how Dr. Maimon helped the University transform and grow. After 14 years at UAA, I looked at GSU, and was honored that GSU hired me. It will be the last place I will work.

You have been told that 70% of faculty have no confidence in the President. These results are from a Survey Monkey sent out over the summer that could be duplicated, voted on numerous times by a single person, and was available to non-faculty and even non-GSU people. There is therefore no way to tell who voted. This survey was meaningless and irresponsible. I think we can agree that all of us at GSU have pitched in to help GSU work the way we always have. We have showed up, stayed late, and spoken up for GSU. As faculty we are dedicated to our students and our institution. Faculty are deliberators, talkers, discussers. We are dedicated to making GSU grow.

Ormsby responded that a vote of confidence/no-confidence is defined by the Faculty Senate and a prescribed practice must be undertaken. That is the appropriate place where this type of action should be taken. Taboas asked if the Faculty Senate had been invited to speak. Morris replied that the Faculty Senate was not informed of the results of the survey, and only found out about it

off-hand. Ormsby reiterated that the Faculty Senate did not initiate this action, and that the Board of Trustees did not invite them to speak.

David Golland, Associate Professor of History and Vice President of the Faculty Senate

Dr. Golland made the following remarks: I am the Vice President of the Faculty Senate, however I am here speaking for myself. I would like to clarify the roles of the Union and the Faculty Senate. The Union [University Professionals of Illinois Local 4100] represents faculty and academic advisors, and takes part in collective bargaining. The Faculty Senate represents the point of view of tenure line faculty, is invested in the institution, and is part of its shared governance. This representation goes back to a time before GSU, unions, and even capitalism itself. We appreciate our shared role in governance. The union can, of course, have an opinion about the administration but it has no part in shared governance. A no confidence vote is a tool not of a union, but that of a faculty senate. It carries a unique gravitas, and is a nuclear option used as a last resort. It should only be used after serious deliberation. While the Senate has expressed some concerns about shared governance, we do all have to work together. The no confidence opinion from several years ago that Dr. Estep references was not a no confidence vote, it was a diminished confidence opinion. The Faculty Senate has no intention of considering a no confidence vote. It is time to move past crisis management and go to big thinking, and we look forward to our retreat with the administration later this month in order to work to build stronger relationships with our partners in this academic endeavor.

Barbara Winicki, Associate Professor of English and Faculty Senate President

Dr. Winicki made the following remarks: I would like to simply clarify that Dr. Golland did not consult with me or the rest of the Faculty Senate before deciding to make the remarks that he did. I will reiterate that the vote was a union endeavor, not one initiated by the Faculty Senate, and it is certainly true that the Faculty Senate has not discussed or endorsed a vote of no confidence at this point.

Stephen Wagner, Associate Professor of Marketing

Dr. Wagner made the following remarks: I did not plan to talk today, but I do have some questions. Although I do not recall being asked to participate in any evaluation of administrators beyond my Chair and my Dean, I have worked at other institutions where that has been a fairly regular experience. There have been climate surveys, which is a fairly normal organizational procedure that asked things about confidence with leadership. Has that data been shared with the Board? Is that part of the data you are using to make your decisions? I think you should have access to all of that data to make informed decisions. There certainly are different opinions about the leadership of this institution, but I think the Union is not necessarily pursuing the interests of their members. If the institution does not thrive the Union will not thrive, and the members of the Union want this institution to be successful into the future.

President Maimon introduced new Chief Internal Auditor, Kristoffer Evangelista, CPA. He comes to GSU with a very strong background in accounting. He previously worked for E.C. Ortiz, GSU's external auditing firm for six years, and therefore has an external perspective that will benefit the University internally to ensure audit activities are done with precision.

STUDY SESSION

Facilitated by Dr. Jamie Ferrare, Senior Consultant, Association of Governing Boards

Dr. Ferrare thanked the Trustees for their service to Governors State University and to higher education, emphasizing that there are over 40,000 unpaid Trustees working across the country to ensure the health of thousands of institutions and their students. Dr. Ferrare then facilitated a discussion about the responsibilities and obligations of Board members.”

BOT MEETING DATES FOR 2018

Secretary Friefeld presented the following proposed meeting dates for 2018. He asked the Board to respond in writing if they had any conflicts.

Thursday, February 22, 2018 – Committee Meetings

Friday, March 2, 2018 – Full Board Meeting

Wednesday, May 9, 2018 – Committee Meetings

Wednesday, May 16, 2018 – Full Board Meeting

Friday, August 17, 2018 – Annual Board Retreat

Friday, October 5, 2018 – Committee Meetings

Friday, October 12, 2018 – Full Board Meeting

Friday, November 30, 2018 – Committee Meetings

Friday, December 7, 2018 – Full Board Meeting

EXECUTIVE SESSION

Ormsby requested a motion to move into Executive Session at 1:11 pm. Coleman made a motion to move into Executive Session pursuant to sections 2(c)2 and 2(c)11 of the Illinois Open Meetings Act. Barr seconded. Roll call was taken and Ormsby, Tyson, Friefeld, Taboas, Griggs, Renwick, Barr, and Coleman were present. Alexis Kennedy and Jamie Ferrare remained in session. President Maimon was called into the Executive Session at 3:25 pm. A motion to adjourn the Executive Session was made at 3:30 pm by Friefeld, and seconded by Tyson. Roll call was taken and all members were in attendance.

Open session resumed at 3:33 pm.

ACTION ITEMS

Ormsby requested a motion to approve the Minutes of the Full Board – April 10, 2017, Committee of the Whole – May 4, 2017, Full Board – May 12, 2017, and the Executive Committee – June 12, 2017. Renwick made a motion. Tyson seconded. The motion was approved by unanimous voice vote.

Resolution 18—01: Approval of Presidential Contract. Ormsby requested a motion to approve Resolution 18-01. Barr made a motion. Friefeld seconded. There was no discussion. The motion was approved by unanimous voice vote.

Resolution 18—02: Approval of Honorary Degree Recipient Candidates. Ormsby requested a motion to approve Resolution 18-02. Tyson made a motion. Renwick seconded. Taboas commented that these Honorary Degree Candidates are great submissions. The motion was approved by unanimous voice vote.

Resolution 18—03: Approval of Salary Increase for Non-Negotiated Employees. Ormsby requested a motion to approve Resolution 18-03. Barr made a motion. Friefeld seconded. The motion was approved by unanimous voice vote.

Ormsby thanked Dr. Ferrare for facilitating the Board's study session, and the Board for the work they put into the Retreat. He requested a motion to adjourn. Tyson made a motion. Griggs seconded. The motion was approved by unanimous voice vote and the Governors State University Board of Trustees Annual Board Retreated adjourned at 3:38 pm.

Respectfully submitted,

Joan Johns Maloney