

**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES**

Minutes of the August 30, 2019 Meeting

Call to Order and Roll Call

The Governors State University Board of Trustees meeting for Friday, August 30, 2019 was called to order by Interim General Counsel Mary Pat Burns at 9:02am. Roll call was taken and Trustees Kevin Brookins, John Brudnak, Pedro Cevallos-Candau, Lisa Harrell, Angela Hickey, Jim Kvedaras, Lester Van Moody, and Anibal Taboas were in attendance.

Also in attendance:

Elaine P. Maimon, President

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

W. Paul Bylaska, Vice President for Administration and Finance

Mary Pat Burns and Sarah Boeckman, Interim General Counsel, Burke Burns & Pinelli, Ltd.

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

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

David Golland, Faculty Senate President

Kristiana Russell, Student Senate President

Sheryl Jones-Harper, Civil Service Senate President

Sandra Alvarado, Director of Human Resource Service/Title IX Coordinator

Stacy Amedeo, Academic Advisor, Senior Status, College of Health and Human Services

Amy Bala, Faculty, College of Health and Human Services

Catherine Balthazar, Dean, College of Health and Human Services

Villalyn Baluga, Associate Vice President for Finance

Mark Bennett, Laner Muchin, Ltd.

Paul Blobaum, Faculty, University Library

Edd Bockman, Director, Support Services, Information Technology Services

Kim Boland-Prom, Faculty, College of Education

Karen Caesar, Director, Office of Special Events

Sasha Cervantes, Faculty, College of Education

Mujahid Choudhary, Director of Auxiliary Services and Housing

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

Shannon Dermer, Dean, College of Education

Sondra Estep, President of GSU UPI Chapter 4100

Kristoffer Evangelista, Chief Internal Auditor

Lydia Falconnier, Faculty, College of Health and Human Services

Anne Gill, Interim Associate Vice President for Human Resources

Lorri Glass, Faculty, College of Health and Human Services

David Green, Chair, College of Business

Timothy Gsell, Faculty, College of Arts and Sciences

Tim Harrington, Chair, College of Education

Crystal Harris, Faculty, College of Arts and Sciences

Lisa Helm, Coordinator of Academic Advising

Walter Henne, Faculty, College of Arts and Sciences
Sarah Hirsch, Project Manager, Advertising and Marketing, Marketing and Communications
Izy Hollingsworth, Marketing & Social Media Intern, Marketing and Communications
Rosemary Johnsen, Associate Provost and Associate Vice President of Academic Affairs
Carla Johnson, Academic Advisor, Senior Status, College of Education
Kara Johnson, Director, International Services
Lynnette Johnson, Office Manager, College of Arts and Sciences
Joseph Kearns, IT Technical Associate
Maureen Kelly, Director of Governmental and Community Relations
Jeannine Klomes, Faculty, College of Education
Nicole Koonce, Faculty, College of Health and Human Services
Andrae Marak, Dean, College of Arts and Sciences, and Dean, Graduate Studies
Johnsie McAuley-Davis, Administrative Assistant, College of Health and Human Services
James McGee, Director of Public Safety
Paul McGuinness, Assistant VP for Enrollment Management and Dir. of Admissions
Susie Morris, Office Manager, Student Affairs
Ravi Nigam, Faculty, College of Health and Human Services
Kerri O'Shea, Academic Advisor, Academic Advising Center
Novia Pagone, Faculty, College of Arts and Sciences
John Potempa, Associate VP for Facilities Development and Management
David Rhea, Director, Center for the Junior Year
Alexis Sarkisian, Library Marketing, Special Events & Grants
Peggy Schiesher, Building Service Supervisor, Facilities Development and Management
Colleen Sexton, Associate Provost and Associate Vice President of Academic Affairs
Kevin Smith, Director of Veterans Affairs and Testing Administration
Ivan Soto, Academic Advisor, Academic Advising Center
Amy Soub, Assistant Director, Office of International Services
Tracy Sullivan, Assistant Vice President of Procurement
J. Christopher Tweddle, Faculty, College of Arts and Sciences
Aur lio Valente, Vice President for Student Affairs and Enrollment Management
Amy Vujikala, Faculty, College of Education
Stephen Wagner, Faculty, College of Business
Ellie Walsh, Faculty, College of Arts and Sciences
Corey Williams, Associate VP for Student Affairs & Dean of Students
Barbara Winicki, Faculty, College of Education
Jun Zhao, Dean, College of Business
Jim Zumerchik, Facilities Project Manager, Facilities Development and Management
Sandra Zurawski, Director of Budget and Financial Planning

In addition, the following Faculty Senate Representatives were in attendance: Alli Cipra, Carlos Ferran, William Kresse, Rashidah Muhammad, Lara Stache, Catherine Tymkow, Chelsea Vanderpool

Election of Officers and Approval of Committee Assignments

Burns made the suggestion to go out of the regular order of business to first consider the election of officers.

Burns asked for a motion to nominate a Board Chair. Brookins nominated Lisa Harrell. Taboas seconded. The motion was approved by unanimous voice vote.

Burns asked for a motion to nominate a Vice Chair. Harrell nominated Kevin Brookins. Taboas seconded. The motion was approved by unanimous voice vote.

Burns asked for a motion to nominate a Secretary. Harrell nominated Jim Kvedaras. Brookins seconded. The motion was approved by unanimous voice vote.

Chair Harrell thanked her fellow trustees and stated she was looking forward to working together. She asked for a motion to approve the slate of committee assignments for the 2019-2020 year, consistent with the by-laws. Brookins motioned. Kvedaras seconded. The following committee assignments were approved by unanimous voice vote:

Academic Affairs Committee:

Kevin Brookins
John Brudnak
Jim Kvedaras
Anibal Taboas

Human Resources Committee:

Pedro Cevallos-Candau
Lisa Harrell
Jim Kvedaras

Budget and Finance Committee:

Kevin Brookins
John Brudnak
Pedro Cevallos-Candau
Angela Hickey
Lester Moody

Governance and Nominations Committee:

Angela Hickey
Lester Van Moody
Anibal Taboas

Ms. Burns noted that the Chairs of the respective Committees would be elected by the Committee membership at future Committee meetings.

Public Comment

Sondra Estep, Associate Professor, College of Education and President, UPI Chapter 4100
Dr. Estep provided her report and welcomed the new trustees while thanking them for volunteering their time and energy.

Stephen Wagner, Full Professor, College of Business and Vice President, UPI Chapter 4100
Professor Wagner provided comments regarding the appropriate balance between the administration and faculty while maintaining high morale.

Sasha Cervantes, Assistant Professor, Division of Psychology and Counseling
Professor Cervantes commented on the importance of a strong advisory program for students at GSU.

Approval of Minutes

Chair Harrell asked for a motion to approve the open minutes and executive session minutes of the February 15, 2019 board meeting as to form, as only one board member was present at that meeting. Taboas motioned. Moody seconded. The motion was approved by unanimous voice vote.

Chair Harrell asked for a motion to approve the open minutes and executive session minutes of the March 19, 2019 board meeting as to form, as only one board member was present at that meeting. Taboas motioned. Hickey seconded. The motion was approved by unanimous voice vote.

President's Report

Elaine P. Maimon

President Maimon provided her report to the Board. She welcomed the trustees and thanked them for their voluntary service to GSU. She noted that the Higher Learning Commission will hold their continuing accreditation visit GSU in April 2020, confirming that GSU is well prepared. She concluded by reporting that a slate of excellent faculty members is being presented to the Board for tenure.

Human Resources Topics

Background on tenure process referencing UPI contract for each year of probationary service.

Chair Harrell asked Dr. Maimon to present the item. Dr. Maimon noted that an exemplary group of faculty are being presented to the Board and turned to Provost Cada. Provost Cada reported that each faculty member being presented is very accomplished and gave some details about each candidate.

Resolution 20-01: *Award of Tenure*

Chair Harrell requested a motion to approve Resolution 20-01. Taboas motioned. Kvedaras seconded. The Chair requested a roll vote. Trustees Brookins, Brudnak, Cevallos-Candau, Harrell, Hickey, Kvedaras, and Taboas all voted aye. It was noted that Trustee Moody has full voting authority on the board, with the exception of the subject of tenure pursuant to the requirements of State statute.

Resolution 20-02: *Authorization to Amend Board Regulation Section II.B.4.b.v. Severance Pay*

Chair Harrell requested a motion to approve Resolution 20-02. Hickey motioned. Taboas seconded. Chair Harrell asked Mary Pat Burns to present the resolution. Ms. Burns reported that this action will bring GSU's regulations in compliance with the Illinois Severance Pay Act. Trustee Kvedaras asked if this action pertains only to new employees. Ms. Burns responded that the revision to the Board Regulation would only apply to prospective employees. The motion was approved by unanimous voice vote.

Academic Affairs Topics

Resolution 20-03: *Approval of Request for New Unit of Instruction (RNUI) – MS in Information Technology*

Chair Harrell requested a motion to approve Resolution 20-03. Hickey motioned. Kvedaras seconded. Chair Harrell asked President Maimon to present the resolution. Maimon stated that new programs show the creativity and productivity of the faculty, adding that there is a very deliberative process of review. She then turned to Provost Cada who elaborated, saying that new programs are presented for approval to the Board before then moving to the Illinois Board of Higher Education (IBHE) and then the Higher Learning Commission (HLC). Trustee Hickey inquired with respect to the timing of when the program, if approved, will be offered to the students. Cada responded that the IBHE and HLC processes can take three to six months, possibly longer, but it is hopeful that the program will be available in fall 2020. The motion was approved by unanimous voice vote.

Resolution 20-04: *Approval to Submit AY18-19 Program Reviews to the Illinois Board of Higher Education*

Chair Harrell requested a motion to approve Resolution 20-04. Hickey motioned. Kvedaras seconded. Chair Harrell asked President Maimon to present the resolution. Maimon and Cada discussed the process for program reviews. The motion was approved by unanimous voice vote.

Budget and Finance Topics

Report on Purchases \$50,000-\$99,999 for the period January 22, 2019 through August, 2019

The report is in the Board Book. There were no questions.

Budget to Actual Report as of June 30, 2019

The report is in the Board Book. There were no questions.

Update on Capital and Deferred Maintenance Projects

Bylaska presented the information noting that in March of 2019 the Board directed the administration to move forward with \$13.9 million in Certificate of Participation (“COP”) bonds to address two deferred maintenance projects – the pipes and the roofs. At that time, the state’s budget process was such that no capital funds were anticipated. It was therefore a surprise when capital funds were released and GSU received the largest portion of those funds. Because of these capital funds, GSU did not need to use all the COP funds for the two projects and will be able to address some other needs, primarily the cafeteria renovation and the alumni lighting path project.

Trustee Brookins asked if the \$13.9M was intended to address only a portion of the deferred maintenance needs. Bylaska replied yes, the \$13.9M was to address only the most severe of the

deferred maintenance needs. Trustee Hickey noted that in some cases, the original costs and the revised costs of the project have dramatic variances. She asked for additional information regarding the funding sources for each and for an explanation of the variances. Trustee Taboas asked that information regarding debt repayment be included.

Trustee Brookins asked if the University had goals regarding diversity spending. Tracy Sullivan replied that, yes, the university has a 20% aspirational goal set by the Business Enterprise Program (BEP). Those expenditures are being calculated for FY19 and more information will be presented at a future Board meeting.

Update on Contract Items Approved by President Pursuant to Section V.B.1.c of the Board of Trustees Regulations

Regarding Resolutions 20-07 to 20-13, Boeckman reported that those items were originally intended to be presented at the May 2019 Board meeting. Prior to that meeting, however, the Governor withdrew the appointments of the remaining trustees and the Board was unable to meet. The Board regulations allow the President to take emergency action under certain circumstances if: (i.) immediate action is required, (ii.) a reasonable effort has been made by the President to consult individually with members of the Board of the Executive Committee, and (iii.) there is insufficient time to obtain approval by the Board or the Executive Committee before action must be taken. Boeckman explained that in her legal opinion, the President fulfilled the conditions under the Board regulations to warrant immediate action with respect to Resolutions 20-07 to 20-13.

Resolution 20-05: *Approval of Operating Budget for FY20*

Chair Harrell requested a motion to approve Resolution 20-05. Taboas motioned. Hickey seconded. Chair Harrell asked President Maimon to present the resolution. Maimon and Bylaska discussed the GSU FY20 budget process. Bylaska explained that the budget approved by the Governor increased GSU's appropriations by 5%. He further noted that enrollment and associated revenues are projected to be flat. Bylaska stated that the proposed budget does not reflect any bargaining unit salary increases for the coming year.

Trustee Brookins asked about the variance in the commodities budget line between FY19 and FY20. In response, Zurawski stated that commodities include some of the costs of the deferred maintenance projects that cannot be paid for using capital funds. Trustees Hickey and Kvedaras joined Trustee Brookins in asking for more information regarding the budget variances. Bylaska replied that more information would be provided at the next Board meeting. The motion was approved by unanimous voice vote.

Resolution 20-06: *Approval of Emergency Contract Extension for Interim General Counsel Services*

Chair Harrell requested a motion to approve Resolution 20-06. Brookins motioned. Cevallos-Candau seconded. Chair Harrell asked President Maimon to present the resolution. Maimon explained that GSU's General Counsel took a new job in January 2019, leaving the university rather abruptly. After consultation with the then-Board Chair, Burke Burns & Pinelli, Ltd was

invited to act as interim general counsel while a search was conducted. The motion was approved by unanimous voice vote.

Resolution 20-07: *Ratification of President's Approval of Contract for Banking Related Services*

Resolution 20-08: *Ratification of President's Approval of Contract for the Alumni Path Lighting Project*

Resolution 20-09: *Ratification of President's Approval of Contract Renewal for Architectural Services*

Resolution 20-10: *Ratification of President's Approval of Contract Renewal for Software*

Resolution 20-11: *Ratification of President's Approval of Contract for Legal Services*

Resolution 20-12: *Ratification of President's Approval of Contract Renewal for Engineering Services*

Resolution 20-13: *Ratification of President's Approval of Contract for Interim General Counsel Services*

Chair Harrell requested a motion to approve Resolutions 20-07 thru 20-13 by consent agenda. Kvedaras motioned. Hickey seconded. Trustee Cevallos-Candau recused himself from Resolution 20-12 out of an abundance of caution, explaining that while he currently has no financial ties to Primera Engineers, he is the founder and past president of the company. Trustee Taboas recused himself from Resolution 20-11. After no discussion, the motion was approved by unanimous voice vote, noting the above two recusals.

Reports

Dr. David Golland, Faculty Senate President

Dr. Golland provided his Report to the Board and introduced each of the Faculty Senate Committee Representatives to the trustees.

Ms. Sheryl Jones-Harper, Civil Service Senate President

Ms. Jones-Harper provided her report to the Board, welcoming the new trustees and remarking on a wonderful opening Convocation.

Ms. Kristiana Russell, Interim Student Senate President

Ms. Russell provided her report to the Board.

New Business

Chair Harrell asked her fellow trustees to review the suggested 2019 and 2020 board meeting dates, for approval at the September 12 Board meeting. She asked that any conflicts be brought to her attention.

Legal Update/Executive Session

Chair Harrell requested a motion to go into Executive Session at 11:10am. Trustee Moody made a motion to go into Executive Session pursuant to Section 2(c)1 and 2(c)11 of the Illinois Open Meetings Act to discuss personnel and litigation matters. Kvedaras seconded. Roll call was taken and Brookins, Brudnak, Cevallos-Candau, Harrell, Hickey, Kvedaras, Moody, and Taboas approved. Interim General Counsel Burns and Boeckman, along with Mark Bennett, President Maimon, Provost Cada, and VP Bylaska remained in Executive Session. Bennett left the Executive Session at 12:55pm. Maimon, Cada, and Bylaska left the Executive Session at 1:00pm. At 2:15pm, Trustees Taboas motioned that the board come out of Executive Session. Hickey seconded. The motion was approved by unanimous voice vote.

The meeting adjourned at 2:15pm with a motion from Trustee Brookins and a second from Trustee Brudnak. The motion was approved by unanimous voice vote.

Respectfully submitted,
Penny Perdue
Recording Secretary

Approved at the September 12, 2019 Board meeting