

Minutes of the
Northern Illinois University
PRESIDENTIAL SEARCH ADVISORY COMMITTEE MEETING
November 8, 2012

The meeting was called to order By Chair Robert Boey at approximately 3:25 p.m. in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Sharon Banks-Wilkins conducted a roll call of the committee:

Present

Robert Boey	Rosita Lopez
John Bruce	Michael Malone
Jeff Compher	William McCoy
Mark Cordes	Kathy McFadden
Michael Duffy	Barbara Posadas
Lisa Freeman	Deborah Robertson
Janice Hamlet	Alan Rosenbaum
Anthony Iosco	Lee Shumow
Millivoje Kostic	Andy Small
Todd Latham	Pamela Smith
Delonte LeFlore	Gregory Waas

Not Present

Dennis Barsema
James Ciesla
Cara Prock

Present by Teleconference: Amy Levin, Francine Pepitone

Joining the meeting in progress: Jennifer Rosato

Also present were General Counsel Jerry Blakemore, Vice President Kathy Buettner, Vice President Steve Cunningham, PES Executive Vice President Laurie Wilder and PES Principal Porsha Williams.

With a quorum present, the meeting proceeded.

WELCOME – CHERILYN MURER, CHAIR, BOARD OF TRUSTEES

Thank you for your willingness to serve on this important committee where your work will set the course of the future for our great university. Your task may, at times, seem overwhelming, but rest assured that I have faith in all of you as you seek to advance only the best candidates who can lead NIU forward and recommend them to the Board of Trustees for our review and consideration.

Your task and charge are rigorous but should prove fulfilling. Your service to the university and to this Board of Trustees is deeply appreciated. Choosing the next president to lead a university of the size, scope and quality of NIU is an incredible responsibility. Each of you brings a unique perspective, expertise, wisdom, discernment and professionalism to your service. You have the full support of the Board as you begin this search today. How you conduct this search and your ability to work together as a committee to both attract and exemplify the wonderful opportunities available at NIU for a new president will determine, in large part, the success of our search. I urge you during your candidate screening efforts to make certain that each candidate is fully aware of the current review and status of the Higher Learning Commission Accreditation.

Furthermore, I want to make the Presidential Search Advisory Committee (PSAC) members aware that the Board of Trustees also desires community involvement and participation in the search process and that as PSAC members, each of you will reach out to external stakeholders throughout our service region during the search process.

This university is great because of the level of cooperation in regards to all of the key constituents of this university. Dr. Rosenbaum, having you as co-chair evidences that relationship. You are charged with an

awesome responsibility. Your commitment to be present at these meetings, your commitment to actively participate, is crucial to our success.

Lastly, we have a lot of work to do and I hope that you will not be intimidated by process or anyone involved in this search committee because your individual voice is critical, your individual opinion is critical. There is no opinion that is not worthy to be presented to this committee, and I hope that you will take these words to heart, because when you are in the midst of this process, it is a process of respect, first and foremost. The respect that you have for each other will allow you the opportunity to express your thoughts, whatever they may be, especially if they may be contrary to the general consensus.

So, at this moment, I will turn it over to my friend and colleague, Bob Boey, and Alan Rosenbaum, who will introduce our search firm. We are in extremely good hands with Laurie, who has completed very successful searches for NIU with Mr. Compher, Coach Doeren and Mr. Blakemore. Thank you.

WELCOME AND INTRODUCTION – CHAIR ROBERT BOEY

Good afternoon and welcome, I am Bob Boey, Vice Chair of the Board of Trustees and Chair of this Presidential Search Advisory Committee. It does not seem like it, but it actually is over 13 years ago that some of you sat with me on another presidential search committee. It was a unique situation, because 13 years ago when we held our first meeting, I realized that it was a long time before that a search committee had selected the previous president. Every time I asked what we did the last time, the answer was, there was no last time.

So, 13 years ago we had the university's first official presidential search committee, and it was similar in size to this one. The atmosphere at the time was one of pioneering a new path. We did not know what to expect. We were very fortunate in that we had eight candidates in the final interview process. Leading up to that process, we were always concerned about how we should define that he or she was the right person, and what it was that we had to do to get to that point. Finally, we came to the conclusion that after going through the process of interviewing a number of applicants, we would know when we saw the right one. I can share that with you because in the midst of those eight semi-finalist interviews, after one of the candidates left the room, there was absolute silence, and we knew. That person was John Peters. And look how fortunate we are that we have had John for 13 years.

Make no mistake, this is a job that is going to take a lot of your time. In some respects it may be different from the last search because then we actually met face to face at each meeting. There was a special, locked room where all the resumes were kept, only members of the search committee could enter that room, and we had to review all the resumes there, nothing could leave that room. You can imagine the hours it took to review 50 to 70 resumes. This time we will do this electronically using conference calls and a secure website to review resumes.

I have been on the Board of Trustees since its inception in 1996, Trustee Boey continued, and had the privilege of chairing the search committee that brought us Dr. John Peters. In addition to bringing John, it brought me a very close friend as well, which made it just that much more wonderful an experience. John has served with distinction and, as he would say and I would certainly agree, the accomplishments over the past almost 13 years are a direct result of many of the people in this room, so his achievements are also your achievements. The progress the university has made over these years is because of the commitment and loyalty you have shown to this institution. Thank you for agreeing to be a member of this search committee.

We are here to celebrate our past, but also to plan for our future as well and, as such, to assist in the most important decision that a Board of Trustees of any institution can ever make – the selection of its President and Chief Executive Officer. Each of you has been chosen because of your unique talents, experience and skills, but more importantly, your commitment to the future of Northern Illinois

University. I have mixed emotions about John's decision to step down as President, but I believe NIU's foundation is strong, and we have an opportunity to build upon it.

I look forward to working with each of you, and I am especially pleased that Dr. Alan Rosenbaum has agreed to co-chair this committee. Alan and I will be responsible for working with the executive search firm and university staff in the development of a proposed agenda for each meeting, and for keeping the Board of Trustees up to date on our efforts. Laurie Wilder, Managing Director of Parker Executive Search, will discuss details related to the search process and procedures. General Counsel Jerry Blakemore will provide an overview of the legal issues associated with the search. Dr. Steve Cunningham and I will discuss the charge to the committee from the Board of Trustees. Finally, Laurie will lead the discussion to obtain your thoughts on what characteristics, qualifications and experience you feel our next president should have, which will lead to the job description of our next president.

OPENING REMARKS – CO-CHAIR ALAN ROSENBAUM

I am also pleased that you, Trustee Boey, have been appointed chair of the search committee because of the great experience that you have had on the Board as well as that gained during the last presidential search, Dr. Rosenbaum remarked. I am very pleased to welcome all of you to the search committee. A great deal of work has gone into determining what the best search committee for this task would be, and I am very pleased with the results. As we have heard many times in the last few hours, the most important decision facing NIU, the selection of the next president, is going to determine our direction for years to come. We are the Presidential Search Advisory Committee (PSAC). The decision to hire the president rests entirely with the Board of Trustees. This Board of Trustees, however, has entrusted us with determining the pool of candidates from which they will make their selection, thus, we are partners with the Board in determining the future of NIU.

It is not only the Board of Trustees that has put their trust in this committee, each of you was selected because you represent some constituent group in the university. They selected you because they respect your integrity, your intellect and believe that you are the best person to represent them and do what is best for the university. In order to accomplish our objective, we will have frank discussions about the challenges facing the university both internally and externally. Internal challenges concern the structure, mission and management of the university. External challenges include the financial environment in which we operate and the problems confronting higher education on a national level. The university must evolve in order to compete successfully, and changes in academia often move more slowly than is adaptive. Survival of the fittest applies to universities too. We have to look at our strengths, and also some of the things that might need improvement. We have to avoid thinking that this is somehow disloyal to President Peters. John has done a great job in leading the university thus far. He has accomplished many things during his presidency, and we honor him by continuing to move forward, not by trying to maintain the status quo.

I am somewhat anxious about this charge. Part of that comes from the weight of responsibility that I and, I imagine, all of you also feel. Part of it comes from the fact that I have never been on a presidential search committee, let alone co-chaired one. The thought that keeps coming to me is how important it is that we get it right. However, the only thing we can control is doing the best we can.

This is a very good committee, a very strong committee. I know many of you, and it is a great comfort to have you on the committee sharing this responsibility with us. We have a great search firm working with us, as well as the support of our General Counsel and many other people. Hopefully, at the end of this process, we will have a great twelfth president of Northern Illinois University.

APPROVAL OF AGENDA

Chair Boey asked for a motion to approve the meeting agenda. John Bruce made a motion to approve the agenda, seconded by Barbara Posadas. The motion was approved.

CHARGE TO THE COMMITTEE (Attached) – CHAIR BOEY AND DR. STEVEN CUNNINGHAM

Dr. Cunningham pointed out that the Charge to the Committee, which was contained in a resolution adopted by the Board of Trustees, is outlined in the first three pages of the documents in the committee folders. Most of you have participated in searches at different levels throughout the university, he said, and you will find that elements of the charge in terms of what the committee is responsible for, confidentiality and such, are very consistent with normal search procedures for given types of positions. This is the highest level, so this charge is extensive in scope. You are not only representing your constituencies, but the university as a whole, in all of your deliberations. You will be working closely with Laurie Wilder and Porsha Williams from Parker Executive Search throughout the process to establish a timeline, evaluate the applications as you receive them and then review them. You then will recommend a number of candidates to the Board of Trustees.

In your red folders is a confidentiality agreement prepared by the General Counsel's Office, which is typical for search committees to sign. Chair Boey and Co-Chair Rosenbaum will work with you on confidentiality protocols, release of any information, and collecting your signed agreements. Toward the end of the charge, pursuant to statute, it is the Board of Trustees' authority and duty to select a president from the recommendations offered by this committee.

Co-Chair Rosenbaum mentioned that there was a request at the Board of Trustees meeting to reconsider the confidentiality agreement to reduce the broadness of it, and asked if there would be any action in that regard. General Counsel Blakemore stated that the committee's confidentiality agreement is limited to each individual's activities related to this function, and the provisions have been written specifically regarding this activity.

Confidentiality agreements for presidential searches are typical, Mr. Blakemore continued, and are done for the following reasons. To prevent the premature release of names, either at the very beginning or at the end of a search. The thought by potential candidates that their names will be released, significantly reduces your pool. Without confidentiality agreements, when announcements go out at the very beginning of a search, people simply would not apply. One of the issues you will deal with is how to recruit the best candidates. They may be sitting presidents, they may be sitting provosts, they may be sitting executives, they may be sitting public officials. The reality is that they will not go into the pool unless there are very clear confidentiality agreements. Also, under Illinois law, they have a right to protect their names. Their names do not become public under law until they are determined to be finalists. You will be submitting the final candidates to the Board. Upon becoming finalists, their names are subject to the Open Meetings Act. So, we are very careful in our confidentiality agreement, but not overly broad.

One committee member inquired about the specific meaning on page 2 of the confidentiality agreement that stated "the search committee to keep constituent groups informed of the progress of the search." Mr. Blakemore stated that Ms. Wilder will discuss how we will provide and meet our public obligations to keep the university generally advised of the committee's activities. You can respect confidentiality and yet maintain your obligations as a public institution to keep the public informed. When we get to the discussion of names, we will then go into closed session.

You have been selected by the Board of Trustees, which is a public body under the Open Meetings Act. Every public body is required under the Open Meetings Act to give notice and an opportunity for the public to be heard. The public has to be given notice of the meeting and the purpose of the meeting which must be posted 48 hours prior to such meeting. Because you are dealing with personnel matters, which is one of the 19 exceptions to the Open Meetings Act, you can go into closed session and discuss those particular candidates. In the closed session, only members of the committee would be entitled to actually be present and take part in that discussion. One part of my responsibilities is to make sure that sufficient notice is given. Though you are free to share information from open session with your colleagues, you should still be prudent in what information you impart.

DISCUSSION OF SEARCH PROCESS – PARKER EXECUTIVE SEARCH

Laurie Wilder, Managing Director of Corporate Executive Search at Parker Executive Search (PES), introduced herself and Porsha Williams, a principal with PES. We are pleased to have the opportunity to represent Northern Illinois University again, she said. Parker Executive Search is based in Atlanta and has four core practice areas. Most of our searches are for higher education. In searches, we represent universities and colleges across the country, as well as some internationally, typically at the dean level and above – deans, provosts, vice presidents, chancellors, presidents and anything at those administrative levels. We have also had an academic health sciences practice representing medical schools across the country in chair level and above assignments. We work for Fortune 500 companies across the country. We also have a collegiate athletics sports practice where we conduct most of the work for the NCAA as well as football, basketball, athletic directors and commissioners.

We are a broad based search firm, and one of the things I want to make sure you understand before we get into the details of the process is that we are not here to select your next president. Our job is to aggressively recruit, facilitate and advise. We will give you information and provide insight on the candidates. But ultimately, it will be your decision who you select to move forward in this process. We are a firm that believes in process. I tell my team all the time, when something gets a little shaky, trust the process, the process does work. We represent universities in a hundred-plus searches a year, so we understand this, this is what we do.

We need you as a committee. We are not a firm that believes a committee's role is to come to a first meeting, come back at the end and that is it. We are going to engage you in this process at various points. We are going to work directly from a timeline that lays out every step in this process, and if you stick to that process, it will help dramatically.

You are not going to have to read resumes locked up in a room. We used to do that exact same thing with those big books; but technology allows us to use other tools now. Your workload will not be nearly as dramatic as you think because from a process and a logistical standpoint, we are going to do all of that. Your part in this is to review candidate materials and make decisions about candidates. We will take care of the boilerplate issues. Your job is to pick the best candidates to interview and then forward to the Board.

I want to make sure you understand that recruiting for presidents is a difficult proposition, and we are not in a space in time right now where recruiting is easy. There are many of these positions constantly on the market, and the pool of presidential candidates is shrinking due to retirements, among other things. This makes it more difficult to conduct a search. We will talk about advertising, but advertising is not where your candidates are going to come from. They are going to come from direct recruiting. Your best leaders will not come here to maintain something, they will want to continue to move forward.

Ms. Wilder then went over the timeline with the committee. We will put together a draft position description to present to the Board for their comments and discussion, and to this committee, to finalize and formalize. Advertising in higher education typically takes place in the *Chronicle*, *Hispanic Outlook*, *Diverse Issues*, and *Women in Higher Education*. We will talk more about advertising once that position description has been finalized because we cannot advertise until that is done.

Right now the timeline shows that we will be working on the job description from November to February. December 6 will be an in-person meeting where we will present a position description to the Board. We hope to have it finalized so that we can begin immediately advertising for the position.

January 3* would be an additional update meeting via conference call. The second update will include a candidate status log that you will be able to access on a secure website along with all candidate materials. For confidentiality purposes, you cannot print from that website. This candidate status log will contain only those individuals who have been officially nominated or have submitted their materials.

Because the candidate status log has names on it, Illinois law protects them and that information will be nondiscoverable in FOIA requests. But the most important advice I can give you is if you know someone on that list, do not pick up the phone and say, hey, I hear you are a candidate. Do not pick up the phone and call a friend and say do you know so and so on your campus? Because what will happen is the candidate will immediately call me and say, I thought you said it was confidential, and they will drop out of the candidate pool. It is already difficult for us to recruit candidates because the pools are so small and tight, we do not want to lose someone because we called somebody prematurely. That is very important. You will receive a verbal search update on February 1, and we will discuss and answer any questions.

February 22 is when you will have access to the secure site and all candidate materials. We typically give you about a week to review that material. Quality means more to me, but if we see a large volume of applications, we will work with you and try to put the information up a week early.

On March 1, we have scheduled an in-person meeting of this committee. We will be here in person with you and will facilitate the process for you to make a decision on eight, more or less, candidates for an airport interview. That meeting is critically important to the success of this search, because that is when your committee is going to come together and make selections on who you would like to interview. We use an evaluation tool on our website so that you can rate them from "I absolutely want to interview this candidate" to "No interest in this." Then we go through everybody's list and tally the results. We then go through the people of interest in a meeting to make the selection of candidates to interview.

Once this timeline is agreed upon, we will begin to give candidates those dates so they will know exactly where we are in this process. March 7 and 8 are the dates on the timeline that you as a committee would come and interview candidates. We have been fairly successful in getting all the candidates scheduled for those confidential interviews. We go through a process of interviewing candidates for a full two days. At the end of that period of time, you are going to make a selection of probably five, more or less, candidates that you would present to the Board for further consideration.

If you are going to have to miss any meetings, these meetings on March 1, March 7 and March 8 are not the meetings we want you to miss, Chair Boey stated. It is your opportunity to vet candidates, Ms. Wilder said, so it is critical that you be in attendance. During the week of March 18, you will bring your final candidates to meet with the Board and various constituency groups. Many presidential searches, especially for large public research universities are moving to a process where only one candidate is announced. They do not meet with anyone except the Board of Trustees or a committee in that vein. If the interview is not done in a confidential manner, it creates a real problem. Your process is going to allow for candidates to see constituency groups, but they will be done confidentially and there will not be a public release of their names. The members of your constituency groups who will see those candidates also will sign confidentiality agreements.

The plan is that by late March, an offer will be extended and, hopefully, you will have a new president named. The start date is to be determined, because those are always very specific issues with the candidate. Typically presidents like to start two days a year, July 1 or January 1. You have proposed a date of July 1, however, if a candidate cannot start until August 1 for some reason, you will adjust for that candidate.

We do extensive background work. We conduct credit, criminal and motor vehicle checks and confirm all degrees. We conduct what we call a media review using a Dow Jones service where we look for things that have been written about this person having an issue such as votes of no confidence, misappropriation of funds, sexual harassment, etc. Your committee will have access to that information on the website. We also have candidates sign a statement of accuracy that all of the information they provided to you is accurate.

Ms. Wilder then took several minutes to answer questions from various members of the committee on the application and selection process.

DISCUSSION OF EXPECTATIONS/ATTRIBUTES/QUALIFICATIONS/EXPERIENCE DESIRED IN NEXT PRESIDENT

I want to make sure we get this done right, because it is important, Ms. Wilder said. Listening to you is critically important to us as we sell this opportunity. If I could get 30 minutes of your time that would help me dramatically. We want to make sure everybody has an opportunity to provide input.

Candidates ask us three things when we call. Number one, what are they looking for in candidates? Number two, what is the opportunity there, is that a good job? Number three, what are the challenges, the major issues I am going to have to look at? So, as we move around the table, if you can try to answer any of those, that is the kind of information that helps us not only to write your job description, but also to talk to candidates. I want to know what you are looking for in candidates and why you think someone should be the next president at Northern Illinois University.

Each member of the committee gave a list of attributes, challenges and opportunities for a new NIU president from their constituencies or a brief synopsis of their personal preferences as follows:

- people person
- student and staff oriented
- calm manner when faced with difficult and diverse situations
- be aware of and be able to address challenges such as financial issues, budget cuts, a perception issue from people outside of NIU
- address mandates from State and federal governments and their affects on employee morale
- the ability to bring in new ideas
- strong belief in and commitment to shared governance
- an excellent curriculum
- a very friendly atmosphere
- background in academia as well as finance
- advocacy for the students
- skills in conflict management
- good speaking and communication skills
- a good sense of humor
- awareness of and sensitivity to the changing dynamics of diversity for this campus
- demonstrable skills that s/he champions ethics and ethical awareness
- a track record of support for research and critical thinking for academic programs
- recruiting top faculty
- deal with the issues going on at NIU
- address pressures at the local, state and national levels
- relate to an external constituency
- an increased focus on direct management, particularly financial management, within the university
- willing to be hands-on in charting a direction for the university and seeing it through
- elevate NIU's quality and talent to the next level
- financial challenges
- develop more for-profit programs/centers
- fundraiser

- know their strengths and weaknesses and be able to delegate to others
- increase enrollment through effective recruiting of students
- motivate creativity across the campus
- sustain progress by providing trends in campus involvement and pooling creativity
- a motivator
- come from the academic ranks
- tenurable in an academic department
- have scholarly credentials, national and international reputation
- strong commitment to the tenure system
- strong academic and research values
- promote faculty research and grant procurement
- respect for interdisciplinary collaboration
- strong commitment to diversity of faculty, student body and staff
- elevate the quality of the student body
- balance internal management aspects with external dealings (i.e., the legislature), be the face of NIU
- a strong vision of the future of NIU
- leadership qualities
- a managerial person familiar with academics
- have a relationship with the community, improve safety issues
- deal with adversity
- successful in strategic and operational planning
- will not sacrifice the quality of the education for the sake of enrollment
- knowledge of the national, state and local student funding structure
- a clear definition of a well-run academic institution
- work with a strong provost and have a strong collaborative relationship with both academic affairs and student affairs
- seek town-gown relationships
- entrepreneurial spirit, with a terminal degree, who knows how to bring in funding
- take us to the next level
- good outreach capabilities
- people-friendly
- interact with donors
- lobbying experience, network in Springfield with the legislature or in Washington on Capitol Hill
- facilitate faculty in their research, writing, teaching and grants
- have a greater focus on arts programming
- have a strong commitment to the academic research mission of the university
- come from an academic background
- reshape the academic research mission in the coming decades
- preshape the diversity of disciplines across this university
- understands the arts, performing arts, the law school, the business school, etc.
- serious about and understands the external role a president in the 21st Century is expected to play by demonstrating the cooperative and supportive natures of the governing board and the two volunteer boards

- has demonstrated the willingness to undertake those risks necessary to successfully articulate a bold, compelling vision and the pursuit of big ideas, as well as persuade people to support those
- courage to make the necessary critical decisions
- have a passion for the role of public higher education and what it means in America, to our history, our culture and our future
- rebuild partnerships
- a calm person, measured and reasonable
- experience working with tight budgets
- strong belief in and commitment to shared governance
- knowledgeable of employee concerns
- increase efforts to retain and reward staff
- interested in quality versus quantity of students
- interested in environmental sustainability for NIU
- have a collaborative style
- a leader versus a manager
- focus on economic development, able to build morale between NIU and surrounding communities
- familiarity with NIU and Illinois' concerns in respect to pension issues and implications for employees
- support departments by providing better infrastructure, i.e., repair buildings, labs, classrooms, creating a better learning environment for our students
- bridge the gap between Student Affairs and Academic Affairs
- have integrity, honesty
- balance workload and resources
- in touch with employees, really listen to what employees have to say
- understand, support and appreciate the role of SPS at NIU
- a good communicator, frank, open and honest
- commitment to demonstrating and modeling ethics
- communicate well with alumni and "Friends of NIU"
- engage with regional community, businesses and industries
- more focus on nontraditional students
- reconstruct senior level of administration
- transparency of presidential duties and decision making
- tech savvy and keep NIU moving forward technologically
- give equal focus to transfer students
- continue Vision 2020 goals and revisit them to ensure their completion
- in touch with student needs and approachable
- open, involved and student-centered
- come in with presidential knowledge
- able to assess and take action without learning curve
- background in higher education, educational background versus business, or a mix of both
- politically astute
- able to break down bureaucratic red tape, administration and governance structures
- fight for and on behalf of NIU, its students, faculty and staff
- enhance university compensation to be comparable to market
- develop professional paths for advancement across campus

- experience at a large public, state institution at some point in their career
- significant leadership experience, connected nationally
- action oriented
- balanced approach to undergraduate, graduate and research education
- student centered
- appreciation of and/or a willingness to understand the value and the role of intercollegiate athletics at the Division I level
- this institution has a heart
- embrace the idea of social justice in its mission and its culture
- strong leader
- person of integrity
- passion to be genuine needs to come through
- diversity of our leadership
- consistent with the culture
- skill set that is going to get us to where we want to be in executing a new identity

LEGAL AND PROCEDURAL ISSUES – JERRY BLAKEMORE

Mr. Blakemore introduced Greg Brady, Deputy General Counsel for Administration, who briefed the committee on legal and procedural issues. We have already talked about the Open Meetings Act and the fact that we will take care of the responsibility of doing the required notices, Mr. Brady said.

As Jerry stated, this body is a subsidiary body of the Board of Trustees, and as such is subject to the Open Meetings Act, Mr. Brady said. While you are in open session, any member of the public or the NIU community can come in and observe the actions of this committee. While you are in closed session, no member of the public or the NIU community can come in and observe the actions of this committee. We can go into closed session for delineated purposes under the act. The most applicable for your purposes are going to be personnel issues related to specific employees, and to review the minutes that you are required to keep in closed session. You are going to be required to review those at least once.

The other big component of the Open Meetings Act is that it requires a quorum to be reached before business can be conducted. However, I want to stress to the committee that you should make every effort to be physically present at all meetings because then we can guarantee a quorum and not divert from the timeline of this process. If there is something that prevents you from being physically present at these meetings, please contact Sharon Banks-Wilkins or the Office of General Counsel as soon as you know so that we can try to make arrangements. The earlier you notify us, the better. There are many types of requirements in the Open Meetings Act, but these are the two major items pertaining to your committee.

A quorum is 50 percent plus one, Mr. Blakemore said, so for 28 members, this means 15 members is a quorum which constitutes a meeting. Therefore, if eight of you were to get together to discuss this type of business outside of this forum, you would be in violation of the Open Meetings Act. I advise the Board of Trustees, when we are in social settings to be careful about conversations because there is case law in this state that has voided actions taken by public bodies because of that. The Open Meetings Act also covers telephonic and electronic communications. E-mails are distinguished between sending an e-mail for informational purposes to all of the members versus, talking about this particular candidate via e-mail or chat or whatever.

Mr. Brady briefed the committee on the general specifics of how the Freedom of Information Act applies to the committee. The Freedom of Information Act applies to public entities and covers public records that are maintained by NIU employees related to the business of the State of Illinois or NIU, he said.

Essentially, it covers not only hard copy but any tangible medium for information or records at NIU, including electronic communications or electronic databases. Potentially, your e-mails, your notes are subject to FOIA. That means anyone can make a request for anything that is in documented form from an NIU employee. Some of the key exemptions that we anticipate asserting are for private information, such as home address, home telephone number, home e-mail address and other designated private types of information in the Act. This invasion of personal privacy component would apply to all of the candidates until the final list designation. Preliminary drafts, preliminary memorandums and items that do not result in final action by the institution can also be shielded.

Our designated official at the university to handle FOIA requests is Kathy Buettner, Vice President for University Relations. If you receive a FOIA request, please immediately forward it to her. She and her staff are assisted by our office in reviewing all FOIA requests. You are under no personal obligation to respond to a FOIA request, but the university is required to respond, so you should send any such requests immediately to Kathy for assistance. We have a five business day turnaround for responses on all FOIA requests, and the clock starts ticking as soon as a FOIA request is received, so we need any requests immediately in order to make a timely response.

One other point regarding FOIA, Mr. Blakemore said, is relevant particularly to the issue of vetting, which Laurie mentioned earlier. Only the executive search firm should do the official, formal vetting. You will have an opportunity to discuss your views on candidates, but we are not looking for the committee to go out and do the formal vetting. We do not expect you to do any minutes for these meetings. If there is some point you want to follow up on, write yourself a note. We have the Board Recording Secretary who will do the minutes. This is necessary because at some point, we will receive Freedom of Information Act requests and if, in the public session, you have referred to documents that you have created related to this, they are then subject to FOIA. Our designated official for FOIA requests, University Relations, is also designated as the official outlet for the university for contacts with media. If you receive requests from any media source, please refer them to University Relations.

QUESTIONS AND ACTION ITEMS

Chair Boey requested that anyone from the search committee needing to reach him should contact Sharon, the Recording Secretary. Co-Chair Rosenbaum stated search committee members needing to reach him could call him directly.

ADJOURNMENT

The meeting was adjourned by Chair Boey at approximately 6:00 p.m. without objection.

Respectfully submitted,

Sharon M. Banks-Wilkins
Recording Secretary

**Later rescheduled for January 11, 2013.*

In compliance with Illinois Open Meetings Act 5 ILCS 120/1, et seq, a verbatim record of all Northern Illinois University Board of Trustees meetings is maintained by the Board Recording Secretary and is available for review upon request. The minutes contained herein represent a true and accurate summary of the Board proceedings.



**Board of Trustees
Charge to the Presidential Search Advisory Committee
Northern Illinois University
November 8, 2012**

Authority for Presidential Search

The Board of Trustees of Northern Illinois University ("Board") has been entrusted with the selection of a President for the University. The Board considers this one of, if not its most, important responsibilities. The legal authority to appoint the President of Northern Illinois University is vested in the Board by legislation passed by the General Assembly of the State of Illinois (i.e., the Northern Illinois University Law ("NIU Law")).^[1] In accordance with the NIU Law, it is the Board's power and duty "[t]o employ, and, for good cause, to remove a President of Northern Illinois University."^[2] The Board is further empowered to establish a search committee, which must include minority representation including women^[3], to fill the position of the President.

The Board acknowledges the importance of Shared Governance and thus, in establishing the Presidential Search Advisory Committee ("PSAC" or "Committee") the search for the new President is expected to be executed with due respect for the principles of fairness, equity, inclusiveness and diversity.^[4] It is the Board's responsibility to establish and coordinate the search for the selection of a new President. The Board has the sole authority for the selection of a President and as such, may in the best interests of the University make adjustments to the search process it deems necessary.^[5]

The Charge to the PSAC below is intended to direct the Committee in the search for, and nomination of, individuals to fill the position of President for Northern Illinois University.

The Presidential Search Advisory Committee

In accordance with the Board's authority and the Constitution of Northern Illinois University, a representative body of faculty, staff, students, representatives from University related organizations and trustees has been selected to identify qualified Presidential candidates and recommend persons for consideration as finalists to the Board. Members of the Presidential Search Advisory Committee have several specific responsibilities related to this process, details of which are contained in this official Charge to the Committee:

The Committee itself has been composed in an effort to obtain broad representation and diversity in its membership. Each member represents the University as a whole, and the charge to each member is to work collaboratively to identify an exceptional individual who will continue the University's positive

^[1] 110 ILCS 685/30-1 *et seq.*

^[2] 110 ILCS 685/30-45(2).

^[3] 110 ILCS 685/30-45(2)

^[4] Bylaws of the Board of Trustees of Northern Illinois University, Article VII. Sec. 2 – Presidential Selection; Regulations of the Board of Trustees, Article III. C. Board of Trustees Selection and Appointment of University President.

^[5] Regulations of the Board of Trustees, Article III. C. Board of Trustees Selection and Appointment of University President.

momentum on all fronts. To that end, each member must put the total interests of the University ahead of all other considerations.

The Committee is charged with **establishing a timeline** for receipt of nominations and applications, **evaluating** all applications and nominations, the **review of the recommendations** of the Search Firm and **suggesting** an unranked number of **candidates** for personal interviews. In the process of receiving and reviewing nominees and applicants, the Committee will be responsible for promoting the University to candidates.

The Committee as a whole will conduct interviews of candidates it determines qualify for further consideration. The number of candidates interviewed will be in the discretion of the Committee, in consultation with the Search Firm. At the conclusion of interviews, the Committee will submit the names of 5 (more or less) unranked candidates acceptable to a majority of its members as recommendations to the Board.

The Committee shall exercise its responsibilities with the understanding that the identities of those applying for the position must be kept, consistent with applicable laws, confidential and that the precipitous disclosure of candidate names may jeopardize the search. Accordingly, both throughout the process and after its completion, the Committee will commit to confidentiality as to the names of candidates, the nature of the Committee's deliberations and the details pertaining to selection.

The Committee Chair and Co-Chair shall recommend and the Committee shall establish, by majority vote, rules that will maintain a high level of confidentiality in the Committee proceedings including, but not limited to, prohibitions against responding to or interacting with the media, the unauthorized or premature disclosures of Committee related information and the vetting of or communication with potential candidates outside the process agreed to by the Committee. Committee members will, at their first meeting, be provided with a confidentiality agreement for review and execution which in essence affirms the principle of confidentiality about candidates until such time as finalists are named.^[6]

Because the authority and responsibility for appointing the President resides with the Board, ultimately the Board will decide whether to accept the recommendations of the Committee. Finalists will be notified and given the opportunity to withdraw before the names the board agrees to consider are made public.

If the Board does not find acceptable the pool of candidates chosen by the Committee to be finalists, the Board may reject the Committee's recommendations and reinstitute the search or may request the Committee to furnish additional candidates.

^[6]A link to the American Association of University Professors supports this common practice (see <http://www.aaup.org/AAUP/issues/governance/postart.htm>). The related text states:

Confidentiality. *The presidential selection process is a classic conflict between the right of individual privacy and the public's right to know. It is important for the campus community to know the procedures that the committee will use in the search process, and these should be made public early in the search. It is the responsibility of the search committee to keep constituent groups informed of the progress of the search. However, in order to attract the best candidates, the search process may involve some measure of confidentiality, especially during the early phases. The disclosure of candidates prior to the development of a short list of nominees to recommend to the Board can result in the loss of the best candidates. However, to ensure a successful search, the nominees who are recommended to the Board should visit the campus and be interviewed by the faculty and possibly other constituent groups. The approach to implementing confidentiality and the process and guidelines for campus visits are matters to be resolved early on in the search process.*