

THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS
ANNUAL MEETING, JANUARY 19, 2012

SPECIAL ORDER OF BUSINESS

I. Election of the Chair of the Board of Trustees

The office of Chair is established by State statute (110 ILCS 310/5). The Chair of the Board is elected annually and presides at all meetings of the board and of its executive committee; signs diplomas, warrants for funds, and other legal documents, appoints the standing committees of the board; and fixes the dates and places of meetings when the board has not done so. The chair may determine the date (other than that of the annual meeting) and place of any meeting when necessary. The duties are further set forth in Article VI, Section 1, of the *Bylaws of the Board of Trustees*. The chair is an *ex officio* member of all committees, with vote.

II. Election of the Executive Committee

The Chair of the Board is chairperson of the executive committee.

The board has set certain limitations on the powers of the executive committee in its *Bylaws*:

ARTICLE IV. STANDING COMMITTEES OF THE BOARD

SECTION 1. At the annual meeting in January of each year, the board shall elect two members to an "Executive Committee," consisting of three members, the Chair of the Board to be the chair *ex officio*, which members shall hold office for one year, or until their successors have been elected.

SECTION 2. The Executive Committee shall meet whenever the chair, or two members thereof, shall find it necessary for the transaction of any business which is urgent and cannot be postponed to a regular meeting of the board. If a quorum of the committee, two members, is present in the same location or participates via video conference, the third member may participate via telephone. The committee may transact business providing a quorum is present. All trustees shall be given the same notice of the meeting

that is sent to the members of the Executive Committee and any who wish may elect to participate in the meeting as nonvoting participants.

SECTION 3. The Executive Committee functions as an instrument of the board and shall possess all the powers of the board when in session, provided that it shall not overrule, revise, or change the previous acts of the board, or take from regular or special committees any business referred to them by the board.

SECTION 4. The Executive Committee shall make a written record of all its transactions and submit it to the board at its next regular meeting, signed by all the members of the Executive Committee agreeing thereto. Such record shall thereupon be incorporated in the minutes of the board as an integral part thereof.

Within these limitations, the actions of the executive committee are final.

The members of the executive committee elected for 2011 to serve with Mr. Christopher G. Kennedy as Chair, have been Mr. Edward L. McMillan, and Ms. Pamela B. Strobel.

III. Election of the Secretary, Comptroller, and University Counsel

(These officers are elected at the annual meeting of the Board for terms of one year and shall hold office until their successors are elected and qualified.) As provided in Article V, Section 1, of the *Bylaws of the Board of Trustees*, prior to election of these officers, the board shall have the advice of the President of the University. The President herewith advises that each of the incumbents be elected.

1. Secretary Provision for the office of Secretary is made in the basic statute establishing the University.

The secretary is required to keep a record of the transactions of the Board of Trustees and prepare the same for publication, and is the custodian of the seal of the University and of the records of the board.

The duties are further set forth in Article VI, Sections 2 and 3, of the *Bylaws of the Board of Trustees*.

The incumbent is Michèle M. Thompson, who has served as secretary since August 21, 1990.

It is recommended that Dr. Thompson serve as secretary until January 31, 2012, and that Dr. Susan M. Kies serve as secretary beginning February 1, 2012.

2. Comptroller The office of Comptroller was created by the Board of Trustees.

The comptroller is the general fiscal officer of the board and of the University. The duties and responsibilities are further set forth in Article VI, Section 5, of the *Bylaws of the Board of Trustees*.

The incumbent is Walter K. Knorr, who has served as comptroller of the board since February 1, 2007.

3. University Counsel The office of University Counsel was created by the Board of Trustees.

The university counsel is the general legal officer of the Board of Trustees and the University and serves as legal advisor to the Board of Trustees, to the president, and to other administrative officers of the University. The duties and responsibilities are set forth in Article VI, Section 6, of the *Bylaws of the Board of Trustees*.

The incumbent is Thomas R. Bearrows, who has served as university counsel since September 1, 1997.

V. Delegation of Signatures

Adoption of resolutions authorizing the Chair of the Board of Trustees and the Secretary of the Board of Trustees to delegate the signing of their names as chair and secretary, respectively, to vouchers to be presented to the State Comptroller, and to warrants drawn on the treasurer of the University; and to authorize the comptroller of the University and the State Comptroller to honor checks and vouchers, respectively, bearing facsimile signatures of the chair and the secretary of the board.

RESOLVED that the chair of the Board of Trustees is authorized to delegate to such individuals as he/she may designate from time to time authority to sign his/her name as chair of the Board of Trustees to vouchers presented to the State Comptroller and authority to sign his/her name to warrants on the University treasurer covering vouchers approved in accordance with regulations approved by the board; and

RESOLVED further that the secretary of the Board of Trustees is authorized to delegate to such individuals as she may designate from time to time authority to sign her name as secretary of the Board of Trustees to vouchers presented to the State Comptroller and to warrants on the University treasurer covering vouchers approved in accordance with regulations of the board. And be it further

RESOLVED that the State Comptroller is hereby authorized and directed to honor vouchers bearing facsimile signatures of the chair and secretary of the Board of Trustees of the University of Illinois if such facsimile signatures resemble the facsimile specimens duly certified to or filed with the State Comptroller by the secretary.

These authorizations are to continue in effect until the State Comptroller has been supplied with specimen signatures of succeeding officers of this board.

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