

APPROVED BY THE
COMMITTEE

MAR 13 2012

Susan M. Kies
SECRETARY OF THE BOARD
Designate

MEETING OF THE GOVERNANCE, PERSONNEL, AND ETHICS COMMITTEE
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS

November 17, 2011

This meeting of the Governance, Personnel, and Ethics Committee of the Board of Trustees of the University of Illinois was held in Rooms 218/219, UIC Student Residence Hall, 818 South Wolcott Avenue, Chicago, Illinois, on Thursday, November 17, 2011, beginning at 1:00 p.m. Attendance via videoconference was also available in Room 364, Henry Administration Building, 506 South Wright Street, Urbana, Illinois; and the Hatmaker Room, Room 550 Public Affairs Center, One University Plaza, Springfield, Illinois.

Trustee James D. Montgomery, acting as chair of the committee in Trustee Pamela B. Strobel's absence, convened the meeting and asked the clerk to call the roll. The following members of the committee were present: Ms. Karen Hasara and Mr. James D. Montgomery. Ms. Pamela B. Strobel was absent. Ms. Hannah Ehrenberg, student trustee from the Urbana campus, and Mr. Kenneth M. Thomas, voting student trustee from the Chicago campus, were present.

Also present were President Michael J. Hogan; Mr. Thomas R. Bearrows, University counsel; Dr. Michele M. Thompson, secretary of the Board of Trustees and of the University; Dr. Susan M. Kies, secretary designate of the Board of Trustees and of the University designate; Dr. Lisa L. Troyer, chief of staff to the president; Mr. Thomas P. Hardy, executive director for University relations; Ms. Maureen M. Parks, executive director of human resources, University

of Illinois, and associate vice president for human resources, University administration; Dr. Lon S. Kaufman, vice chancellor for academic affairs and provost, Chicago; Ms. Julie A. Zemaitis, executive director of University audits; Ms. Donna McNeely, University ethics officer; Dr. Menah Pratt-Clarke, associate chancellor and director of equal opportunity and access, Urbana; and Ms. Janier Koss, staff, office of the Board of Trustees. Ms. Julie Wurth, reporter for *The News-Gazette*, also attended the meeting.

Mr. Montgomery asked if there were any comments or questions regarding the minutes from the meeting that was held on August 25, 2011, and there were none. On motion of Ms. Hasara, seconded by Ms. Ehrenberg, the minutes were approved. There were no nay notes.

REPORT OF RESPONSES TO THE BOARD'S SELF ASSESSMENT QUESTIONNAIRE

Dr. Thompson provided a summary of the responses to the Board's self assessment questionnaire and said that the general tone was positive. She stated that the responses revealed some indications that the trustees would like to build upon their knowledge of the University by requesting more background information in a large number of areas. She described the format of the questionnaire and stated that it focused on the following areas: culture of the Board and ethics; Board structure and functioning; knowledge of the University; financial management and risk management; information provided to the Board; and Board interaction. Dr. Thompson then briefly summarized the responses in each area, noting areas that were deemed satisfactory and others that may indicate a need for improvement. She then summarized responses to the portion of the self assessment that contained open ended questions, and she described areas in which the Board reported an interest in spending more time engaging in certain activities. She also

summarized responses requesting that less time be spent engaging in certain activities, and she discussed the trustees' responses to a question asking what makes the University distinctive. Lastly, she summarized responses to a question asking trustees to identify the University's greatest needs. Mr. Montgomery thanked Dr. Thompson for the excellent summary.

EXPECTATIONS FOR TRUSTEES

Dr. Thompson referred to the document listing expectations for trustees that had been discussed at a previous meeting and asked if there were any comments or suggestions. There were none, and Ms. Hasara suggested that the committee delay sending the document to the full Board to allow time for Ms. Strobel's review.

REVIEW RECOMMENDED BOARD ITEMS FOR THE DECEMBER 2, 2011, BOARD MEETING

Ms. Montgomery asked Dr. Thompson to provide information about the items within the purview of this committee that will appear on the Board's agenda at its meeting on December 2, 2011.

Appoint Secretary of the Board of Trustees and of the University

Dr. Thompson referred to the recommended appointment of Dr. Susan M. Kies as Secretary of the Board and of the University, beginning full time on February 1, 2012. She indicated that committee members had already met Dr. Kies and were familiar with her qualifications.

Appointments to the Faculty, Administrative/Professional Staff,
and Intercollegiate Athletics Staff

Dr. Thompson explained that the appointments of faculty, administrative and professional staff, and intercollegiate athletics staff that will be recommended in this item have been thoroughly reviewed at the appropriate levels within the college, department, or unit, and that this item appears regularly on the Board's agenda. She said that the item is currently in draft form, and she told the committee that it will be sent with other materials in advance of the Board meeting for review.

There were no objections to moving these items forward to the full Board.

OLD BUSINESS

There was no business presented under this aegis.

NEW BUSINESS

Mr. Montgomery asked committee members if they had any new business to present, and there was none. He then stated that the next meeting of this committee is scheduled for March 13, 2011, at 3:00 p.m.

MOTION FOR EXECUTIVE SESSION

At 1:21 p.m., Mr. Montgomery stated that a motion was in order to convene an executive session to discuss University employment or appointment related matters, and minutes of meetings

lawfully closed under the Open Meetings Act. On motion of Ms. Ehrenberg, seconded by Mr. Thomas, this motion was approved. There were no nay votes.

EXECUTIVE SESSION

Mr. Montgomery asked Dr. Thompson to provide some information about the items to be discussed in closed session. Dr. Thompson referred to the item that will appear on the Board's agenda at its meeting on December 2 regarding Dr. Robert A. Easter's recommended appointment as interim vice chancellor for research at Urbana, and stated that the salary is the maximum allowed as a retiree of the University of Illinois. She also informed the committee that Board policy allows for the reappointment of retirees in urgent circumstances. President Hogan provided some comments regarding this recommended appointment and stated that he delayed initiating a search for a vice chancellor for research because he wanted the newly appointed Vice President/Chancellor Phyllis A. Wise to conduct the search for a permanent replacement. He said that he expects that there will be a permanent placement in this position in early July.

Next, Mr. Montgomery asked President Hogan to comment on the search for the dean of the College of Medicine. President Hogan stated Dr. Dimitri Azar, who is currently serving as interim dean of the College of Medicine, is being recommended to serve in that role on a permanent basis. He discussed Dr. Azar's qualifications and reputation as a distinguished scholar, and he said that Vice President/Chancellor Allen Meares decided to recommend his appointment after great consultation. Committee members discussed the recommended appointment, and President Hogan stated that while his salary will be higher than the salary of the previous dean of the College of Medicine, the figure was derived from benchmarking

comparable institutions. He also stated that many other institutions are likely to have an interest in Dr. Azar.

There was no objection to bringing these items before the full Board.

Dr. Thompson then told committee members that the Open Meetings Act requires periodic review of sequestered minutes to determine if they can be released. She stated that after consultation with Mr. Thomas A. Bearrows, University counsel, they are recommending that it is too early to release the minutes from certain executive sessions. Mr. Bearrows also commented on the validity of the need to sequester portions of certain minutes due to confidentiality. Dr. Thompson stated that committee members would vote on this item in the open session.

With no further business, the executive session adjourned at 1:33 p.m.

EXECUTIVE SESSION ADJOURNED

There being no further business, the executive session adjourned at 1:33 p.m.

AGENDA

At 1:33 p.m., the open session resumed. The purpose for the remaining time in the meeting was to consider one item and vote on it. This was: "Recommendation Concerning Disclosure of Certain Minutes of Executive Sessions Held during Meetings of the Governance, Personnel, and Ethics Committee Pursuant to the Open Meetings Act." The clerk read the recommendation, and the chair requested a motion for this item. On motion of Mr. Thomas, seconded by Ms. Ehrenberg, these were approved by the following vote: Aye, Ms. Hasara, Mr. Montgomery, Mr. Thomas; No, none; Absent, Ms. Strobel. There were no nay votes.

(The student advisory vote was: Aye, Ms. Ehrenberg)

MEETING ADJOURNED

On motion of Mr. Thomas, seconded by Ms. Ehrenberg with no nay votes, the committee adjourned at 1:34 p.m.

Respectfully submitted,

*Sum M.K., Clerk
Designate*

Michele M. Thompson
Clerk

Eileen B. Cable

Eileen B. Cable
Assistant Clerk

Pamela B. Strobel

Pamela B. Strobel
Chair