

MEETING OF THE GOVERNANCE, PERSONNEL, AND ETHICS COMMITTEE
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS
NOVEMBER 15, 2023

This meeting of the Governance, Personnel, and Ethics Committee of the Board of Trustees of the University of Illinois was held in the Isadore and Sadie Dorin Forum, Rooms D, E, and F, 725 W. Roosevelt Road, Chicago, Illinois, on Wednesday, November 15, 2023, beginning at 2:08 p.m.

Trustee Joseph Gutman, chair of the committee, convened the meeting and asked the secretary to call the roll. The following committee members were present: Mr. Ramón Cepeda; Ms. Tami Craig Schilling; Mr. Joseph Gutman; Ms. Patricia Brown Holmes; Mr. Wilbur C. Milhouse III. Ms. J. Carolyn Blackwell; Mr. Donald J. Edwards; Mr. Jesse H. Ruiz; Ms. Sanchita Teeka, student trustee, Urbana; Mr. Mohammed A. Haq, voting student trustee, Chicago; and Mr. Kyle Ingram,¹ student trustee, Springfield, attended as guests.

Also present were President Timothy L. Killeen; Dr. Nicholas P. Jones, executive vice president and vice president for academic affairs; Dr. Robert J. Jones, chancellor, University of Illinois Urbana-Champaign, and vice president, University of Illinois System; Dr. Marie Lynn Miranda, chancellor, University of Illinois Chicago, and vice president, University of Illinois System; Dr. Janet L. Gooch, chancellor, University

¹ Mr. Ingram attended via remote videoconference.

of Illinois Springfield, and vice president, University of Illinois System; Dr. Paul N. Ellinger, comptroller (and vice president/chief financial officer); Dr. Joseph T. Walsh Jr., vice president for economic development and innovation; Ms. Adrienne Nazon, vice president of external relations and communications; Mr. Thomas R. Bearrows, University counsel; and Dr. Jeffrey A. Stein, secretary of the Board of Trustees and of the University.

Mr. Gutman welcomed the new trustees to the Board and gave an overview of the agenda for the meeting.

PRESENTATION

URO Closure Procedures

Mr. Gutman asked Dr. Walsh and Mr. Scott E. Rice, deputy university counsel, to discuss the dissolution of Shield T3, LLC. Dr. Walsh gave a presentation (materials on file with the secretary) and explained that the creation of Shield T3, LLC as a University-Related Organization was approved by the Board's Executive Committee on August 10, 2020, for the purpose of marketing and promoting the use of University-developed, saliva-based COVID-19 testing protocols by organizations outside the University and state. He reviewed management and oversight roles and highlighted the success of Shield T3, stating that it helped save lives and played a critical role in helping schools, universities, and businesses remain open throughout the pandemic. He said it also had a positive financial impact on the University. Dr. Walsh stated that the demand for COVID-19

testing and related services has decreased dramatically, from 10,000 tests handled per day to approximately 50. He said this has led to initiating the process of dissolving Shield T3, LLC. Mr. Rice stated that the Shield T3 board of managers met on November 13, 2023, and approved the dissolution, delegated authority to the CEO to take certain actions, and acknowledged the employees who contributed to Shield T3's success. He said an executive committee was formed to address needs or issues that may arise during the dissolution process. Mr. Rice told the committee that President Killeen appointed a transition team to work with the Shield T3 leadership team, and he stated that the Board of Trustees, as the sole member of Shield T3, would vote the following day on the recommendation to dissolve Shield T3 as a legal entity and delegate certain authority to facilitate the winding down of operations. Mr. Rice described the remaining steps to complete the dissolution, and Dr. Walsh indicated the labs will operate through December 15, 2023. He said Shield T3 leadership is managing actions such as lease terminations and disposal of equipment. Dr. Walsh described personnel actions, noting that the number of Shield T3 employees has declined from 170 to 17, and he referred to custodial issues, such as records retention, which are being managed by the transition team and Shield T3 leadership. Mr. Rice stated that the Office of University Counsel is the designated legal representative and would be preparing the following necessary documents: Statement of Termination with the Secretary of State; Terminate Shield T3 Articles of Organization; and Terminate Operating Agreement and Services and Management Agreement between the Board of Trustees and Shield T3. He outlined next

steps, beginning with the Board's vote the following day. Mr. Rice indicated final shut down is planned for December 31, 2023, and said that some lingering issues may be addressed through January 2024. He said a final report will be made to the Board when the dissolution is finalized.

President Killeen commented on the significance of Shield T3 and its impact, and he remarked on the lives that were saved as a result of its work. He said no other university was able to implement the same magnitude of COVID-19 testing, and he noted that the high volume of tests that were processed contributed to the understanding of asymptomatic transmission. President Killeen acknowledged successful efforts to address supply chain issues, contain costs, and secure FDA approval, and he referred to the creation of a mechanism to quickly notify students of exposure. He thanked all who were involved.

Mr. Gutman added that it is a great example of the effectiveness, efficiency, talent, and expertise at the University, and he acknowledged the impact of Shield T3. Dr. Robert Jones said Shield T3 was a prime example of how a 21st-century, land-grant institution and effective university can assist in a crisis, and he said the University now needs to determine the ways in which it can innovate to meet future needs and grand challenges. He thanked everyone involved in Shield T3.

Mr. Edwards said this was an incredible achievement, and he explicitly thanked Dr. Walsh; Mr. William C. Jackson, executive director of the Discovery Partners Institute; Mr. David Clark, chief executive officer, Shield T3; and Mr. Ron Watkins, Gies

College of Business Associate Dean for Strategic Innovation and managing director of Shield Illinois on behalf of the Board. Discussion followed regarding the 11 million tests that were administered and processed. Mr. Gutman remarked on the need to document in some way the process of establishing Shield T3, as well as its impact and success.

President Killeen indicated University Archives has created an oral history, and he said the board of managers of Shield T3 requested a written document. President Killeen emphasized the significance of the accuracy, low cost, and deployment of the test created by the university. Dr. Walsh referred to the need to document this experience and process and said it is not only a great story for the University but it also illustrates a response to an emergency, which is important to archive. Dr. Walsh acknowledged the roles played by Dr. Avijit Ghosh, former comptroller (and vice president/chief financial officer) and interim executive vice president and vice president for academic affairs; Mr. Rice; and others. Mr. Gutman commented on the need to ensure a process is underway to document the creation and success of Shield T3.

Next, Mr. Gutman asked if there were any comments or questions regarding the minutes from the meeting that was held on September 20, 2023, and there were none. On motion of Ms. Craig Schilling, seconded by Mr. Milhouse, the minutes were approved. There were no “nay” votes.

REVIEW OF RECOMMENDED BOARD ITEMS
FOR THE MEETING OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF ILLINOIS ON NOVEMBER 16, 2023

Mr. Gutman introduced the recommended items within the purview of this committee on the Board's agenda at its meeting on November 16, 2023. All recommended items discussed at the meeting are on file with the secretary.

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

Mr. Gutman asked Dr. Stein to comment on the recommended appointments to the faculty, administrative/professional staff, and intercollegiate athletic staff. Dr. Stein explained that the appointments recommended in this item are thoroughly reviewed at the appropriate levels within the college, department, and unit, and he asked that members of the committee contact him with any questions.

Amend Multiyear Contract with Director, Division of Intercollegiate Athletics, Urbana

Mr. Gutman asked Dr. Robert Jones to discuss the recommendation to amend the multiyear contract with the director of the Division of Intercollegiate Athletics at Urbana. Dr. Jones stated that Mr. Joshua H. Whitman is nearing his eighth year serving as the director of the Division of Intercollegiate Athletics, and he gave a brief overview of previous amendments to his contract. Dr. Jones stated that Mr. Whitman's current contract expires in 2028, and he discussed aspects of the new proposed contract. He said

the critical goal of the proposed contract is to retain Mr. Whitman as athletic director. He discussed Mr. Whitman's many positive attributes and effective approaches and emphasized his integrity and priority to put students first. Dr. Jones said Mr. Whitman has hired some of the best coaches in the country, and he referred to his leadership roles. He said he embraces the notion that these young people are students first and athletes second. Dr. Jones remarked on success in athletics and said there is no athletic director better than Mr. Whitman. He said this contract is well deserved and would ensure that the university is able to continue to be a leader in athletics.

Mr. Milhouse asked how Mr. Whitman's proposed compensation compares to others in the Big Ten. Dr. Jones stated that while he would have been the second-highest paid athletic director in the conference but this is likely to change as additional schools join. Additional discussion followed regarding the average tenure for athletic directors, and Dr. Jones said Mr. Whitman is in the top four for length of time serving in that role. Ms. Holmes commented on the need to continue to focus on women and minorities in athletics and ensure that the whole athletic program is being considered. Mr. Cepeda spoke in support of the proposed contract and said Mr. Whitman is in a unique position to bring the university into the next era of college sports. Mr. Gutman remarked on his consistency and integrity, and Mr. Edwards commented on his own experience as a student-athlete at the university. He said the university has never had an athletic director better than Mr. Whitman.

Approve Restatement of 403(b) Plan Document

Next, Mr. Gutman asked Ms. Jami M. Painter, senior associate vice president and chief human resources officer, University of Illinois System, to provide information about the recommendation to approve the restatement of the 403(b) plan document. Ms. Painter reviewed the proposed changes and listed those that were regulatory, which comprised the majority of the changes, and those that were discretionary. She described the rationale for each. There were no questions from the committee, and Mr. Gutman thanked her for sharing this information.

There were no objections to these items being forwarded to the full Board for approval.

PRESENTATIONS

Legislative Update

Next, Mr. Gutman asked Ms. Jennifer M. Creasey, assistant vice president, external and state relations, and Mr. Paul Weinberger, assistant vice president, federal relations, to give a legislative update. Ms. Creasey gave examples of the University System's commitment to partnerships and sponsorships. She reported that Dr. Miranda visited the State capitol and gave legislative leaders an update on the ongoing success of the University of Illinois Chicago, and she referred to interest from legislators in UI Health. Ms. Creasey then discussed the veto session and said that the procurement omnibus bill

has officially passed and is awaiting the governor's final signature. She stated that preparation for the spring legislative session is underway, and she told the committee she would share the final agenda in the coming weeks. Ms. Creasey announced that the 15th annual U of I System Day at the State capitol will be held on Tuesday, April 16th, 2024. She stated that she would be attending the Illinois Board of Higher Education meeting in the afternoon, which would feature a presentation on the Illinois Innovation Network and Discovery Partners Institute focusing on workforce development.

Mr. Weinberger gave an update on federal relations and said that the federal government extended funding through November 17, 2023, avoiding a shut down. He said a further extension through January 19, 2024, is expected. He referred to progress on quantum legislation and said that a hearing in the senate judiciary committee included the testimony of the commissioner of the Big Ten and several others on issues surrounding Name, Image, and Likeness (NIL) in college athletics. Mr. Weinberger said that little progress has been made on reauthorizing the farm bill. He gave examples of the University's strong presence in Washington, D.C., and he said the University is hosting a Capitol Hill breakfast with members of Congress and the U.S. Department of Agriculture (USDA) leadership to discuss the agriculture, food, and nutrition work taking place across the System.

Mr. Gutman thanked Ms. Creasey and Mr. Weinberger for their reports.

OLD BUSINESS

There was no business presented under this aegis.

NEW BUSINESS

There was no business presented under this aegis.

MOTION FOR EXECUTIVE SESSION

At 2:50, Mr. Edwards stated: "A motion is now in order to hold an executive session to consider discussion of minutes of meetings lawfully closed under the Open Meetings Act." On motion of Mr. Milhouse, seconded by Ms. Holmes, the motion was approved.

There were no "nay" votes.

EXECUTIVE SESSION

Material redacted pursuant to the Illinois Open Meetings Act (5 ILCS 120/2.06d)

EXECUTIVE SESSION ADJOURNED

With no additional questions or comments, the executive session ended at 2:52 p.m.

REGULAR MEETING RESUMED

The meeting resumed at 2:53 p.m., with all committee members recorded as being present at the start of the meeting in attendance.

Mr. Edwards stated that there was one agenda item requiring action by the committee, and Dr. Stein read aloud the title of the item, “Disclose Certain Minutes of Executive Sessions Pursuant to the Open Meetings Act.” The committee agreed that one vote would be taken and considered the vote on the agenda item as listed below.

Disclose Certain Minutes of Executive Sessions Pursuant to Open Meetings Act

(1) Under the Open Meetings Act passed by the General Assembly, public bodies subject to the Act that conduct business under exceptions specified in the Act must, at least every six months, determine whether the need for confidentiality still exists with respect to each item considered under such exception. Pursuant to the Act, “[m]inutes of meetings closed to the public shall be available only after the public body determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential....” [5 ILCS 120/2.06(f)].

An item from September 2010 through May 2023 that has been heretofore unreleased is recommended for release at this time.

The University counsel and the secretary of the Board, having consulted with appropriate University officers, recommends that the following matter considered in executive session for the time period above be made available to the public at this time.

The committee action recommended in this item complies in all material respects with applicable State and federal laws, University of Illinois *Statutes*,

The General Rules Concerning University Organization and Procedure, and Board of Trustees policies and directives.

The president of the University of Illinois System concurs.

Executive Session Minutes Released to Public

May 17, 2023, Governance, Personnel, and Ethics Committee

Mr. Gutman convened the executive session at 1:46 p.m. All trustees that were listed as being present at the start of the meeting were in attendance. The following were also in attendance: Mr. Lester H. McKeever Jr., treasurer; President Timothy L. Killeen; Dr. Nicholas P. Jones, executive vice president and vice president for academic affairs; Dr. Paul N. Ellinger, comptroller and vice president/chief financial officer; Mr. Thomas R. Bearrows, University counsel; Dr. Jeffrey A. Stein, secretary of the Board of Trustees and of the University.

Discussion of Minutes of Meetings Lawfully Closed Under the Open Meetings Act

Mr. Gutman asked Dr. Stein and Mr. Bearrows to discuss minutes sequestered under the Open Meetings Act. Dr. Stein stated that each public body subject to the Open Meetings Act shall, at least every six months, meet to review the minutes of all closed meetings. He said that he and Mr. Bearrows reviewed such minutes and recommend the release of minutes from November 16, 2022, which pertain to the semiannual review that took place

at that time. Mr. Bearrows described the process to determine whether the need for confidentiality still exists, weighing privacy and public interest. He listed the primary topics of sequestered minutes from Governance, Personnel, and Ethics Committee meetings. There were no comments or questions regarding this process.

On motion of Mr. Milhouse, seconded by Ms. Holmes, this recommendation was approved. There were no “nay” votes.

MEETING ADJOURNED

Mr. Gutman announced that the next meeting is scheduled for January 17, 2024, at 1:30 p.m., in Chicago.² He asked for a motion to adjourn the meeting, and on motion of Ms. Craig Schilling, seconded by Mr. Cepeda, the meeting adjourned at 2:54 p.m. There were no “nay” votes.

Respectfully submitted,

JEFFREY A. STEIN
Secretary

JOSEPH GUTMAN
Chair

EILEEN B. CABLE
Special Assistant to the Secretary

² This meeting location was later changed to Urbana.