

**Minutes of the Special Meeting
of the
Oakland University Board of Trustees
May 22, 1995**

Present: Chairman David T. Fischer; Trustees David J. Doyle, David Handleman, Ann S. Nicholson, Louis R. Ross, Rex E. Schlaybaugh, Jr., James A. Sharp, Jr., and Howard F. Sims

Present: Interim President Gary D. Russi; Mr. David S. Disend, Ms. Susan Gerrits, Mr. Ray T. Harris, Ms. Rhonda G. Saunders, and Dr. Mary Beth Snyder

Chairman David T. Fisher called the meeting to order at 10:33 a.m. in the Gold Rooms of the Oakland Center.

Chairman Fischer stated that the purpose of the meeting is to discuss the Presidential Search Advisory Committee (PSAC) and the pending litigation related to the committee. He called on Trustee Rex E. Schlaybaugh, Jr., who presented the following chronology of presidential search events:

- ▶ President Sandra Packard resigned her appointment on January 10, 1995. The Board appointed Dr. Gary D. Russi, Vice President for Academic Affairs, as the Interim President to serve at the pleasure of the Board.
- ▶ At the request of the Board, The Finance and Personnel Advisory Committee (FPAC) considered and developed a process for the selection of the university's next president. On January 25, the FPAC held a special open meeting to discuss the process and invited comment from the university community concerning the desired qualifications of a new president. Prior to the last presidential search, the university had developed a thorough statement of qualifications. The FPAC concluded that the statement, with a few amendments, would also be used for the next presidential search.
- ▶ On February 2, the Board directed that PSAC be created, and the Board adopted a series of resolutions formally establishing the committee and its charges. Technical aspects of the committee charges were subsequently amended at the April 6 Board meeting.
- ▶ Various designated university constituent groups began nominating individuals to serve on the committee, and by March 13 a committee was formed. A national search firm, SpencerStuart, was also selected to assist the university.

- ▶ The committee met for the first time on March 21, in closed session, to consider an advertisement to be placed in national educational journals and to identify possible candidates.
- ▶ The first advertisement appeared on April 7 in the Chronicle of Higher Education. The search committee was well into the search process by that date.
- ▶ On April 17, the day before the next scheduled meeting of PSAC, the Oakland Press filed a motion in Oakland County Circuit Court against the university seeking a temporary restraining order to prohibit PSAC from meeting in private session. The Board and PSAC had supported holding closed sessions to protect the confidentiality of candidates in an effort to attract the strongest candidate pool. The motion was granted for a ten day period.
- ▶ On April 28, an Oakland County Circuit Court judge entered a permanent injunction against the university from holding closed sessions of PSAC. The court found that the Board had made an unconstitutional delegation of its authority to PSAC and that PSAC was a public body subject to the Open Meetings Act.
- ▶ The university is complying with the court's order, and any further PSAC activities have been suspended.
- ▶ Trustee Schlaybaugh noted that the decision is contradictory to a companion case involving Michigan State University where an Ingham County Circuit Court judge found that its presidential search process did not violate the Open Meetings Act. The Board recommended an appeal to the Michigan Court of Appeals of the judge's decision, which was filed on May 5.
- ▶ Trustee Schlaybaugh consulted with the university general counsel and informed Chairman Fischer of his concerns as to whether it would be appropriate to continue PSAC activities until the full Board had the opportunity to meet and consult with legal counsel on the judge's opinion.

Chairman Fischer called on Ms. Susan Gerrits, General Counsel and Secretary to the Board of Trustees, who stated that approval of a closed meeting is requested to discuss the written legal opinion of counsel and also to consult with counsel regarding specific pending litigation. Sections 8(e) and (h) of the Open Meetings Act provide that a public body may meet in a closed session for these purposes.

Trustee James A. Sharp, Jr., seconded by Trustee Louis R. Ross, moved to recess into closed session.

Ms. Gerrits stated that a roll call vote of members shall be required to call a closed session, with a required affirmative vote of six of the eight members. She called the roll of the Board, which was unanimously approved, and stated that the Board will recess into closed session, with the expectation of returning to open meeting.

The meeting was recessed at 10:42 a.m., and reconvened at 11:37 a.m.

Chairman Fischer inquired if any Board member wished to make a motion at this time. Trustee Schlaybaugh moved the following resolution based on the advice of legal counsel:

RESOLVED, that the Board of Trustees rescind its actions of February 2 and April 6, 1995, related to the presidential search process and presidential search qualifications; and, be it further

RESOLVED, that the Board expresses appreciation to the members of the Presidential Search Advisory Committee for their willingness to serve the university in that role.

Trustee Sharp seconded the motion.

Trustee Schlaybaugh stated that there is legislation to permit closed sessions of presidential searches pending before the Michigan Legislature. In addition, he noted that Michigan State University had received a favorable decision at the circuit court level on a similar issue. He added that Oakland University and Michigan State University now have pending cases on the same issue before the Michigan Court of Appeals. He stated that hopefully these matters will be resolved in 1995. However, in the interim, he feels it is appropriate to propose this resolution. Once the decisions are reached, or the legislation is amended, the university can then evaluate the best steps to take for the next presidential search.

Trustee Louis R. Ross stated that he supports the motion, and stressed the importance of the university maintaining the prerogative to hold closed meetings in order to attract the most desirable candidates.


The motion was unanimously carried.

Chairman Fischer thanked Trustee Schlaybaugh and the PSAC members for the tremendous time and effort they had invested in PSAC. He stated that there is nothing more important to


Oakland University than selecting the proper leadership, and that he is sorry that it will take longer to appoint a new president. Since the period of interim leadership will be extended, he asked Interim President Gary D. Russi to submit a recommendation at the June 8 Board meeting for any organizational changes needed for the efficient operation of the university. Interim President Russi responded that he would be pleased to present a recommendation to the Board.

There being no further items for discussion, Trustee Howard F. Sims, seconded by Trustee Sharp, moved adjournment of the meeting. The motion was unanimously carried, and the meeting adjourned at 11:45 a.m.

Submitted,


Rhonda G. Saunders
Administrative Assistant
Board of Trustees

Approved,


David T. Fischer
Chairman
Board of Trustees