

Minutes of the Meeting
of the
Oakland University Board of Trustees
March 4, 1993

Present: Chairman James A. Sharp, Jr., and Trustees Larry Chunovich, Andrea L. Fischer, David T. Fischer, David Handleman, Rex E. Schlaybaugh, Jr., Stephan Sharf and Howard F. Sims

Chairman James A. Sharp, Jr. called the meeting to order at 3:07 p.m. in the Gold Rooms of the Oakland Center.

Approval of the Minutes of the Meeting of January 14, 1993

Trustee David Handleman, seconded by Trustee Stephan Sharf, moved approval of the Minutes of the Meeting of January 14, 1993. Trustee Howard F. Sims recommended that the first paragraph on page 7 be changed to read as follows:

The President's goals for the university were submitted to the Board. These goals are as follows:

The minutes were amended, and the motion for approval of the minutes was voted on and unanimously carried.

Presentation by Architects on Redesign of Science Building

Mr. Gary Skog, Vice President of Harley Ellington Pierce Yee Associates, Inc., (HEPY) introduced Mr. Ray Cekauskas, Senior Designer, and Mr. Harry VanDine, Senior Vice President, of HEPY. Mr. Skog reported that the preliminary design of the Science Building has been reviewed by the State of Michigan, and HEPY was asked to revise the original design. This revision includes the elimination of certain areas of the curtain wall construction and a design change in the top of the tower to blend with current campus architecture toward a "more collegiate feel."

Mr. Cekauskas reviewed the preliminary sketches for the redesign of the Science Building. He noted that the floor plan has been modified to a fairly minor degree, but the structure is essentially the same as the first design. He reviewed the materials which will be used in the redesign noting that the same brick used in Dodge and Hannah and throughout the campus will be used for the tower. Limestone, which is a very traditional material in collegiate architecture, will also be used. Mr. Cekauskas stated that HEPY was "delighted to embark on the challenge of the more traditional architecture." He noted that the sketches before the Board represent a study of the new design exploration and are not necessarily final design proposals.

In response to questions by Trustee Sharf, Mr. Cekauskas noted that the building is a low maintenance building made with solid, traditional materials and will be a "long-lasting, significant piece of architecture" on campus. He stated that the internal and external architecture relate well to one another, and the next step is to aggressively engage the resolution of the outside of the building and begin efforts toward constructing the interior environment. He noted that HEPY is cognizant of the university's budget constraints and its concerns regarding low maintenance of the building.

President Sandra Packard recognized the cooperation of the faculty who worked with Mr. George Dahlgren, Associate Vice President for Academic Affairs and Dean of Graduate Study, in accommodating the requests of the State of Michigan Department of Management and Budget. She noted that there had been concern regarding the space allocation for classroom purposes and instructional laboratories. A significant increase in the proposed space for these purposes has been achieved, and the end result is a significantly improved building which will meet the requirements of the Department of Management and Budget. President Packard stated that she has reviewed the redesign of the Science Building and discussed the modifications with the appropriate faculty and staff groups. She requested the Board's approval of the following recommendation:

RESOLVED, that the Board of Trustees authorizes the administration to pursue the development of the revised design of the Science and Engineering Building as presented by the architects at the March 4, 1993, Board meeting in order to permit the administration to continue seeking funding for the new building from the State of Michigan; and, be it further

RESOLVED, that the Board of Trustees will be presented with more detailed plans covering all aspects of the building for review and final approval of the Board of Trustees.

Trustee Sims, seconded by Trustee Andrea Fischer, moved approval of the recommendation. The motion was voted on and unanimously carried.

There was discussion regarding the budget for the building which upon approval from the Department of Management and Budget would be fully funded by the state. The approximate figure of \$9,000 for revisions to the original design may also be covered by the state, but the university is prepared to meet this cost.

President Packard stated that the proposed revisions to the original design would ultimately result in savings for the university. She noted that the elimination of the window wall itself will result in reduced energy costs for heating the tower. Also, the longevity of the tower is improved by the revised design.

The motion was voted on and unanimously carried.

Report regarding the specially appointed committee's review of the Open Meetings issue as it relates to all university committee meetings

Chairman Sharp stated that at this time he would like to announce his appointments to the three standing advisory committees of the Board.

Chairman Sharp reported that the members of the Finance and Personnel Advisory Committee are Trustees Larry Chunovich, Andrea Fischer, David Fischer, and David Handleman. Trustee David Fischer will serve as chair of the committee. The members of the University Affairs Advisory Committee are Trustees Rex Schlaybaugh, Stephan Sharf, James Sharp, and Howard Sims. Trustee Stephan Sharf will serve as chair. Trustees David Fischer, David Handleman, Rex Schlaybaugh, and Stephan Sharf have agreed to serve on the Investment Advisory Committee, and Trustee David Handleman will chair this committee.

Chairman Sharp stated that he is deeply grateful that each of the Trustees has individually agreed to serve as a member of these committees and that Messrs. Fischer, Handleman and Sharf are willing to chair the committees. He also thanked Trustee Chunovich who chaired the Finance and Personnel Advisory Committee until recently when other obligations resulted in his need to discontinue as chair of the committee.

Chairman Sharp stated it is appropriate now to continue discussion on the issue of whether Board and university committees should be conducted in an open or closed fashion. He called on President Packard for a status report on the specially appointed committee which is chaired by Dr. Ronald M. Horwitz, Acting Vice President for Academic Affairs.

President Packard stated that at the request of the Board at its January 14, 1993, meeting a committee was formed under the leadership of Dr. Horwitz and charged to investigate the issue of open meetings on campus. This committee was asked to present a recommendation at this meeting or to report to the Board on its

progress. The committee has been meeting on a regular basis and in an open fashion. She asked Dr. Horwitz to report on this issue.

Dr. Horwitz then made the following report:

Members of the Board of Trustees and President Packard, I am very pleased to deliver the report of the University Committee to Review the Impact of Open Oakland Committee Meetings which was formed as a result of the resolution passed by the Board at its January 14 meeting. The committee, composed of individuals from throughout the university community, including this Board, approached this very delicate subject in an efficient and effective manner, which during all of our discussions, had the best interests of this university in mind. By the way, for the record, both of the meetings of this committee were entirely open.

You should have in front of you a complete copy of this report, including, as requested, a comprehensive listing as best we could assemble for such a complex entity as Oakland, of all committees on campus, their objectives or charge, whether their meetings are currently open or closed and what the impact on the university community would be if their meetings were to be opened.

In addressing its charge, one of the first issues the committee decided, was not to bifurcate the question into Board committees and all others. This decision represents an extremely important philosophical statement by the committee; namely, that the same set of standards should apply across the entire community, including the Board of Trustees.

The construction and wording of the recommendation you have before you for consideration are very important. In line with the intent stated above, the committee's recommendation is a broad philosophical statement. It is not a series of directives, with specific "can-dos and can-nots."

The recommended policy statement begins with a general statement of philosophy, namely that within the Oakland University community, we believe that our business should be conducted in the open. Therefore, the committee, in the next sentence, established as the DEFAULT position, that all university committees should

be conducted as open meetings. However, the committee recognizes that there are certain instances where it would not be in the best interests of the university to require an open meeting. We purposely did not list these situations, and wish to point out that we recognized, in accordance with the legal opinion we received, that none of these committees, as currently constituted, including the Board advisory committees, would be subject to the magic list contained in the Open Meetings Act.

Therefore, the responsibility to close a meeting, under this policy, would fall to the committee itself, or its appointed chair. That person would be accountable for the decision to close a meeting--recognizing again, that the default is to have open meetings. The same level of accountability extends to the Board, whenever it should make a decision to close a committee meeting or portion thereof. It was NOT the intent of our committee to create dual standards on campus--the basic reasons to cause a Board committee meeting to be closed should be identical to those to close any other campus committee meeting.

It is interesting to note that just by virtue of asking people to prepare the list of committees under their jurisdiction, many have already been sensitized to this issue and have indicated an intent to begin opening their meetings.

We have already been asked why we did not provide a list of circumstances which would call for closing. We intentionally did not; the list could never be complete in such a complex organization, so we purposely left the responsibility to close a given meeting up to that group or its chair. However, to share some of the committee's discussion, we would envision closing a meeting acceptable to discuss personnel matters or to discuss programmatic issues at very early or preliminary stages.

Recognizing that it would be difficult to foresee all of the ramifications of this policy, we are including as part of our recommendation that the Board ask the president to report back to the Board after one year as to how this policy has worked on campus.

We hope our work has been responsive to your concerns and I or other members of the committee who are present today are ready to respond to any questions you may have.

Dr. Horwitz then read the following policy statement prepared by the Committee:

We recommend the following policy to the Board of Trustees concerning the conduct of meetings at Oakland University:

It is important that the business of a public university, such as Oakland University, be conducted in the open. Accordingly, it is the policy of Oakland University that meetings of all university committees should be conducted as open meetings. However, the Board recognizes that in certain instances an open meeting would not be in the best interests of the institution, and in such circumstances no open meeting would be required.

The president of the university shall report to the Board on the effects of this policy after one year.

Chairman Sharp thanked Dr. Horwitz for his report. Trustee Andrea Fischer, seconded by Trustee David Fischer, moved to receive the report of the committee. The motion was voted on and unanimously carried.

Chairman Sharp opened the floor for discussion on the committee recommended policy language and asked if the Board would like to adopt this policy as its own. Trustee Handleman stated that as a member of the Finance and Personnel Advisory Committee, he would find it very difficult to address several of the issues in its charge in an open meeting. He stated that he believes that this committee's meetings should remain closed, because much of its business is of a sensitive nature, particularly personnel matters.

Trustee Andrea Fischer stated that she supported the recommended policy, recognizing Trustee Handleman's sentiments in regard to the Finance and Personnel Advisory Committee. She then asked Chairman Sharp for clarification of the purpose of the discussion. Chairman Sharp stated that the current discussion is to address the recommended policy statement.

Trustee Chunovich stated that the policy statement recognizes instances for the need to close meetings; however, it does

not address specific examples nor does it state under whose authority it would be to close the meetings. He asked if it would be the chair's responsibility to do so. Dr. Horwitz stated that it was the intent of the committee that the chair or person responsible for the committee would have the authority to make the determination and would be accountable for the decision.

Trustee Andrea Fischer asked if the chair of the committee would need to take an "affirmative action" to close the meeting or a portion thereof. Dr. Horwitz stated that an affirmative action would be required.

Trustee Sharf asked if the meeting could be closed from the outset. Dr. Horwitz agreed that the chair would have this prerogative.

Trustee Chunovich stated that he concurred in Trustee Handleman's concern regarding the sensitive nature of the issues addressed by the Finance and Personnel Advisory Committee meeting. He then moved adoption of the policy presented by Dr. Horwitz for purposes of continued discussion as follows:

WHEREAS, the special committee appointed by the President to address the issue of open committee meetings on campus recommended the policy set forth below; now, therefore be it

RESOLVED, that the Board of Trustees adopts the recommended policy which reads as follows:

It is important that the business of a public university, such as Oakland University, be conducted in the open. Accordingly, it is the policy of Oakland University that meetings of all university committees should be conducted as open meetings. However, the Board recognizes that in certain instances an open meeting would not be in the best interests of the institution, and in such circumstances no open meeting would be required.

The president of the university shall report to the Board on the effects of this policy after one year.

Trustee David Fischer seconded the motion.

During the discussion, the Faculty Review and Tenure Committee was referenced. Dr. Horwitz stated that he is reluctant to make

a firm statement on this committee, since it is a contractual committee formed as a result of a collective bargaining agreement and, therefore, may be treated in a different manner than other university committees.

There was discussion regarding the lack of specificity in the recommended policy statement.

Trustee Sharf stated that in reading about this issue in the newspapers, he can hardly recognize his own committee. He stated that the only way to "clear the suspicion" is to make the committee meetings open. He asked that Mr. John De Carlo, Senior Vice President, Secretary to the Board of Trustees and General Counsel, read a resolution he wished to present for the purpose of discussion on the current motion. As requested, Mr. De Carlo read the following recommendation:

WHEREAS, the Board of Trustees has conducted the meetings of its standing advisory committees in closed session in accordance with the law; and

WHEREAS, the Board has requested that President Sandra Packard establish a committee to review the impact of requiring university committees to conduct committee meetings in public; and

WHEREAS, President Packard has appointed the committee, and the committee has submitted its report; and

WHEREAS, the Board of Trustees appreciates the thoughtful and timely work of the Committee; now, therefore, be it

RESOLVED, that the meetings of the Board of Trustees Standing Advisory Committees shall henceforth be deemed to be open, subject to the following terms: since these meetings are not subject to the requirements of the Michigan Open Meetings Act, they are not subject to the notice and posting requirements of the Act. The locations and times of meetings may be provided by the Office of the Board of Trustees upon request and may be posted. Any committee member may require that a meeting be closed, in whole or in part, for the discussion of any issue deemed by the member to warrant private consideration.

Trustee Andrea Fischer noted that this recommendation does not address any committee meetings other than Board committee meetings. Trustee Sims stated that he feels that Trustee Sharf's recommendation read by Mr. De Carlo is "embraced" by the current motion on the floor with the exception of granting authority to any committee member, in addition to the chair, to call for a closed meeting.

President Packard stated that should a resolution such as this be adopted by the Board, the opening of the other committee meetings on campus could be made an administrative responsibility to insure compliance with Board policy. Trustee Andrea Fischer stated that the committee on this issue did not see a need to promulgate administrative regulations in regards to the proposed policy. The fact that the chair of the committee could close a meeting was purposely not included in the statement in order that this decision be made within the auspices of each committee.

Trustee Schlaybaugh stated that one of the first issues addressed by the committee was the impact of closing or opening meetings at the university. The committee also recognized that there are many types of meetings held by different departments and divisions, and the committee should not distinguish among them but merely produce a statement of policy that the entire university community could follow. He stated that as one begins to make differentiations, one begins to suggest that some forums may have more or less importance than others. The committee did not believe that was an appropriate conclusion to draw in its deliberations.

Trustee Sims stated that recognizing that there may be some final procedural language that may have to be developed, he called the question.

Trustee Sharf made a motion to substitute his recommendation which was read by Mr. De Carlo for the motion on the floor. The motion was not supported; therefore, the motion failed.

Chairman Sharp asked for a vote on adoption of the policy statement read by Dr. Horwitz. The motion was voted on and unanimously carried. Chairman Sharp asked for a confirming roll call vote which was also unanimous for adoption of the policy.

President Packard stated that she is "extraordinarily proud of the committee, the campus community and the Board and very pleased to be the President at this particular moment. We all ought to recognize that a very difficult decision was reached with careful and thoughtful deliberation." She concluded that

"we need to recognize that is what a university is all about, and it is the best way to solve problems."

President Packard and Chairman Sharp thanked Dr. Horwitz for his "very good work."

President's Report

President Packard began her report by updating the Trustees on the status of the vice presidential searches. President Packard stated that the search for the Vice President for Academic Affairs is in its final stages. Four candidates have been interviewed, one of whom has withdrawn. The search committee has provided President Packard with advice regarding the strengths and weaknesses of the three final candidates and she has also received comments from members of the university community who met the candidates. She stated that she has visited the campuses of two of the three candidates and will visit the third on Friday, March 5. She stated that Oakland is privileged to have "very stellar" candidates. She noted that she anticipated an offer to be extended, subject to Board approval, within the next month.

President Packard stated that the initial search for a Vice President for University Relations has not been successful. The search committee has requested that a search firm be used to identify candidates for the second search. Bids from search firms were received, and the low bidder, Korn Ferry, was selected. Korn Ferry is "the major national firm for executive positions in university relations and development offices." President Packard stated that Dr. Brian Goslin, Director and Associate Professor of Exercise Science, will serve as chair of the search committee.

President Packard reported that well over 200 applications for the position of Vice President for Finance and Administration have been received. The committee has narrowed the field to 20, and the search committee, chaired by Mr. De Carlo, will be contacting references and applicants for interview in late March or early April. She stated that Oakland should be "extraordinarily flattered by the exceptionally large numbers of applicants we have had for the vice presidential positions."

President Packard stated that she has received a report from Dr. Manuel Pierson, Assistant Vice President for Student Affairs, establishing a plan for an Office of Minority Equity. She stated that she is very grateful to Dr. Pierson for his "prompt and very thorough analysis." The spring term will be spent reviewing his

recommendations, and she hoped to have an office in place in the fall to serve the students.

She reported that the School of Business Administration (SBA) now offers a Total Quality Management (TQM) course being taught by Mr. Gino Giocondi, recently retired Vice President of Quality and Productivity with Chrysler Corporation. During 1992-93 he is assisting the SBA in integrating TQM into the curriculum. Six Oakland administrators are sitting in on the course and will implement the concepts into their units.

President Packard then noted that she has established a number of presidential advisory committees on issues of significance to the university. Lists of the committees and their members had been distributed to the Trustees. She noted that there is a Multi-cultural Community Advisory Committee, an Advisory Committee on People with Disabilities and a Blue Ribbon Strategic Planning Task Force composed of a number of sub-committees working toward the development of a ten-year strategic plan within the next year. She noted that anyone interested in becoming involved in this process may do so.

She stated that Oakland's Engineering Management program offered by the School of Business Administration and the School of Engineering and Computer Sciences will be made available in the fall semester of 1993.

President Packard then acknowledged two recent gifts to Oakland. Trustee David Fischer presented the School of Engineering and Computer Science with two Saturn cars. The first car was a planned gift, the second was a tribute to both Trustee David Fischer and an "enterprising engineering faculty member who thought the gift of one Saturn was such an important addition to the instructional process, that he requested a second." Trustee Fischer "graciously" responded, and the engineering students and faculty are pleased by the generosity of Trustee David Fischer and Mr. Ron McEachern of Saturn of Troy. The other gift was made to Oakland by a distinguished alumnus, Mr. Dennis Pawley, Executive Vice President for Manufacturing at Chrysler Corporation. Mr. and Mrs. Pawley are chairing the 1993 Meadow Brook Executive Committee, and at their first meeting, Mr. Pawley announced that Chrysler will donate a 1994 Chrysler New Yorker for this year's raffle. In addition he announced a \$20,000 Chrysler donation to get the fund raising work of the committee off to an outstanding start.

President Packard then congratulated the winners of the Employee-of-the-Month award. Ms. Shirley Cobb, Senior Secretary in the

Office of the President, was cited in December for her "positive, helpful attitude while handling large amounts of work over a 25-year career." She stated that she can attest to "Ms. Cobb's commitment and her dedication to her job responsibilities." The January Employee-of-the-Month was Mr. Al Robinson, Custodian Head B., Campus Facilities and Operations. Mr. Robinson also has 25 years of service at Oakland. He was nominated for his "conscientious, thorough work, dedication to service and friendly attitude to employees and students." The February Employee of the Month is Ms. Shirley Miles, Administrative Secretary, Office of Student Life. Ms. Miles was nominated for her "tactful and perceptive approach to students served. She creates a warm, hospitable atmosphere while competently managing large amounts of work." President Packard congratulated and thanked each of the employees.

President Packard also congratulated Professor Lizabeth Barclay of the School of Business Administration for her nomination as faculty student organization advisor of the month, based on her "concern and support for the Society of Human Resource Development." Associate Professor Brian Sangeorzan, in the Department of Mechanical Engineering, is a recipient of an outstanding faculty award by the Society of Automotive Engineers. Two students have also been honored: Eric Burnett, a junior in Mechanical Engineering, and Amy Clapp, a senior Honors College student majoring in General Music, have been named Outstanding Students of the Year for Oakland University by the Michigan Association of Governing Boards. President Packard congratulated them both for their many academic and service achievements which resulted in this honor.

President Packard also recognized Mr. Jerry Rose, Director of Admissions, who will retire on March 31, 1993. President Packard reviewed the highlights of Mr. Rose's career and stated that "Jerry has provided unwavering loyalty, dedication and full enrollments at Oakland University for over 27 years." There was a round of applause for Mr. Rose.

President Packard stated that she is also pleased to announce that the Department of Music, Theatre and Dance's production of "Cloud Nine" has been unanimously chosen as the winning play in the American College Theatre Festival Regional Competition. As a result, the student actors will perform at the Kennedy Center in Washington, D.C. She expressed Oakland's congratulations and appreciation to Department Chair Karl Boelter, Professor Karen Sheridan, who directed the production, and "all of the outstanding student actors." She stated that this achievement reflects the dedication and quality of the faculty of the university and

the generosity of donors who helped provide the funds to assist the students in attending the competition.

Reappointment of CPA Audit Firm

Mr. Ray Harris, Acting Vice President for Finance and Administration, stated that it is the policy of the Board of Trustees that the university's financial statements be examined on an annual basis by an independent public accounting firm. The policy also requires that the firm be retained for no more than six years. Coopers & Lybrand has performed the audit once. It is the administration's recommendation that this firm again be engaged for the 1992-93 audit. He reviewed the breakdown of the fee of \$41,215.

Mr. Harris then made the following recommendation:

RESOLVED, that the Board of Trustees authorizes Coopers & Lybrand to conduct the audit of the university's financial statements for the year ending June 30, 1993 at a fee of \$41,215.

Trustee Andrea Fischer, seconded by Trustee Sims, moved approval of the recommendation. The motion was voted on and unanimously carried.

Trustee Handleman left the meeting at this time due to another commitment.

Meadow Brook Subdivision Financing Guarantee

Mr. Harris stated that the Meadow Brook Subdivision was developed to assist faculty and professional staff with housing. The Board of Trustees guarantees the financing of homes in the subdivision, and all newly guaranteed notes are to be reported to the Board at its next regularly scheduled meeting. On February 15, 1993, the Board was guarantor of 31 mortgages with balances totalling \$1,454,643.07. On February 15 the university guaranteed payment on a promissory note for Professor Dean Purcell in the amount of \$105,600. This is a 15-year mortgage with an interest rate of 8.125 percent. The loan, with Michigan State University Federal Credit Union, matures on March 1, 2008.

Trustee Andrea Fischer, seconded by Trustee Sims, moved acceptance of the report. The motion was voted on and unanimously carried.

Revision of Contracting and Employment Appointment Authority Policy

Mr. De Carlo stated that in view of the critical fiscal limitations faced by the university and the necessity to exercise close controls, it appears that there is a need to revise the Contracting and Employment Appointment Authority policy. Under the current provisions of the policy, broad authority is granted to the Vice President for Administrative Affairs and other officers without mandatory review by the president. In order to provide the needed review and control on expenditures, it is recommended that the policy be revised, as set forth in the agenda, placing more responsibility in the president or the president's written designee for certain contract actions. The written designation authority would not only provide greater control and specificity with respect to expenditures, but it would also provide more flexibility to the president to change the delegation of authority as circumstances require. The policy has also been revised to reflect current university organizational structure and practice and it increases the level of authority to the president in order to expedite certain projects.

Trustee Sims moved approval of the recommendation based on the fact that all revisions were set forth in the Board's materials. Trustee David Fischer seconded the motion. (The recommendation is set forth on pages 47-52.)

Trustee Andrea Fischer clarified the policy changes and questioned the impact of this policy, once implemented, on the budget. Mr. De Carlo stated that the president is responsible for assuring that the budget is balanced. Also, a reporting requirement has been added that all contracts over \$100,000 shall be reported to the Board of Trustees for information purposes at the next regularly scheduled meeting in order to keep the Board apprised and afford some basis for control. Mr. Harris stated that if a budget for a project is approved it cannot be exceeded unless Board approval is received; therefore, an increase in contracting authority can have no effect on the maintenance of project budgets.

There was discussion regarding the increases in the dollar amounts that the president would be authorized to approve. Trustee Sims asked for examples where the president would need this level of contracting authority. President Packard stated that there are occasions at the institution where decisions need to be reached in a time frame in which there is no Board meeting.

She noted that her concern is primarily with unanticipated, high cost projects in the physical plant area. She also noted that inflationary considerations have been made in updating this policy which was originally approved in 1981. The question is at what level the Board wishes to review the purchases of the institution.

Trustee Schlaybaugh raised a question regarding the reference to a committee of the Board specifically delegated authority to dispose of property in the interest of the university in section VII. D. of the policy. He asked if the committee referenced was an existing committee. Mr. De Carlo responded that the existing committees do not have this authority at present. Trustee Schlaybaugh stated that the reference to specifically designating authority to a committee of the Board is counter to the Board's delegation of its standing committees as advisory in nature. He recommended that the language should be changed to indicate that a committee be specifically established for the sole purpose of disposal of property.

Trustee Schlaybaugh, seconded by Trustee Andrea Fischer, moved that the language of section VII. D. be changed to read as follows:

- D. The President or the Vice President for Finance and Administration shall have the authority to sell or dispose of university surplus objects of art, antiques or collectors' items of less than \$20,000 value for each item subject to the prior approval of the Board of Trustees or an ad hoc committee **specifically appointed by the Board** to dispose of such property in the interest of the university.

Trustee Sims moved that the phrase "and with university policies and regulations" be added to section IX to read as follows:

- IX. All university contracts must be in compliance with the law **and with university policies and regulations** and shall conform to the legal standards and requirements of the university General Counsel.

Trustee Andrea Fischer seconded the motion for the added language which was unanimously carried.

The Trustees voted on the prior motion to approve the following policy which includes the amendments recommended by the Board:

CONTRACTING AND EMPLOYMENT APPOINTMENT AUTHORITY

WHEREAS, the Board of Trustees of Oakland University wishes and intends to authorize and delegate to the President of Oakland University and other administrators certain powers and authority as may be necessary and appropriate to carry out the policies of the Board of Trustees and to administer the business of Oakland University in accordance with such policies and directives as may be promulgated from time to time by the Board of Trustees; and

WHEREAS, the Board of Trustees wishes and intends by this resolution to delegate to the President of Oakland University and other administrators full power and authority to carry out certain administrative functions of the university while retaining unto itself all legislative and discretionary powers which are not subject to delegation under application of law; and

WHEREAS, the contracting authority set forth below is conditioned upon compliance with the budgetary and appropriation approvals established by the Board of Trustees and compliance with all legal requirements; and

WHEREAS, the following resolution shall supersede the Board resolution dated September 9, 1981, and as amended on March 14, 1990, regarding contracting and employment appointment authority; now, therefore, be it

RESOLVED:

I. Contracting Officers

The President and Vice President for Finance and Administration and their designees where specifically authorized by this policy shall be the contracting officers for the university. No person may contract pursuant to this authority except as prescribed herein by specific designation or delegation. All delegations of contract authority must be documented in writing to the Office of the Secretary to the Board of Trustees and the Vice President for Finance and Administration. The Board of Trustees may in specific instances designate additional contracting officers.

II. Purchase Contracts

- A. All contracts for expenditures over \$200,000 after review by legal counsel must be approved by the Board of Trustees prior to execution by the President or the President's designee except as provided in II. C.
- B. Contracts for expenditures in amounts up to \$50,000 may be executed by the President or the President's designee, the Vice President for Finance and Administration or the Vice President's designee. Contracts for expenditures in amounts over \$50,000 and up to \$200,000 may be executed by the President or the President's designee without Board approval. If any contract under this provision alters or is a departure from a Board approved policy, practice or procedure, or is in conflict with a policy established by the Board of Trustees, such contract shall be subject to prior Board approval before execution.

All contracts over \$100,000 shall be reported to the Board of Trustees, for information purposes, at the next regularly scheduled meeting of the Board.

- C. In the event of an emergency or if the President deems it to be in the best interest of the university to expedite the execution of a contract, and there is no regularly scheduled meeting of the Board prior to the time such agreement must be executed, then the President is authorized to contract for the expenditure of funds for goods and services in an amount not to exceed \$250,000 for any single contract without prior approval of the Board of Trustees conditioned on the prior concurrence of the contract by the Chairman and Vice Chairman of the Board of Trustees, provided such expenditures are in accordance with the policies and practices established by the Board. Any expenditure or contract entered into pursuant to this authority shall be reported to the Board of Trustees at its next regular meeting for ratification and any necessary amendment of the budget appropriation.

- D. Licensing and lease agreements for the purchase or use by the university of goods, services, or personal property rights are considered contracts under this section.

III. Employment Appointments and Contracts

- A. The authority for the approval of positions and appointments subject to compliance with university policies, procedures, relevant employment contracts, and budget authorizations, shall be as set forth below. It is further provided that when such positions and appointments result in a net increase in the total number of full-time positions, the Board shall be notified.
 - 1. (a) Academic dean positions and appointments, academic administrator appointments, and full-time, non-visiting faculty appointments including promotions, job security, and tenure actions for all of the above are subject to the recommendation of the President and must be approved by the Board of Trustees. When it is in the interest of the university, the President or the President's designee may make an offer of employment prior to obtaining Board approval which offer shall be explicitly contingent upon Board action.
 - (b) The establishment of all academic administrator positions (except full deans as provided in III. A. 1. (a) above), faculty and instructional positions and research positions shall be made by the President or the President's designee.
 - (c) The appointment of full-time visiting faculty, part-time faculty, and Continuing Education instructional staff shall be made by the Vice President for Academic Affairs or a designee. Such appointments shall be made under guidelines established by the President.
- 2. (a) Vice presidential positions and reclassification and appointees to these posi-

tions are subject to the recommendation of the President and must be approved by the Board of Trustees.

- (b) All administrative-professional and non-academic positions and reclassification at or equivalent to Administrative-Professional classification level 18 or above are subject to the recommendation of the President and must be approved by the Board of Trustees. Appointment of personnel to these positions shall be reported to the Board of Trustees.

- 3. The establishment and appointment of all other positions and reclassification not provided for in III. 1. and 2. above shall be made by the President or the President's designee.

B. Contracts for employment of faculty and staff, subject to compliance with university policies, procedures, relevant employment contracts and budget authorizations and guidelines established by the President shall be executed as follows:

- 1. The Vice President for Academic Affairs or a designee shall execute employment contracts for academic deans, academic administrators and all faculty and instructional positions.
- 2. The President, Vice President for Finance and Administration, or their designee, or the Assistant Vice President for Employee Relations shall execute employment contracts for all other employees not specified under paragraph B. 1. above.

IV. Collective Bargaining Contracts

Collective Bargaining contracts with officially recognized bargaining unit groups are to be signed by the President or the Vice President for Finance and Administration, the Assistant Vice President for Employee Relations, and the university's chief negotiator (if other than the Assistant Vice President for Employee Relations), subsequent to approval of such contracts by the President and the Board of Trustees.

V. Contracts for University Facilities and Services

- A. Contracts for the lease of university facilities, other than for personal residency, that are for a period of one year or more, are to be executed by the President or the President's designee, subsequent to approval by the Board of Trustees.
- B. Contracts for the lease of university facilities for a period less than one year and rental agreements for residential purposes are to be executed by the President or the President's designee.

VI. Contract/Grant Agreements

Contract/grant agreements relating to educational, research, public service and student financial aid activities of the university are to be executed by the President or the President's designee. Contract/grant agreements which require the actual commitment of university funds are subject to the monetary limitation approval requirements set forth in article II. Contract/grant agreements under this provision shall be reported to the Board of Trustees at the earliest meeting date possible.

VII. Contracts for the Sale or Disposal of University Assets

- A. Subject to the specific prior approval by the Board of Trustees, compliance with university procedures and policy and review by legal counsel, the President or the President's designee shall have authority to execute agreements for the sale of real property titled to the university.
- B. The President, Vice President for Finance and Administration or the Treasurer, when in the interest of the university, shall have the authority to sell, assign or endorse for transfer any certificates representing stocks, bonds or other securities received in kind and held or registered in the name of Oakland University in an amount not exceeding \$50,000 in any one transaction or \$200,000 in any monthly period. In the event of an emergency and when it is in the interest of the university, the President, Vice President for Finance and Administration or the Treasurer shall have the authority to sell, assign or endorse for

transfer any certificates representing stocks, bonds or other securities received in kind and held or registered in the name of Oakland University in an amount exceeding \$50,000, and up to \$250,000, in any one transaction with the prior approval of the Chairman of the Board of Trustees or in the absence of the Chairman, the Vice Chairman of the Board. The total amount of the transactions approved by the Chairman and Vice Chairman of the Board under this provision shall not exceed \$500,000 in any monthly period. All other transactions exceeding the limits set forth above must have prior Board approval. All such actions authorized above are to be reported to the Board of Trustees at the earliest meeting date possible.

- C. The President or Vice President for Finance and Administration shall have the authority to sell or dispose of university surplus goods and equipment of less than \$20,000 in appraised value for each item in accordance with university policies and procedures when such action is to the benefit of Oakland University.
- D. The President or the Vice President for Finance and Administration shall have the authority to sell or dispose of university surplus objects of art, antiques or collectors' items of less than \$20,000 value for each item subject to the prior approval of the Board of Trustees or an ad hoc committee specially appointed by the Board to dispose of such property in the interest of the university.

VIII. Meadow Brook Performing Arts Company Contracts

- A. Contracts with the Meadow Brook Performing Arts Company, including any employment contracts, are subject to the provisions of this policy.

- IX. All university contracts must be in compliance with the law and with university policies and regulations and shall conform to the legal standards and requirements of the university General Counsel.

The motion was unanimously carried.

Articulation Agreement with Oakland Community College

Dr. Horwitz stated that the School of Engineering and Computer Science, in conjunction with Oakland Community College (OCC), developed an Articulation Agreement which will permit students who meet the criteria to be admitted into a joint program of study called the OU/OCC program. Those students completing the two-year program at OCC satisfactorily will be admitted to Oakland University and may be accepted into the undergraduate degree programs in computer science, engineering physics, engineering chemistry, computer engineering, electrical engineering, mechanical engineering, and systems engineering.

Dr. Horwitz reported that the University Committee on Undergraduate Instruction has recommended approval of the Articulation Agreement, and this Agreement has been shared with the University Affairs Advisory Committee as an information item.

Associate Dean Bhushan Bhatt of the School of Engineering and Computer Science responded to a question of Trustee Sharf that 20 to 30 students would participate in the program.

Trustee Sims, seconded by Trustee Sharf, moved acceptance of the report. The motion was voted on and unanimously carried.

Faculty and Administrative Personnel Actions

Dr. Horwitz stated that the recommendations for promotion to the rank of professor are "highlights of the professional careers of many of the faculty members at the university." He acknowledged by name the "very distinguished faculty who are being recommended to the Board of Trustees for promotion to full professor, the highest academic rank within the university." These faculty members are listed in the following recommendation which was presented to the Board:

RESOLVED, that the Board of Trustees approves the following personnel actions, as recommended by the president in concurrence with the Acting Vice President for Academic Affairs and the Deans, in accordance with the specified tenure review process--Associate Professors with tenure considered for promotion to the rank of Professor, effective August 15, 1993:

Augustin K. Fosu	Economics	Promote
Subramanian Ganesan	Computer Science and Engineering	Promote

Frank J. Giblin	Biomedical Sciences	Promote
Paul A. Ketchum	Biological Sciences	Promote
John Marney	Chinese	Promote
Mary L. Otto	Counseling	Promote
Meir Shillor	Mathematical Sciences	Promote
Barry S. Winkler	Biomedical Sciences	Promote
Mark E. Workman	English and Folklore	Promote

The candidates for full professor received a round of applause from the Board and the audience.

Dr. Horwitz noted that the following emeritus appointment was the fifth in the history of Oakland University.

Emeritus Appointment

Moeller, Jack R., Distinguished Professor Emeritus of German, effective March 15, 1993

He then introduced Professor Jack Moeller and his wife Mrs. Hilda Moeller and briefly highlighted Professor Moeller's accomplishments at Oakland. There was a round of applause from the Board and the audience.

Dr. Horwitz continued with the Faculty and Administrative Personnel recommendations:

Change of Status

Appleton, Sheldon L., from Professor of Political Science and Associate Provost for Undergraduate Studies, to Professor of Political Science, effective August 15, 1993

Paragraph 88 of the Faculty Agreement provides for transitional arrangements for salary treatment for administrators returning to the bargaining unit. In Professor Appleton's case, the recommendation is to set his 1993-94 faculty salary at 80 percent of his administrative salary as of August 14, 1993. For the following two years, Oakland would set his salary. It would give him raises each year equivalent to a mid-

range raise for a faculty member at his level. Thereafter, his salary would be set through the regular provisions of the Faculty Agreement.

Dahlgren, George, from Professor of Chemistry, Vice Provost, and Dean of Graduate Study, to Professor of Chemistry, Associate Vice President for Academic Affairs, and Dean of Graduate Study, effective March 4, 1993

Loh, Robert N. K., from John F. Dodge Professor of Engineering and Associate Dean, School of Engineering and Computer Science to John F. Dodge Professor of Engineering and Director of the Center for Robotics and Advanced Automation, effective January 1, 1993. [Supersedes Board action of January 14, 1993.]

Leaves with no Pay

Rice, Clementine V., Assistant Professor of Nursing, part-time (50 percent) leave from August 31, 1993, through April 27, 1994 (with prorated pay)

Sick Leave

Appleton, Sheldon L., Professor of Political Science and Associate Provost for Undergraduate Studies, sick leave from February 17, 1993, through April 11, 1993 (with full pay).

Resignation

Beaudry, Melinda G., Assistant Professor of Nursing, effective August 14, 1993

Chairman Sharp left the meeting temporarily at this time. Vice Chairman Sharf conducted the meeting in his absence.

Trustee Andrea Fischer, seconded by Trustee Sharf, moved approval of the recommendations. The motion was voted on and unanimously carried.

Recommendation for Approval of Degree Candidates

Dr. Horwitz presented the degree candidates list dated December 18, 1992. Trustee Sims, seconded by Trustee Andrea Fischer, moved approval of the degree candidates list. The motion was voted on and unanimously carried.

Lease Agreement between Oakland University and Hair Unlimited

Ms. Wilma Ray-Bledsoe, Vice President for Student Affairs, stated that at the January 14, 1993, Board meeting some additional information was requested regarding the rental rate per square foot of the space occupied by Hair Unlimited in the Oakland Center. Ms. Ray-Bledsoe reported that the facility is 512 square feet and in the first year of the lease, the rental rate is equivalent to \$7.09 per sq. ft., in the second year it is \$8.15 per square foot. The rate for the third year would be negotiated late in the second year of the lease. Ms. Ray-Bledsoe responded to another inquiry with respect to how the rates compared to similar facilities in proximity to the campus. Lease rates in commercial strip malls range in price from \$12.25 per sq. ft. to \$17.50 per sq. ft. She noted that the Oakland lease rate makes accommodation for the cyclical nature of the traffic based on enrollment patterns. The new tenant is experiencing some customer loss and is in the process of rebuilding her client base because of the considerable loyalty to the previous owner. She noted that this lease arrangement would net \$4,832 for the Oakland Center over the first two years of the lease.

Ms. Ray-Bledsoe made the following recommendation:

WHEREAS, the students, faculty and staff value and utilize the hair care shop at Oakland University, and the hair care shop provides operating revenue for the Oakland Center; now, therefore, be it

RESOLVED, that the President or her designee is authorized to enter into a three year lease with Helen Rapson d.b.a. Hair Unlimited in the Oakland Center commencing April 1, 1993 and ending March 31, 1996, as set forth in the proposed agreement between the parties; and, be it further

RESOLVED, that the President or her designee is authorized to negotiate the facilities rental rate for the final year of the lease (April 1, 1995 through March 31, 1996).

Trustee Andrea Fischer, seconded by Trustee Schlaybaugh, moved approval of the recommendation. The motion was voted on and unanimously carried.

Proposal for the Amendment of the University Student Congress Constitution

Ms. Ray-Bledsoe stated that a referendum has been conducted by the Oakland University Student Congress authorizing the amendment

of its Constitution. She noted that the amendment will change the term during which the election is held to the winter term, and it also changes the term of office for the Congress officers and members to the fiscal year rather than the calendar year.

Ms. Ray-Bledsoe made the following recommendation:

WHEREAS, a duly constituted referendum has been conducted, and

WHEREAS, a majority of students voting have approved the revisions set forth below, now, therefore, be it

RESOLVED, that the Board of Trustees ratifies the amendments to the Oakland University Student Congress Constitution as follows:

Article IV, Section VI of the Oakland University Student Congress Constitution (The University Student Congress elections shall be held in the Fall semester) be amended to read, "The University Student Congress elections shall be held every winter semester"; and, be it further

RESOLVED, that a new Article be added entitled, "Term of Office." This Article shall read, "Article V Term of Office: The term of office for University Student Congress shall run from July 1 to June 30"; and, be it further

RESOLVED, that all subsequent Articles of the Constitution be renumbered to reflect this inclusion.

Chairman Sharp returned to the meeting at this time and assumed the chair role.

Trustee Andrea Fischer, seconded by Trustee Schlaybaugh, moved approval of the recommendation. The motion was voted on and unanimously carried.

Trustee David Fischer temporarily left the meeting at this time.

Proposal for the Establishment of the 1993-94 Residence Halls Rates

Ms. Ray-Bledsoe reviewed the 1993-94 Residence Halls Rates which reflect an average increase of 4.7 percent for students and 5.3 percent for conference guests. She noted that the largest number

of residence halls students come from Wayne County, followed by Oakland County, other Michigan counties, other states and foreign countries. Ms. Ray-Bledsoe noted that there is an inflationary factor of 3.5 percent included in this recommendation for such items as utility insurance. The recommendation also reflects a \$10 per term increase in the single room premium rate and a \$25 per month increase for the Matthews Courts Apartments. There are currently 1,635 assignable rooms, 268 are singles and occupancy rate is 86.6 percent.

Ms. Ray-Bledsoe then made the following recommendation:

RESOLVED, that the Board of Trustees approve the following new residence halls rates:

1. Regular Academic Year Current Room and Board, Nineteen (19)-Meal Plan is \$3,715. Recommended increase is \$175 (4.7%). Total rate for the 1993-94 Academic Year would be \$3,890.
2. Regular Academic Year Current Room and Board, Fourteen (14)-Meal Plan is \$3,560. Recommended increase is \$165 (4.6%). Total rate for the 1993-94 Academic Year would be \$3,725.
3. Regular Academic Year Current Room and Board, Nine (9)-Meal Plan is \$3,455. Recommended increase is \$165 (4.8%). Total rate for the 1993-94 Academic Year would be \$3,620.
4. Regular Academic Year Current Room Only is \$2,355. Recommended increase is \$110 (4.7%). Total rate for the 1993-94 Academic Year would be \$2,465.
5. Current Summer Session Room and Board, Nineteen (19)-Meal Plan is \$940. Recommended increase is \$45 (4.8%). Total Rate for Summer 1993 would be \$985.
6. Current Spring Session Room and Board, Fourteen (14)-Meal Plan is \$845. Recommended increase is \$40 (4.7%). Total rate for Spring 1994 would be \$885.

Oakland University

Board of Trustees

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7. Current Summer Session Room Only rate is \$568. Recommended increase is \$27 (4.7%). Total rate for Summer 1993 would be \$595.
8. Current Spring Session Room Only rate is \$590. Recommended increase is \$30 (5.0%). Total rate for Spring 1994 would be \$620.
9. Current Matthews Court Apartment monthly rent is \$440. Recommended increase is \$25 (5.7%). Total monthly apartment rent would be \$465.
10. Current Academic Year Single Room Premium rate is \$640. Recommended increase is \$20 (3.1%). Total rate for the Academic Year 1993-94 would be \$660.
11. Current Summer Term Single Room Premium rate is \$160. Recommended increase is \$5 (3.1%). Total rate for the Summer Term 1993 would be \$165.
12. Current Spring Term Single Room Premium rate is \$160. Recommended increase is \$5 (3.1%). Total rate for the Spring Term 1994 would be \$165.
13. Current Summer Orientation Daily Room rate is \$6.10. Recommended increase is \$.40 (6.5%). Total daily rate for Orientation, 1993 would be \$6.50.
14. Current Summer Sports Camp Daily Room rate is \$6.50. Recommended increase is \$.50 (7.7%). Total daily rate for Sports Camp Program, 1993 would be \$7.
15. Current Conference Camp Daily Double Room rate is \$10.75. Recommended increase is \$.75 (7.0%). Total daily rate for Conference Camp Double, 1993 would be \$11.50.
16. Current Conference Camp Daily Single Room rate is \$15.30. Recommended increase is \$.70 (4.6%). Total daily rate for Conference Camp Single, 1993 would be \$16.

17. Current monthly rate for Hamlin Hostel Double is \$215. Recommended increase is \$5 (2.3%). Total monthly rate for Hamlin Hostel Double, 1993 would be \$220.
18. Current monthly rate for Hamlin Hostel Single is \$280. Recommended increase is \$10 (3.5%). Total monthly rate for Hamlin Hostel Single would be \$290.
19. Current daily rate for Standard Conference Double is \$18.70. Recommended increase is \$.80 (4.3%). Total daily rate for Standard Conference Double would be \$19.50.
20. Current daily rate for Standard Conference Single is \$23. Recommended increase is \$1 (4.3%). Total daily rate for Standard Conference Single would be \$24.
21. Current daily rate for Special Conference Double is \$21.50. Recommended increase is \$1 (4.6%). Total daily rate for Special Conference Double would be \$22.50.
22. Current daily rate for Special Conference Single is \$25. Recommended increase is \$1 (4.0%). Total daily rate for Special Conference Single would be \$26.
23. Current daily rate for Conference Room is \$50. Recommended increase is \$5 (10.0%). Total daily rate for Conference Room would be \$55.
24. Current daily rate for Vandenberg Dining Hall is \$100. No increase is recommended.

Trustee Andrea Fischer, seconded by Trustee Sharf, moved approval of the residence halls rates. The motion was voted on and unanimously carried.

Trustee David Fischer returned to the meeting at this time.

**Recommendation to Accept Gifts and Grants to Oakland University
for the Period of December 1 through December 31, 1992**

Dr. Margo King, Assistant Vice President for University Relations, reported that the gifts received in December, 1992, totalled \$611,510.60. An additional \$197,913 in grants and contracts were received for a total of external support of \$809,423.60.

Trustee Chunovich, seconded by Trustee David Fischer, moved acceptance of the gifts to the university. The motion was voted on and unanimously carried.

Trustee Sharf noted, with praise, that many of the donors are employees of the university.

Authorization of a Closed Session of the Board

Mr. De Carlo stated that approval of a closed meeting is requested to discuss pending litigation and the written legal opinion of counsel. Sections 8(e) and 8(h) of the Open Meetings Act provide that a public body may meet in a closed session for this purpose.

Trustee Sims, seconded by Trustee Andrea Fischer, moved to recess the meeting for the purpose of a closed session. Mr. De Carlo then called the roll, and the Trustees unanimously approved to recess for a closed session to discuss the written legal opinion of counsel and pending litigation. The meeting was recessed at 4:55 p.m.

Trustees David Fischer, Schlaybaugh, Sharf, Sharp and Sims reconvened in open session at 6:01 p.m.

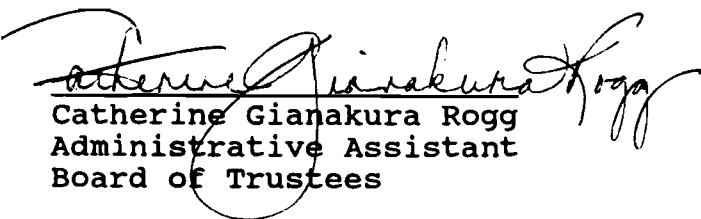
Trustee Sims, seconded by Trustee Schlaybaugh, moved approval of the following recommendation:

RESOLVED, that authorization be given to the General Counsel to resolve the following cases in accordance with the recommendation of the General Counsel's office as set forth in the confidential legal opinion dated February 22, 1993: Schneider v OU, Kusnier v OU, and the matter of Michael Scheel; and, be it further

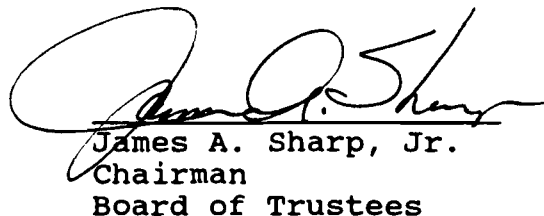
RESOLVED, that the General Counsel's office is authorized to take whatever other legal action is necessary to preserve the interest of the university in accordance with the confidential legal written opinion dated March 3, 1993.

There being no further items for discussion, Trustee Sims, seconded by Trustee Schlaybaugh, moved adjournment of the meeting. The motion was voted on and unanimously carried. The meeting was adjourned at 6:02 p.m.

Submitted,


Catherine Gianakura Rogg
Administrative Assistant
Board of Trustees

Approved,


James A. Sharp, Jr.
Chairman
Board of Trustees