

MINUTES OF THE MEETING  
of the  
OAKLAND UNIVERSITY BOARD OF TRUSTEES  
November 9, 1985  
Meadowbrook Hall

The meeting was called to order at 10:00 a.m. by Chairman Wallace Riley.

Present: Trustees Donald Bemis, Phyllis Law Googasian, David Handleman, Alex Mair, Ken Morris, Wallace Riley, and Howard Sims (Mr. Sims arrived at the time indicated in the minutes.)

Absent: Trustee Patricia Hartmann

The chairman asked the Secretary to the Board of Trustees if the meeting had been properly posted as required by law. Mr. John De Carlo, Secretary to the Board of Trustees, stated that the meeting was properly posted and various University offices were advised of the meeting and its location.

Chairman Wallace Riley expressed his appreciation to the Trustees for taking time out of their busy schedules to meet on Saturday in order to review the Board meeting schedule and the organization of the Board committees. Chairman Riley stated that at present the Board meets in the evenings on the second Wednesday of every month. On the Wednesday of the preceding week, the Board committees are scheduled to convene to review the agenda items. Presently there are three Board committees: Audit and Finance, Personnel, and University and Development. Chairman Riley proposed that the committees be consolidated into two committees and that, hopefully, the two committees could meet on the same day, but at different times. This schedule would allow time for the Secretary to prepare minutes of the committee meetings which would be circulated to the full Board prior to the formal session. This action would permit the Board members to have the advantage of the committees' opinions on the agenda items. The Chairman also suggested that the Board may wish to consider a "consensus agenda". Consensus items would then be passed routinely rather than after extended discussion.

Trustee Handleman raised a concern that the consolidation of the committees might result in such an extended agenda that the meetings would be too lengthy. He cited the past meeting of the Audit and Finance Committee as an example, which lasted four hours. President Champagne responded that in his opinion the length of the last committee meeting was unusual, however, he did note that the Audit and Finance Committee agendas generally have more items for discussion than those of the Personnel and University and Development Committees.

There was an extended discussion on the proposed establishment of an efficient process to assure that all University agenda items would be adequately discussed with an appropriate amount of time provided to the Trustees to raise questions. It was concluded that the consolidation of committees could be an effective way of controlling the time for the meetings with the understanding that if items were not covered, or if there were special issues such as the University audit, a special or an additional committee meeting would be scheduled.

Mr. Bemis inquired if it would be appropriate at this time to submit a motion establishing two committees with the appropriate revision in the University bylaws which presently establishes three committees.

(Trustee Sims arrived at this time.)

The Chairman said that the motion was in order but perhaps there should be further discussion on the matter before such a motion was presented.

President Joseph E. Champagne then suggested the concept of having Board meetings on alternate months with committee meetings in the month preceding the formal session. This schedule would provide additional committee meeting time.

Trustee Googasian raised concern about the suggestion and stated that she supported the premise of the Open Meetings Act and said that there should be more public discussion of the issues, including the concerns expressed by the Trustees at committee meetings.

Mr. Riley stated that in his opinion the critical issues facing the University would require more meetings, and not fewer sessions in order to provide the Board with additional time to work together on behalf of the University.

Trustee Bemis supported Mr. Riley's suggestion of a consent agenda on routine items on the basis that it would provide additional time to discuss critical issues and respond to the concerns of each individual Trustee.

Chairman Riley stated that his purpose in suggesting the consent agenda was to provide more opportunity for discussion. He indicated that routine items would be placed on the consent agenda with the understanding that any Trustee who had a concern could call the Secretary and ask that the item be removed from the consent agenda, or such a request could be made at the meeting. Since the Board would be given the opportunity to take items off of the consent agenda at any time, the consent agenda would be the last item considered by the Board at the open meeting, just

prior to the President's report. At that time an omnibus motion would be made to approve all of the consent agenda items.

Mrs. Googasian questioned whether this process would result in less discussion. Mr. Morris expressed a concern that the procedure may preclude discussion on certain matters of importance. He noted that the process might preclude the staff from discussing the appointment of key faculty members or administrators, or the receipt of a gift.

President Champagne stated that one way to resolve Mr. Morris' concerns would be to have the consent agenda item as the last matter before his report. At that time either the President or the staff could make whatever special comment they wished on any item on the consent agenda. This would permit public recognition of items that would be lost if the consent agenda items were not discussed. Mr. Morris noted that the consent agenda concept was a new procedure to him and that if it was adopted, he would only accept it on a temporary, trial basis.

Mrs. Googasian stated that she was willing to try the process.

President Joseph E. Champagne stated that he has had inquiries from students and staff regarding the pro forma way in which some items are approved. He has explained that these are routine, non-controversial issues that have been processed through the committee structure and by the submission of the backup materials to the Trustees prior to the formal meeting. He also advised the questioners that since these are items over which there are no further questions, they are moved and approved in an expeditious fashion. President Champagne noted that his experience with other Boards in other states consisted of a process where staff acted as a resource to the Board, with the Board members presenting the agenda items, rather than the staff members. He suggested that the Board may wish to consider this procedure. President Champagne stated that this procedure indicates to the public that the Board is deeply involved in the process.

At this juncture, Mr. Riley inquired of the Board if any Trustee felt that the Board meetings or the committee meetings were too lengthy. He observed that in his opinion they were not and that there was a need for full discussion of all of the issues. The Trustees concurred that the meetings were not too lengthy.

Trustee Howard Sims inquired about the objective of the consent agenda and the thrust of this discussion. Mr. Riley stated that the Board was conducting the discussion in order to determine an appropriate process for carrying out the responsibilities of the Board in the most efficient fashion, ensuring that the needs of the University community were provided for by the process. Mrs. Googasian stated that we were a public Board and that she was concerned about public participation.

Mr. Handleman stated that over the years he has noted that we have provided an opportunity for comment from the public and that this opportunity was not utilized extensively. Furthermore, the attendees at meetings consisted of a few staff, students and faculty members and there was not great participation by the general public.

There was a general discussion on the process to improve input and communication from the University community. There were several suggestions regarding the time for public comment. One suggestion was that all comments should be addressed to the Board prior to the commencement of the agenda. Trustee Bemis stated that he thought, in fairness to the community, they should be permitted to present their concerns to the Board prior to the commencement of the agenda. They should discuss any item for Board consideration including those items on the agenda at the beginning of the Board meeting. Trustee Bemis also stated that in his opinion anyone wishing to address the Board should provide this information on a prepared information card. The card should then be submitted to the Secretary for transmittal to the Chair.

Mr. Bemis repeated that discussion on any agenda item by a member of the public should be at the beginning of the meeting and not during the time that the Trustees discuss the subject. The Trustees should have the opportunity to hear from the public, but it was not appropriate to engage in a public debate, since the meetings of the Board of Trustees are held in public, but they are not a meeting which consists of a public forum for debate.

Mr. Morris raised some concerns about the possible need to recognize a speaker when an agenda item was under discussion for critical input on a subject. He cited some examples, and Mr. Bemis stated that there would be occasions when, at the discretion of the Chair, an individual would be recognized during the Trustees' review of an item. Mr. Riley raised some concern that some of the impact may be lost by having the comments presented at the beginning of the agenda since they would not be in context with the item under discussion.

Mr. Morris commented that in his opinion the President's report should be the second item on the agenda rather than last, particularly if he has a critical item which should be brought to the attention of the Board and the public.

Mr. Mair asked the Board to consider in its deliberations the appropriate role of the Trustees vis-a-vis that of the administration. The Board, in its discussions, should not be "overseeing" activities, but should engage in policy decisions. He stated that he wished to note this comment with respect to the discussion on the need for extended deliberation on agenda issues.



Mr. Sims expressed some concern about the omission of the opportunity to obtain new information if public discussion is limited to the period prior to the meeting and not to the time of actual discussion of the agenda item. Mr. Morris also expressed his concern about this procedure and suggested that a card system be employed whereby individuals would advise the Secretary of the Board about the items they wish to address. At the time the item is under discussion by the Board, the individual would be called upon by the Chairman. Mr. Bemis responded that his suggestion was made out of a concern for the establishment of an orderly process for the conduct of the Board meeting.

President Champagne summarized his thoughts by stating that he appreciated this discussion regarding the establishment of an efficient process for the conduct of Board meetings, and to assure that the University community had an opportunity to address the Board. He preferred the current system where general comments are permitted at the end of the session. He would like to supplement the system through the use of cards which would be submitted prior to the meeting which would identify the individual wishing to speak and the agenda item. Mr. Bemis stated that he would not object to continuing the current procedure, but the Chair should advise the public regarding the time permitted for discussion. Mr. De Carlo stated that the Board adopted a resolution at the time of the implementation of the Open Meetings Act which permitted the Chair to adopt "reasonable time limits" for statements by members of the public. The Chair may also require individuals wishing to address the meeting to submit written requests indicating the subject on which they wish to speak.

Chairman Riley stated that he wished to summarize the consensus of the Board regarding the procedures for the conduct of the meetings. The Board will implement its existing rules regarding the time which an individual may have for addressing the Board on pertinent matters. Any individual wishing to speak on an agenda item or on any other item will fill out a card that will be provided. The individual will be identified along with the agenda item and subject to be addressed. When the agenda item is discussed by the Board, at that time the individuals will be given the opportunity to speak and then the Board will take the matter under discussion. When all agenda items are completed, the Board Chairman will announce that anyone wishing to address the Board should identify themselves and the subject matter.

Mr. Bemis stated that the University community should be made aware of this procedure. He was advised that the agenda is published and posted prior to the Board meeting and that prior notice should be given to the Secretary to the Board of any interest in addressing an agenda item. Chairman Riley stated that he would also announce the procedure at the beginning of the

public meeting in order that the visitors may be familiar with the process for appearing before the Board.

The President stated that, if necessary, we could publish in the OU News the procedure on a yearly basis. The Secretary of the Board will also provide on the posted agendas information on the procedure for addressing the Board.

Chairman Riley asked the Board members if they wished to retain the second Wednesday of each month as the meeting date and 7:00 p.m. as the time for the meeting. The members unanimously agreed that the second Wednesday at 7:00 p.m. was satisfactory and should only be changed when there is a need for additional time due to the length of the agenda or due to an emergency matter.

Chairman Riley then asked the Trustees if they were satisfied with the committee structure and the procedure of holding committee meetings on the Wednesday preceding the Board meeting. Mr. Bemis moved that the Board should be organized with two committees: The Finance and Personnel Committee and the University Affairs Committee. He further moved that the committees would meet one week prior to the Board meeting. The Chairman stated that the purpose in scheduling the committee meetings one week prior to the Board meeting would be to permit the Secretary to the Board to prepare minutes which would be distributed to the entire Board. Mr. Sims stated that he felt regular committee meetings were beneficial, but that the committee meetings should not follow one another since the first meeting may be extended and interfere with the second scheduled session. While there would be no duplication of Trustees, there would be a problem by virtue of the unavailability of the President and staff or the meeting room. He also stated that it was inappropriate to overburden the Board Chairman and Vice Chairman with the responsibility of chairing a committee. He felt that another Trustee should be selected as the Chair of the committee on which that individual serves.

Mr. De Carlo expressed some concern about having the committee meetings on the same morning since there is always the problem of the first meeting extending beyond the time when the second meeting should commence. President Champagne observed that the University Affairs Committee could be scheduled first and to date the agenda of this committee has been lighter. He stated that we should try to schedule the University Affairs Committee at 8:00 a.m. with the Finance and Personnel Committee meeting being scheduled at 9:30 or 10:00. Mr. Sims stated that he had some reservations about the statement that the University Affairs Committee agenda would be light. He stated that in his opinion the University Affairs Committee is not given all of the items it should receive, since it is ostensibly responsible for all matters other than personnel and finance.

President Champagne observed that two meetings would provide for a more efficient use of staff time and also would involve each Board member intensively in a specific activity at the University.

After an extended discussion Chairman Riley summarized that the Board agreed on the creation of two committees: Finance and Personnel Committee and the University Affairs Committee. Each Board member should be assigned to a Board Committee with no overlap in membership.

Mr. Morris expressed some concern about rigid meeting dates since, on occasion, Board members may not be able to attend a committee meeting at which a critical item will be discussed. President Champagne stated that he felt that there was no reason that a Board member could not advise the Chair of the committee or the Secretary that there was some concern with an item. President Champagne further stated that the members would then receive minutes of the meeting, and if there was an objection to the action taken, that could be raised at the open meeting. In addition, the minutes would also be sent to the Trustees who are not members of that particular committee.

Mr. Mair observed that the committees should not be involved in the internal operations of the institution and should be concerned with policy issues relating to an increase in knowledge on the part of the students. He did not wish to see the committees overburdened with agenda items relating to administrative details.

Mr. Bemis asked to amend his motion on the committee organization by providing that the Chairperson of each committee should determine the meeting time for that committee. He further moved that the Chairman of the Board of Trustees, Mr. Riley, should appoint the committee Chairs. The motion was moved by Mr. Bemis and supported by Mr. Handleman.

Mr. Bemis explained his motion by stating that he was suggesting that there be a fixed committee date, but that the committee members should determine the appropriate time and date to meet in consultation with the committee Chair and the administration.

The Chairman called for a vote and the motion, as amended, passed unanimously.

Chairman Riley then polled the Board to determine their preference as to committee assignment. The Trustees responded as follows:

Trustee Bemis - Finance and Personnel

Trustee Googasian - Personnel, therefore, Finance and  
Personnel

Trustee Handleman - Finance and Personnel

Trustee Mair - University Affairs  
Trustee Morris - Finance and Personnel  
Trustee Sims - University Affairs, but either committee  
would be acceptable

Trustee Riley stated that Mrs. Hartmann had expressed an interest in the University Affairs Committee activities. Therefore, he concluded that we had four members who expressed a preference for the Finance and Personnel Committee: Trustees Bemis, Handleman, Googasian and Morris; and three members who expressed a preference for the University Affairs Committee: Trustees Hartmann, Mair, and Sims. Mr. Riley indicated that he would also serve on the University Affairs Committee.

The Chairman then asked for nominations for a Chair for each committee. Mr. Sims stated that, in his opinion, Mrs. Hartmann would be an excellent Chair for the University Affairs Committee. This was unanimously agreed to by the members present. The Chairman, as authorized under Mr. Bemis' motion, appointed Mrs. Hartmann as Chair of the University Affairs Committee subject to her acceptance.

Mr. Handleman nominated Mr. Morris as the chair of the Finance and Personnel Committee. Mr. Morris stated that he would serve as Chair if appointed by Chairman Riley. Mr. Riley confirmed the appointment of Mr. Morris as the Chair of the Finance and Personnel Committee.

President Champagne noted that the Board of Trustees approved at its meeting on February 17, 1982, the establishment of the Personnel Policy Committee, the Audit and Finance Committee, and the University and Development Committee. In addition, each committee was assigned certain responsibilities. He observed that since we are essentially retaining the committees with the combination of the Personnel Policy and the Audit and Finance Committees into one unit, the responsibilities of the two former Committees should be consolidated, and that the responsibilities for the University and Development Committee should be transferred to the University Affairs Committee.

Chairman Riley stated that he would concur with one exception. In the Personnel Policy Committee charge, item 5 provides that the committee "periodically review the performance of the President". He stated that the full Board is still considering this issue and he would contend that the review of the President's performance should not be the responsibility of one committee, but that of the full Board. The Personnel Committee could develop criteria for the review, but the process itself should be by the full Board. There was general agreement with this position.

Mr. Mair then moved, seconded by Mr. Sims, that the Board committees with the respective charges to each committee be as follows:

Finance and Personnel Committee (four members)

General authority to review all fiscal matters and employee relations matters including the following:

1. Review university budgets.
2. Review university audits and meet independently with both internal and external auditors as required.
3. Review appropriation requests.
4. Review tuition and fee rates and room and board rates.
5. Review investment programs.
6. Review insurance programs.
7. Review general management systems from time to time.
8. Work with University Affairs Committee on matters related to construction, renovation and computer acquisitions.
9. Review matters regarding personnel policies, benefits and employee appraisal systems.
10. Review matters relating to collective bargaining and labor/management relations and authorize pre-negotiation guidelines.
11. Review appointments and promotions within existing Board policy on administrative delegation of authority.
12. Authorize compensation levels and related benefits for executives and academic administrators within overall budgetary limitations.

University Affairs Committee (four members)

General authority to review all university, academic and development programs including the following:

1. Review campus master plan and related matters.
2. Review academic and student affairs, including athletics.



3. Review major construction and renovation projects as well as major computer acquisition or upgrading (work with Finance and Personnel Committee in related fiscal matters).
4. Review acquisition, disposition and location of major works of art or sculpture.
5. Review matters relating to Sunset Terrace as appropriate to Board policy.
6. Review the activities of the various Meadow Brooks, including the golf course.
7. Review community and public relations activities as well as major development efforts.

The provision for the periodic review of the performance of the President which was assigned to the former Personnel Policy Committee by Board action of February 17, 1982, is removed from the Committee and is not the responsibility of either of the newly constituted committees. This matter will be held in abeyance pending further consideration by the Board. Until such time as there is a change in Board action, the periodic review of the performance of the President will be the responsibility of the full Board.

The Trustees then unanimously voted in favor of the recommendation on the committee structure and functions.

The Chairman asked the Trustees if there were any further items to be brought before the Board. There being none, the President asked for recognition. President Champagne then requested a closed meeting. He stated that the Open Meetings Act provides that a public body may meet in a closed session for the following purposes:

- 1) To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing. A person requesting a closed hearing may rescind the request at any time in which case the matter at issue shall be considered thereafter only in open sessions.

This provision of the Act (Sec. 8a) permits the evaluation of the President of the University.

- 2) For strategy and negotiations sessions connected with the negotiation of a collective bargaining agreement if

either negotiating party requests a closed hearing.  
(Sec. 8b)

This provision (Sec. 8b) permits the discussion on the AFSCME employee contract.

- 3) To consider material exempt from discussion or disclosure by state or federal statute and to consult with the University Counsel regarding specific pending litigation

Section 8h of the Open Meetings Act permits the discussion of confidential legal opinions of counsel under the lawyer-client privilege provision of the Freedom of Information Act.

President Champagne restated his request for a closed meeting for the reasons previously stated.

Mr. De Carlo advised the Board that Section 7 of the Open Meetings Act provides that:

- (1) A two-thirds roll call vote of members elected or appointed and serving shall be required to call a closed session, except for closed sessions permitted under section 8(a), (b), (c), and (g) of the Open Meetings Act. The roll call vote and the purpose or purposes for calling the closed session shall be entered into the minutes of the meeting at which the vote is taken.
- (2) A separate set of minutes shall be taken by the clerk or the designated secretary of the public body at the closed session. These minutes shall be retained by the clerk of the public body, shall not be available to the public, and shall only be disclosed if required by civil action filed under Section 10, 11, or 13. These minutes may be destroyed one year and one day after approval of the minutes of the regular meeting at which the closed session was approved.

The Secretary then called the roll:

-	Donald Bemis	<u>yes</u>
-	Phyllis Law Googasian	<u>yes</u>
-	David Handleman	<u>yes</u>
-	Patricia Hartmann	<u>absent</u>
-	Alex Mair	<u>yes</u>
-	Ken Morris	<u>yes</u>
-	Wallace Riley	<u>yes</u>
-	Howard Sims	<u>yes</u>

The Secretary informed the Chairman that seven members voted for the closed meeting. This action is in compliance with the Open Meetings Act, and a meeting may be held for the reasons requested by President Champagne. Mr. Bemis then moved to recess the meeting for the closed session. The motion was seconded by Mr. Handleman. The Board unanimously agreed to recess the meeting to a closed session at Meadow Brook Hall. The meeting recessed at 12:05 p.m.

At 5:00 p.m. the Board of Trustees reconvened the recessed meeting in the Ballroom of Meadow Brook Hall. There being no further action required by the Board, Mr. Bemis moved that the meeting be adjourned. The motion was seconded by Mr. Morris and approved. The meeting was adjourned.

Approved,

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John De Carlo, Secretary  
Board of Trustees

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Wallace Riley, Chairman  
Board of Trustees

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Date