

Minutes of the Meeting
of the
Oakland University Board of Trustees
August 5, 1993

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

Absent: Trustees Andrea L. Fischer and David Handleman

Chairman James A. Sharp, Jr. called the meeting to order at 3:20 p.m. in the Gold Rooms of the Oakland Center.

Approval of the Minutes of the Meeting of June 3, 1993

Trustee David T. Fischer, seconded by Trustee Rex E. Schlaybaugh, Jr., moved approval of the Minutes of the Meeting of the Oakland University Board of Trustees of June 3, 1993. The motion was voted on and unanimously carried.

President's Report

President Sandra Packard stated that she is pleased to announce that an Office of Minority Equity has been established at Oakland and will be open at the start of the school year in 106 North Foundation Hall. She noted that a search process for internal applicants to fill the position of Director for this office is in progress. Scholarships have been identified to support the goals of the office. She noted that she is very pleased with the efforts of the committee of the University Senate which was charged to review this matter.

The President announced that the ground breaking ceremony for the new Science and Engineering Building will take place on Friday, October 1, 1993, at noon. Governor John Engler will be participating and the entire university community is invited to attend this important event.

President Packard then referred to a comparative chart listing tuition and fee increases for all of the state universities. She noted that Oakland is now ninth rather than eighth in the cost of education. Although tuition was raised, she is pleased to note that Oakland is still a "best buy" in Michigan and the midwest.

The President reported that Oakland's application for an FM radio station has been approved and the university has been authorized to move into the construction phase. Over the next year, an antenna will be constructed on an existing Motorola tower near Bald Mountain and the signal will be tested. If all goes well,

the FCC will issue a license for operation at 88.3 on the FM dial. She congratulated the Communication Arts program, the WOUX student radio station, and the Student Affairs division for their work on this project.

The President then recognized the July Employee of the Month, Ms. Sharon Truxton, Secretary II in the Placement and Career Services Department, and the August Employee of the Month, Carole Crum, Assistant Director of Academic Services and General Studies.

President Packard noted that several student services offices are relocating to North Foundation Hall. Ms. Wilma Ray-Bledsoe, Vice President for Student Affairs, spearheaded the committee which coordinated this move, since she had conceived the concept. The President noted that the move toward centralized student services will take place in three phases. Phases I and II are occurring this year, and Phase III will occur at the completion of the Science and Engineering Building. She expressed her appreciation to the campus community for their cooperation.

The President announced that the Concours d'Elegance is scheduled for August 7, 1993, at Meadow Brook Hall. This is the largest fund raising event of the year for the Hall. She was pleased to note that for the first time one of the members of the Board, Trustee David Fischer, is participating with a 1957 Corvette.

At this time, Ms. Ray-Bledsoe briefly reported on the relocation of student services offices previously announced by the President. She thanked the President for "embracing" her aspiration of a student services building. Ms. Ray-Bledsoe reviewed floor plans of North Foundation and Wilson Hall, indicating the new office locations once Phases I and II are complete. She noted that the administration is "very excited that we will finally be able to serve the students more conveniently and efficiently."

Appointment of a Dean for the School of Engineering and Computer Science

President Packard stated that both former Acting Vice President for Academic Affairs Ronald M. Horwitz and newly appointed Vice President for Academic Affairs Gary D. Russi have interviewed and concur in her recommendation to appoint Dr. Michael P. Polis as Dean of the School of Engineering and Professor of Engineering with tenure. Dr. Polis was most recently Professor and Chair of the Department of Electrical and Computer Engineering at Wayne State University. He has also served as a Program Director for the National Science Foundation in Washington, D.C., and as an

expert witness on electrical systems for various law firms in Michigan.

President Packard then made the following recommendation:

RESOLVED, that the Board of Trustees authorizes President Sandra Packard to appoint Dr. Michael P. Polis to the position of Dean of the School of Engineering and Computer Science and Professor of Engineering with tenure effective August 15, 1993, in accordance with the terms and conditions of his appointment which are set forth in the Letter of Agreement dated July 6, 1993.

Trustee Larry Chunovich, seconded by Trustee David Fischer, moved approval of the recommendation. The motion was voted on and unanimously carried.

President Packard then introduced Dr. Polis who was received with a round of applause.

Scholarship Endowment Recommendation--Trustee Scholarships

President Packard requested that this item be removed from the agenda for further administrative, committee, and Board review and discussion.

Bank Disbursement Authorization Change

President Packard stated that upon the appointment of Mr. Paul E. Bissonnette as Vice President for Finance and Administration and Treasurer to the Oakland University Board of Trustees, it is appropriate to transfer bank account signature authority from Mr. Ray T. Harris, who served in an acting capacity.

President Packard then made the following recommendation:

WHEREAS, the following named banks (or their predecessors) have been designated by Resolutions of the Board of Trustees as depositories:

1. First of America Bank (formerly Community National Bank), by resolution of November 11, 1970
2. Comerica, Inc., by resolution of October 12, 1988
3. National Bank of Detroit (formerly Pontiac State Bank), by resolution of May 6, 1970
4. Citibank, N.A., by resolution of January 10, 1990, ratified on February 19, 1990; and

WHEREAS, Ray T. Harris as Acting Treasurer to the Board, was granted certain authority regarding the payment and withdrawal from accounts at these banks and his signature was to be certified to the banks; and

WHEREAS, Paul E. Bissonnette was appointed Treasurer by the Board of Trustees on May 6, 1993, effective July 19, 1993; now, therefore, be it

RESOLVED, that the authority granted to Ray T. Harris as Acting Treasurer be rescinded effective August 9, 1993; and be it further

RESOLVED, that effective August 9, 1993, Paul E. Bissonnette shall have the same authority as Treasurer to act under the above-cited resolutions as formerly held by Ray T. Harris; and be it further

RESOLVED, that the resolutions referenced above are not altered in any way other than by the substitution of Paul E. Bissonnette as Treasurer.

Trustee Chunovich, seconded by Trustee David Fischer, moved approval of the recommendation. The motion was voted on and carried with five affirmative votes. Trustee Howard F. Sims abstained, since he serves on the Board of Directors of one the financial institutions cited in the resolution.

Policy and Procedure Concerning Conflict of Interest in the Appointment and Assignment of Related Employees

President Packard stated that at the time Oakland University became independent of Michigan State University, several existing MSU policies were adopted by a "blanket" action. One of the policies concerned limitations on the employment of relatives, and recent appointments at the institution have resulted in the necessity to update and revise this policy.

The President stated that the proposed policy generally prohibits a person from being in a position where that person would normally make personnel decisions concerning a relative. Relatives may be employed in the same department as long as there is no supervisory relationship. She noted that there were limited exceptions regarding education-related student employment and special circumstances approved by the President.

President Packard then made the following recommendation:

RESOLVED, that the Board of Trustees adopt the following policy and procedure:

**POLICY AND PROCEDURE CONCERNING
CONFLICT OF INTEREST IN THE
APPOINTMENT AND ASSIGNMENT OF RELATED EMPLOYEES**

I. General Statement of Policy

In accordance with general university policies, the criteria for employment, promotion and remuneration at

Oakland University shall be based on legally appropriate qualifications, performance, contractual agreements, policies, and procedures. In order to insure the fair application of these criteria, it is important to avoid actual or potential conflicts of interest caused by the relationship of one employee to another. The relationship of one employee to another employee or to an applicant for employment must not constitute an advantage with respect to employment or working conditions at the University.

Conflicts of interest may arise when a personal relationship places an employee in a position where employment responsibilities cannot be exercised without affecting private interests, thereby possibly denying the public of impartial performance of duties. In order to remove this potential barrier to equitable decision making, this policy is established regarding the employment and assignment of related employees.

II. Scope of Policy

This policy pertains to all employees (full-time, part-time, permanent, temporary and student) and to all applicants for employment.

III. Definitions

A. The term "personal relationship" means the relationship between two persons by blood, adoption, or marriage to the degree set forth below:

Blood or Adoption: parent, child, brother, sister, grandparent, grandchild, or half-brother or half-sister.

Marriage: spouse, father-in-law or mother-in-law, brother-in-law or sister-in-law, step-child, or son-in-law or daughter-in-law.

This definition is not to be construed as all-inclusive. In an individual case, other family or non-family close personal relationships, including those relationships comparable to marital status, could result in decisions not based on qualifications, performance, and merit. Such relationships are "personal relationships" and are covered by this policy.

- B. The term "relative" means a person with a personal relationship as defined above.

IV. General Provisions

- A. University personnel shall not initiate, participate in, or influence any employment decision involving an individual where there is a personal relationship. Employment decisions include decisions on initial employment, retention, promotion, salary, leave-of-absence, discipline, discharge, or any other matter relating to the employment relationship.
- B. No individual shall be hired or otherwise placed (1) under the administrative supervision of a relative, or (2) in a position where the supervisor of that position is part of a reporting line containing a relative of the individual. No individual shall be hired or otherwise be placed as the direct or indirect administrative supervisor of a relative. For the purpose of this policy, a faculty chairperson or faculty coordinator is considered the administrative supervisor of faculty members in the department or area.
- C. Student employment is covered by this policy, with the exception that a student is not peremptorily prohibited from working for a related supervisor in those cases where the student employment: (1) is part of a financial aid plan, and (2) is directly related to the student's specific academic pursuits. The following are examples of this exception: an undergraduate music major is employed to maintain the musical

scores library; a graduate chemistry student is employed to assist in the supervision of an undergraduate chemistry laboratory. In these instances, special arrangements or accommodations must be made by the hiring department and the divisional vice president to insure that all employment related non-ministerial decisions are reviewed by a supervisor who is not a relative.

V. Changes in Employment or Relational Status Which Cause Conflict with this Policy

When a change occurs in an employee's status by promotion, transfer, change in job description or change in relational status (through marriage, for example) that results in a supervisory relationship in violation of this policy, the following action shall occur:

- A. The appropriate university officials, including either the appropriate Vice President or the Director of Employee Relations, shall review the circumstances to determine if an equitable adjustment in assignment or transfer can be arranged.
- B. Except when a decision to the contrary is made by the President under Section VI. below, if an appropriate accommodation cannot be made (for example, due to the unavailability of a position for which either party is qualified, or an inability to develop an appropriate supervisory reporting relationship with another party), one of the parties must cease active employment with the university.

VI. Special Exception to the Policy

When the President determines that it would be in the best interest of the university, the President may approve individual exceptions to this policy for persons who are relatives, but only when:

- A. The interests of other employees are not prejudiced by the exception; and
- B. All recommendations or decisions made by one relative about the other relative are subject to review and approval either by an unrelated supervisor or by

another University employee designated to perform this function.

Any approval of an exception shall be documented in writing and shall specify the reasons for the exception.

Trustee David Handleman, seconded by Trustee Stephan Sharf, moved approval of the recommendation. The motion was voted on and unanimously approved.

Faculty and Administrative Personnel Actions

Dr. Gary D. Russi made the following recommendations:

RESOLVED, that the Board of Trustees approve the following personnel actions as recommended by the President in concurrence with the Vice President for Academic Affairs, Deans, Department Chairs and faculty review bodies in accordance with the specified tenure review process.

Reappointments (with Tenure)

1. Assistant Professor eligible for promotion to the rank of associate professor, effective August 15, 1993:

Michael A. Latcha	Mechanical Engineering	Reemploy & Promote
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2. Assistant Professors eligible for early tenure as associate professor, effective August 15, 1993:

John F. Halpin	Philosophy	Reemploy & Promote
Barbara Mabee	German	Reemploy & Promote
Albert J. Meehan	Sociology	Reemploy & Promote
3. Assistant Professors eligible for reemployment and promotion to the rank of associate professor, effective August 15, 1994:

Mohammad S. Bazaz	Accounting	Reemploy & Promote
Joyce Eckart	Curriculum, Instruction and Leadership	Reemploy & Promote
Kevin T. Grimm	English	Reemploy & Promote
Michael K. Hartzer	Biomedical Sciences	Reemploy & Promote

Amir M. Hormozi	Operations Management	Do Not Reemploy*
Devadatta M. Kulkarni	Mathematical Sciences	Reemploy & Promote
Anahid Kulwicki	Nursing	Reemploy & Promote
Sandra H. Pelfrey	Accounting	Reemploy & Promote
Panajiotis Sakkalis	Mathematical Sciences	Reemploy & Promote
Dyanne M. Tracy	Curriculum, Instruction and Leadership	Reemploy & Promote

4. Associate Professor eligible for early reemployment as associate professor, effective August 15, 1993:

Ravindra Khattree	Mathematical Sciences	Reemploy
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*Termination effective August 14, 1994

5. Associate Professor eligible for reemployment as associate professor, effective August 15, 1994:

Terry J. Wharton	Operations Management	Reemploy
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Reappointments (with Job Security)

1. Special Instructor eligible for reemployment as special instructor, effective August 15, 1994:

Carrie Owens-Petty	Human Development and Child Studies	Reemploy
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Reappointments (Probationary) - Effective August 15, 1994, through August 14, 1996:

1. Instructor eligible for reemployment and promotion to second, two-year probationary term as assistant professor:

Catherine Vincent	Nursing	Reemploy
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2. Assistant Professors eligible for reemployment to second, two-year probationary terms as assistant professor:

Kevin E. Early	Sociology	Reemploy
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David Garfinkle	Physics	Reemploy
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Sarah L. Gibson	Curriculum, Instruction and Leadership	Reemploy
Niels Herold	English	Reemploy
Lee R. Mobley	Economics	Reemploy
Estela Moreno-Mazzoli	Spanish	Reemploy
Gregory A. Patterson	Dance	Reemploy
Sankar Sengupta	Electrical and Systems Engineering	Reemploy
Karen F. Sheridan	Theatre	Reemploy
Andrei N. Slavin	Physics	Reemploy
Susan L. Thomas	Political Science	Reemploy
Uma Devi Venkateswaran	Physics	Reemploy
Martha T. Zingo	Political Science	Reemploy

3. Assistant Professors eligible for reemployment to final, two-year probationary terms as assistant professor:

Lettie B. Alston	Music	Reemploy
Gary C. Barber	Mechanical Engineering	Reemploy
Joseph H. Callaghan	Accounting	Reemploy
Richard G. Campbell	Linguistics	Reemploy
Brian A. Connery	English	Reemploy
Addington M. Coppin	Economics	Reemploy
Aleksandra E. Glowacka	Marketing	Do Not Reemploy*
Stacey L. Hahn	French	Reemploy
Mary E. Mittlestaedt	Nursing	Reemploy
Mohinder Parkash	Accounting	Reemploy

Dawn M. Pickard	Curriculum, Instruction and Leadership	Reemploy
Richard C. Pipan	Human Development and Child Studies	Reemploy
Phyllis Ann Rooney	Philosophy	Reemploy
F. Darlene Schott-Baer	Nursing	Reemploy

4. Special Instructors eligible for reemployment to a final, two-year probationary term as special instructors:

None

*Termination effective August 14, 1994

New Appointments

Graham, Lisa Jane, Instructor in History, effective August 15, 1993 (New appointment filling a vacant authorized position)

Lombard, Emmett N., Assistant Professor of Political Science, effective August 15, 1993 (New appointment filling a vacant authorized position)

Miller, Karen A.J., Assistant Professor of History, effective August 15, 1993 (New appointment filling a vacant authorized position)

Sen, Ananda, Instructor in Mathematical Sciences, effective August 15, 1993 (New appointment filling a vacant authorized position)

Administrative Appointments

Department Chairs - Effective August 15, 1993, through August 14, 1996 (except as noted):

<u>Department</u>	<u>Chair</u>	<u>Term</u>
Accounting and Finance	Eileen Peacock	1st
Art and Art History	Janice G. Schimmelman	1st
Economics	Kevin J. Murphy	1st
Electrical and Systems Engineering	Naim A. Kheir	3rd (one year)

Human Development and Child Studies	Ronald M. Swartz	1st (one year)
Modern Languages and Literatures	Renate Gerulaitis	3rd
Physics	Norman Tepley	3rd
Psychology	Lawrence G. Lilliston	2nd
Reading and Language Arts	Ronald L. Cramer	1st

Program Director - effective August 15, 1993, through August 14, 1994:

<u>Program</u>	<u>Director</u>	<u>Term</u>
International Programs	Carlo Coppola	8th (Third One Year Extension)

Change of Status:

Vincent, Catherine, from Instructor in Nursing to Assistant Professor of Nursing, effective August 15, 1993 (This change in rank is mandated by paragraph 41b. (2) (b) of the Faculty agreement and is a result of Ms. Vincent's successful matriculation in a doctoral program and a decision to promote following her Winter, 1993 review.)

Professional Development Leave:

Hansen-Smith, Feona M., Associate Professor of Biological Sciences, professional development leave from August 31, 1993, through December 18, 1993 (with full pay)

(To acquire as much expertise as possible in confocal microscopy.)

Leaves With No Pay

Dawson, James E., Associate Professor of Music, leave from August 31, 1993, through December 18, 1993 (with no pay)

(To complete his collaboration with Dennis Smith of the University of Michigan that involves the editing of Arthur Pryor's scores for "authentic" performance. Also, to prepare a major saxophone concerto that he will perform with the U.S. Navy Band in Washington, D.C. on January 21, 1994.)

Karasch, Mary C., Professor of History, leave from August 31, 1993, through December 18, 1993 (with no pay)

(To utilize a Fulbright Senior Scholar award in Brazil.)

Ketchum, Paul A., Professor of Biological Sciences, leave from August 15, 1993, through August 14, 1995 (with no pay)

(To work with the Associates of Cape Cod, Inc. in Woodshole, Massachusetts to further develop his new research techniques and to permit him to conduct clinical trials using the blood endotoxin assay.)

Mittelstaedt, Mary E., Assistant Professor of Nursing, part-time (50%) leave from August 31, 1993, through December 18, 1993 (with prorated pay)

(To continue work on her doctoral studies at Michigan State University in East Lansing, Michigan.)

Ogunyemi, Theophilus O., Assistant Professor of Mathematical Sciences, leave from January 3, 1994, through April 27, 1994 (with no pay)

(To collaborate with Dr. George Milliken of Kansas State University on Optimum Experimental Designs.)

Resignations

Duffy, Sonia A., Instructor in Nursing, effective August 14, 1993 (Resigned to pursue doctoral studies at the University of Illinois.)

Geltner, Beverley B., Associate Professor of Education, effective August 14, 1993 (Resigned to accept a position at Eastern Michigan University.)

Hetzel, Fred W., Professor of Physics, effective August 14, 1993 (Resigned to accept a position at St. Luke's Health Care System in Denver, Colorado.)

Hosbach, Virginia R., Special Instructor in Nursing, effective August 14, 1993 (Resigned to pursue a new professional opportunity.)

McCleskey, Nathaniel Turk, Assistant Professor of History, effective August 14, 1993 (Resigned to move to Charlottesville, Virginia, where his wife has secured employment at the University of Virginia.)

Ordidge, Roger J., Professor of Physics, effective December 31, 1993 (Resigned to accept the Joel Chair of Medical Physics at the University College in London, England.)

Reese, Rebecca A., Instructor in Music, effective August 14, 1993 (Resigned to accept the positions of Director of Choral Activities at the University of Akron and conductor of the Akron Symphony Chorus in Akron, Ohio.)

Retirement

Coon, George E., Professor of Education, effective December 31, 1993

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

Dissolving the Center for the Arts

Dr. Russi made the following recommendation:

RESOLVED, that the Board of Trustees approve the formal dissolution of the Center for the Arts, effective immediately.

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

Auxiliary Budgets for 1993-94

Mr. Bissonnette noted that at the June 3, 1993, meeting of the Board, the Trustees approved six of ten auxiliary budgets. He noted that the Athletics, Continuing Education, Meadow Brook Health Enhancement Institute, and Meadow Brook Theatre budgets are in balance and represent a surplus for 1993-94.

President Packard clarified an error that recently appeared in The Oakland Press regarding the Athletics budget. She noted that the 1993-94 Athletics budget recommends the establishment of two new women's sports, not four sports as reported. The remaining two sports have not yet been reviewed by the central administration of the university. She also noted that only new funds coming into Athletics will be used for Title IX compliance, not all new university funds as was indicated in the article.

Mr. Bissonnette recommended approval of the auxiliary budgets with a single Board action. The separate auxiliary budget recommendations are as follows:

Athletics

RESOLVED, that the Board of Trustees accepts the Department of Athletics Budget for the year ending June 30, 1994, with a budgeted net income of \$24,770 and an expenditure level not to exceed \$1,742,718; and, be it further

RESOLVED, that any expenditure level in excess of the approved amount that is not funded by a direct revenue increase must have the prior approval of the President or her designee and these amounts shall be reported on a periodic basis to the Board of Trustees.

Continuing Education

RESOLVED, that the Board of Trustees accepts the Department of Continuing Education Budget for the year ending June 30, 1994, with a projected net income of \$50,182 which will be used to reduce the Department deficit, and an expenditure level not to exceed \$1,131,256; and, be it further

RESOLVED, that any expenditure level in excess of the approved amount must have the prior approval of the President or her designee and this amount shall be reported on a periodic basis to the Board of Trustees.

Meadow Brook Health Enhancement Institute

RESOLVED, that the Board of Trustees accepts the Meadow Brook Health Enhancement Institute Budget for the year ending June 30, 1994, with a budgeted net income of \$26,364 and an expenditure level not to exceed \$517,483 (\$462,453 for the Institute and \$55,030 for the operation of the Shotwell-Gustafson Pavilion); and, be it further

RESOLVED, that any expenditure level in excess of the approved amount that is not funded by a direct revenue increase must have the prior approval of the President or her designee and these amounts shall be reported on a periodic basis to the Board of Trustees; and, be it further

RESOLVED, that the Board of Trustees approves the increase in fees shown on page 6 and 7 of the attachment to the Agendum dated August 5, 1993.

Meadow Brook Theatre

RESOLVED, that the Board of Trustees accepts the Meadow Brook Theatre Budget for the year ending June 30, 1994, with budgeted net income of \$39,662 and an expenditure level not to exceed \$2,345,338; and, be it further

RESOLVED, that any expenditure level in excess of the approved amount that is not funded by a direct revenue increase must have the prior approval of the President or

her designee and these amounts shall be reported on a periodic basis to the Board of Trustees.

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

Investment of University Pooled Cash

Mr. Bissonnette stated that in April, 1993, Mr. Harris brought to the Board's attention the fact that the institution's investment strategy had been producing inadequate yields. There ensued a review by the Investment Advisory Committee which received proposals from several banks regarding alternative investment strategies and banking services.

The Investment Advisory Committee recommends approval of the following:

RESOLVED, that the Vice President for Finance and Administration and Treasurer to the Board of Trustees be authorized to enter into an agreement with the NBD Bank, N.A. for the individual management of university pooled cash following the same investment guidelines as the NBD Employee Benefit Money Market Fund for the investment of short-term funds and following the same investment guidelines employed by the Woodward Intermediate Bond Funds for pooled cash not required for short-term operating needs, which guidelines are herein provided to the Trustees for their review; and, be it further

RESOLVED, that the agreement between the university and NBD Bank, N.A. is subject to the prior review and approval of the university's President and General Counsel; and, be it further

RESOLVED, that pooled cash not required for short-term operating needs may be invested directly in the Woodward Intermediate Bond Funds; and, be it further

RESOLVED, that the Vice President for Finance and Administration and Treasurer to the Board of Trustees, or his/her designees, will work with NBD Bank, N.A. and the university shall determine the allocation of pooled cash between short and longer term investments to maximize investment earnings with minimum risk to principal while making certain that sufficient cash is available to meet the

day-to-day operating needs of the university; and, be it further

RESOLVED, that NBD Bank, N.A., is authorized to act on instructions issued by the Vice President for Finance and Administration and Treasurer to the Board of Trustees, or his/her designees, with respect to withdrawals, transfers, and remittances of funds.

Trustee David Fischer, seconded by Trustee Schlaybaugh, moved approval of the recommendation. Trustee Sims abstained due to his membership on the Board of Directors of one of the financial institutions which made a proposal. The motion was voted on and carried with five affirmative votes.

Agreement to Provide Legal Representation in the Pearsall Matter and the Abughusson Matter

Mr. De Carlo stated that in accordance with Board policy, the administration seeks ratification and approval of the decision to retain outside counsel to provide legal representation to President Sandra Packard; Dr. Mary Otto, Associate Professor of Education, Dr. David Herman, Assistant Vice President for Student Affairs and Dean of Students, Dr. Keith Kleckner, Professor of Engineering and Computer Science, Mr. Ronald Kevern, former Assistant Vice President for Student Affairs, Ms. Nancy Schmitz, Assistant Dean of Students; and Ms. Catherine Rush, Director of the Office of Equal Opportunity, in the suit filed by student Scott Pearsall. The administration also seeks ratification and approval of the retention of outside counsel to provide legal representation to Professor Julien Gendell, Associate Professor of Chemistry, in the suit filed by student Michelle Abughusson.

He then made the following recommendations:

RESOLVED, that Mr. John De Carlo, the university's General Counsel, is authorized to retain outside counsel to represent President Sandra Packard, Dr. Mary Otto, Dr. David Herman, Dr. Keith Kleckner, Mr. Ronald Kevern, Ms. Nancy Schmitz, and Ms. Catherine Rush in conjunction with Pearsall v Oakland University, et al., Federal District Court, Eastern District of Michigan, Civil Case No. 93 CV 60143 AA, subject to a reservation of rights should a conflict of interest develop at some time subsequent to this date. This recommendation is in accordance with the Board policy governing defense and indemnification of trustees, officers and employees, approved August 14, 1986.

RESOLVED, that Mr. John De Carlo, the university's General Counsel, is authorized to retain outside counsel to represent Associate Professor Julien Gendell in the case of Abughusson v Oakland University, Michigan Court of Claims Case No. 93-14941-CM, subject to a reservation of rights should a conflict of interest develop. This recommendation is in accordance with the Board policy governing defense and indemnification of trustees, officers and employees, approved August 14, 1986.

Trustee Sims, seconded by Trustee Schlaybaugh, moved approval of the recommendations. The motion was voted on and unanimously carried.

Arbitration Clause in Performance Agreement

Mr. De Carlo noted that the Student Affairs division wishes to contract with a signing group, the "Village People," to entertain at Oakland's October 9, 1993, Homecoming festivities. He noted that the proposed contract for this program contains an arbitration clause which the Village People refuse to delete. He noted that only the Board can waive its right as to whether or not it wishes to delegate to a third party the right to resolve any legal disputes.

He then made the following recommendation:

WHEREAS, the Board of Trustees wishes and intends by this resolution to delegate to the President of Oakland University the authority to approve an arbitration clause in the performance agreement for the Village People concert scheduled for October 9, 1993.

IT IS THEREFORE RESOLVED AS FOLLOWS:

The President, or her designee, is authorized to approve the following provisions in the performance agreement for the Village People concert:

Any claim or dispute arising out of or relating to this agreement or the breach thereof shall be settled by arbitration in Michigan in accordance with the rules and regulations then obtaining of the American Arbitration Association governing three member panels. The parties hereto agree to be bound by the award in such arbitration and judgment upon the award rendered by the

arbitrators may be entered in any court having jurisdiction thereof.

Trustee Schlaybaugh, seconded by Trustee Sharf, moved approval of the recommendation for purposes of discussion.

There was considerable discussion regarding alternative dispute resolution, and it was determined that with the exception of labor agreements, arbitration is not the standard practice of the institution. Ms. Ray-Bledsoe responded to a question of Trustee Schlaybaugh indicating that this entertainment contract represented the first exception to the institution's standard practice regarding arbitration in her tenure as Vice President.

Trustee Schlaybaugh asked if the institution's insurance provisions cover the indemnification obligations, since the university's resources are being contractually committed. Ms. June A. Rosenbloom, Staff Attorney, responded that the institution does have coverage in this area. Mr. De Carlo confirmed that arbitration, should it be necessary, would occur Michigan.

Mr. David Herman noted that the Village People do not foresee any problems with this concert, nor do they wish any prolonged legal battles; therefore, they have included the non-negotiable arbitration clause in the contract documents. He noted that if the Board does not wish to make an exception in this matter, another performance group can be approached. He stated that the Village People was the Homecoming Committee's first choice since it is a diverse group which appeals to a broad range of people.

Trustee Sims asked the administration to explain its reasoning regarding the use of an arbitration clause. Mr. De Carlo responded that the staff has always brought contracts to the Office of the General Counsel for review. This office considers that it is in the best interest of the university to have matters tried in Michigan and to avoid alternate dispute resolution methods in contracts other than labor agreements. Since it is not the policy or the practice of the institution to arbitrate in non-labor agreements, when an exception is presented it must be approved by the Board. He noted that the basis for the exception at this time is that the Student Affairs office feels strongly about presenting this group at its Homecoming, and the administration would like to accommodate this request.

President Packard noted that while this is an exception to the institution's practice, she "felt comfortable" that it does not place the institution in jeopardy. She noted, however, that if

the Board wishes, other groups can be approached to entertain at this event.

Trustee Schlaybaugh stated that he is troubled by the fact that it has been a "very long-standing policy" of the university to not permit arbitration or create exceptions to the rule. He stated that he does not believe that such policies should be brought before the Board on an exception basis. If the institution's policy should be changed, it should be addressed as a separate issue from a specific entertainment contract.

President Packard stated that the administration and the students will be asked to consider the university's practice regarding arbitration clauses in the future in the selection of an entertainment group.

Trustee Sims stated that this is a broader issue than it appears. When representatives of the university are negotiating agreements, they should have a clear understanding of the reasons certain terms are required and the significance of an exception to these requirements.

Trustee David Fischer, seconded by Trustee Schlaybaugh, moved to table this item.

**Recommendation to Accept Gifts and Grants to Oakland University
for the Period of June 1 through June 30, 1993**

Mr. David S. Disend, Vice President for University Relations, reported that gifts to Oakland University for the period of May 1 through May 31, 1993, totaled \$462,201, and grants and contracts totaled \$770,480 for total external support of \$1,232,681 for the month of May. Mr. Disend noted that in the "Age Related Eye Disease Study" grant item the title of Dr. Raymond Margherio should be corrected to Clinical Professor of Biomedical Sciences (Ophthalmology). He then reported that the gifts to Oakland University for the period of June 1 through June 30, 1993, totaled \$332,735 with no grants and contracts for that month. He also called the Board's attention to the Annual Allocations Report of the Oakland University Foundation and stated that for fiscal year 1992-93 the allocations total was \$402,000 and to date for 1993 the total is \$415,365. Mr. Disend noted that the Consent to Modify Restricted Endowment of Mr. Ronald Bennett and Mrs. Janet Bennett redirecting \$16,854 of the graduate fellowship endowment is based on the Bennetts' interest in supporting the Department of Chemistry's purchase of a spectrometer.

President Packard stated that it is important to acknowledge that in the Gifts and Grants for the month of June, Mr. and Mrs. George Erb, (Mrs. Erb being a former student of Oakland's Art and Art History program) donated two works of art to the university including a monotype/collage titled "Allegro" and a painted steel structure (Structurist Sculpture #11). She stated that another gift was donated by sculptor, Mr. David A. Scott. The donation was arranged by Dr. Jeff Brieger, Professor of Chemistry. The President announced that the sculptures are located between the Oakland Center and North Foundation Hall, the new student services building. The President noted that the university is privileged to have had two donations to the university of art objects resulting from faculty contacts.

Chairman Sharp stated that these efforts are appreciated by the Board and on behalf of the Trustees he offered his sincere gratitude for those who have participated.

Trustee Sharf, seconded by Trustee Chunovich, moved acceptance of the gifts to Oakland University. The motion was voted on and unanimously carried.

Trustee David Fischer, seconded by Trustee Chunovich, moved acceptance of the Annual Allocations Report of the Oakland University Foundation for fiscal years 1992-93 and 1993-94. The motion was voted on and unanimously carried.

Trustee Sharf inquired as to how the Meadow Brook Theatre budget has been balanced by \$500,000, or \$200,000 more than we previously received, and specifically asked how this was possible.

President Packard indicated that each year we have received specific gifts to the Theatre and to the Festival as well as gifts to either activity at the discretion of the university. Each year a decision is made on the allocation of those funds. She remarked that the university is no longer incurring a deficit with the Festival and is therefore able to decrease the existing deficit with the money received through the leasing of that facility. The President stated we can now allocate a greater proportion of gift money to support the Theatre, as well as to reduce the deficit.

Mr. De Carlo added that the Theatre would have had an additional \$98,000 this year that the university could have used for the coming year to balance the budget or offset part of the deficit, but because of the location of the Science and Engineering Building, the trailers where the actors are housed will be removed forcing the university to make other housing arrangements as

required through its contract with the League of Resident Theatres. Mr. De Carlo noted that the university will have to take \$98,500 and convert part of the residence halls for this purpose. He stated that the total number of dollars that we raise each year is being allocated to the appropriate operations and deficits.

Mr. De Carlo added that the university always has to project gift income for these operations. He noted that if the university does not make its goal, it will have to cut the budget during the year.

Other Items that May Come Before the Board

Presentation by Architects on Science and Engineering Building Design

President Packard indicated that the architects and the university are moving forward on the design and planning of the construction of the Science and Engineering Building and stated that the presentation by the architects is not for the Board's final approval at this time but for their consideration and comment on the external design of the building. She stated that any suggestions or concerns that the Board offers would be considered by the architects. Dr. Packard added that a final plan, including a three-dimensional mock-up, will be presented at the next Board meeting for review and approval by the Trustees.

Mr. Clifford Snyder and Mr. Ray Cekauskus of Harley Ellington Pierce Yee Associates, Inc. joined the meeting and reviewed the revised exterior design plans. Mr. Snyder stated that their charge was to reconsider the design of the exterior of the building. Mr. Cekauskus indicated that their original intent was to design a building with a simple high-tech appearance and they developed a design that was somewhat futuristic, which was inappropriate for the current look of the university. They then embarked on a very careful reconsideration of that original plan with a goal to use a collegiate type of architecture with a textured, detailed, and sensitive use of brick and limestone utilizing a traditional scenario of conventional materials. Mr. Cekauskus then presented sketches of the building. He stated that there will be two laboratory block buildings that form a courtyard connected to Dodge and Hannah Halls, contrasted by a tall tower of offices. He noted that the building will be potentially responsive to Dodge and Hannah offering a very friendly and open engagement feeling for the students. Mr. Cekauskus stressed that they are concerned with cost and timing,

and very aware of the importance of the successful completion of this project. He drew attention to another sketch which displayed the east and west elevations of the building with an interplay of limestone and brick construction. He noted that the building will have a very functional outdoor roof lab for physics and engineering experiments. He expressed the architects' concern that mechanical penthouses are architecturally appropriate and explained that the interior is very efficient with double loaded corridors flanked on one side by lab spaces and on the opposite side by office spaces.

After a brief discussion, Chairman Sharp thanked Messrs. Snyder and Cekauskus for their thorough presentation.

Degree Candidates List, June 25, 1993

Dr. Russi presented the degree candidates list dated June 25, 1993. Trustee David Fischer, seconded by Trustee Schlaybaugh, moved approval of the degree candidates list. The motion was voted on and unanimously carried.

Discussion of Request for Land Acquisition of Property on Butler Road

President Packard stated that at a previous Board meeting a representative from Frankel Associates showed plans for a private housing development south of Oakland University property. Their plans indicated a need to develop Butler Road from Adams east to the City limits. This would require the purchase of a small piece of university land along the north side of Butler Road west of Adams Road. She noted that the purpose of the purchase is to construct a single-lane country style roadway from Adams Road. The President indicated that Mr. Frankel has had discussions with university representatives and herself, and the conditions of the offer need the authorization of the Board to permit a formalized contract negotiations with Frankel Associates. She stated that the decision to make the final sale will come back to the Board for approval.

Trustee David Fischer, seconded by Trustee Schlaybaugh, moved to authorize the administration to go forward with negotiations for the sale of university property on Butler Road subject to final Board approval. The motion was voted on and unanimously carried.

Discussion on Board Meeting Dates

Chairman Sharp stated that the Board meeting dates will not be discussed at this meeting, but will be discussed at a future Board meeting.

Proposal by Mr. Jonathan Jones to Establish a Night Club at Meadow Brook Health Enhancement Institute

Mr. Jonathan Jones, an Oakland University student, discussed a proposal to establish a night club at the Meadow Brook Health Enhancement Institute. He stated that he has presented his private venture concept to several administrators at the institution including, President Sandra Packard, Dr. Fred Stransky, Dr. Mary Otto, Dr. Gary Russi, Dean David Herman, Ms. Catherine Lark, and Mr. Richard Leonard. As a result of his contacts with these individuals, he decided to address the Board on his concept. Mr. Jones said that the night club would serve as a student union where students would meet to socialize and be entertained on Fridays from 9 p.m. to 2 a.m. and Saturdays from 9 p.m. to 6 a.m. with non-alcoholic beverages and live music and dancing available during these hours. He noted that the club would take on a recreational atmosphere with large screen televisions and VCRs. Mr. Jones mentioned that the venture would create jobs for students.

Mr. Jones stated that he had approached Dr. Stransky about using the Shotwell-Gustafson Pavilion for this purpose. He indicated that it would be an adequate and safe environment for such a venture. Dr. Stransky informed him that he was open to the idea if the university supported the concept. He reported that Dean Herman mentioned possible violence problems on university property if the night club was open to non-students. Mr. Jones agreed that strong security would be needed and funds could be raised through sponsors. He praised the students for their hard work in the classrooms and the university for offering an excellent, challenging and rewarding education. He said that as a result of this hard work, the students need an opportunity to socialize in a more enjoyable atmosphere. The university would experience positive advertisement, exposure and recognition resulting in increased enrollment from the establishment of such a nightclub on the campus.

Mr. Jones concluded with a message that as a five-year student at Oakland, he has experienced all the student services offered which gives him the background to establish such a business venture.

Chairman Sharp thanked Mr. Jones for his concern for "a broader good beyond his own personal existence, which brings about a change in attitudes and relationships on campus." He stated that the Board would accept Mr. Jones' presentation but regretfully could not respond to his question as requested. The Chairman informed Mr. Jones of two outlets, Student Congress and President Packard's Strategic Planning Committee on Student Services, for the proper attention and study of his proposal. He stressed that the Board is unable on such short notice to do the appropriate research on the needed budget and operational costs for such a project and also that Mr. Jones' proposal did not appear to be compatible with the Shotwell-Gustafson environment.

Trustee Sims congratulated Mr. Jones for his concept of a non-traditional alternative student center. He proposed to Mr. Jones that he should consider whether there is truly a market for such a venture. Trustee Sims compared the proposal with the university's relationship with other vendors and concessionaires who have leases with the university. He suggested that Mr. Jones produce a business plan while realizing that the university could only allow such a center to develop within university policy which would suggest that other offers would have to be considered.

President Packard added that when Mr. Jones wrote to her she did ask university administrators to work with him to direct him to the appropriate internal university bodies so that his idea could be considered. She suggested he take one of two alternative routes:

(1) If he wishes to propose a business venture he would have to follow the route of all businesses. For private enterprise there are state and Board required policies and procedures. The President noted that she would be happy to have a representative from Student Affairs, the legal office and the business office assist him in the appropriate procedures to follow.

(2) If he wishes to propose the idea as a university program, volunteering his services to coordinate the venture on a non-profit basis, the university has many groups that consider and investigate good ideas and offer recommendations to the administration for consideration. The Student Congress and Senate would be good routes to follow.

President Packard noted that Mrs. Bledsoe is presently coordinating a study for a recreation center and encouraged Mr. Jones to speak with her on this subject.

The President complimented Mr. Jones and stated that his entrepreneurial qualities should serve him well after graduation.

Trustee Sharf inquired of Mr. Jones whether his business venture is for profit or non-profit and Mr. Jones responded that it is for profit.

Report of Ad Hoc Nominating Committee

Trustee Sims reported that the Ad Hoc Nominating Committee was charged with considering a process for the nomination to the offices of chairman and vice chairman of the Board of Trustees. The committee was also asked to serve as a nominating committee for this year's recommendations to fill those positions. He stated that the Committee made the following recommendation:

In order to implement the requirements set forth in Article IV A. of the Oakland University Bylaws, the chairman shall appoint a nominating committee of no less than two or more than three Board members. The appointment shall be made during or before the month of July in order to provide an ample opportunity for the committee to confer and to make its recommendation to the Board for action no later than the September Board meeting. The nominating committee members shall not be candidates for chairman or vice chairman unless exceptional circumstances exist. In considering nominees for the position of chairman and vice chairman, it is recommended that a trustee shall serve in the position of chairman or vice chairman for no more than two consecutive years. This would not prohibit a trustee from serving as vice chairman for two consecutive years and then serving as the chairman.

Trustee Sims, seconded by Trustee Schlaybaugh, moved approval of the recommendation with respect to process. The motion was voted on and unanimously approved.

Trustee Sims placed into nomination the name of Mr. James Sharp to continue an additional year as chair and Mr. Stephan Sharf to continue an additional year as vice chair of the Board of Trustees.

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

A Resolution Honoring Ms. Catherine Gianakura Rogg

Chairman Sharp called Ms. Catherine Gianakura Rogg before the Board and informed those present of her resignation as Administrative Assistant in the Office of the Board of Trustees effective August 11, 1993, to join her husband who has accepted a Judicial Clerk position with the 26th Circuit Court in Alpena, Michigan. He then read the following recommendation submitted to the Board for consideration and adoption:

WHEREAS, Ms. Catherine Gianakura Rogg, Administrative Assistant in the Office of the Board of Trustees, will be leaving the university's employ on August 11, 1993, to assume residency in Alpena, Michigan; and

WHEREAS, Ms. Rogg has provided the Board and the university community with seven years of dedicated and loyal service; and

WHEREAS, Ms. Rogg has spent countless hours coordinating the Board's activities and serving Board members and the university with tact, integrity, energy, patience and good spirit; and

WHEREAS, it is acknowledged that Ms. Rogg has meticulously prepared the Board and committee meeting minutes, maintained the records of the Board, and coordinated the schedules of the Board of Trustees and its committees; and

WHEREAS, the departure of Ms. Rogg will be a loss to the university and to the Office of the Board of Trustees; now, therefore, be it

RESOLVED, that the Board of Trustees and the entire university community publicly express their deep appreciation and gratitude to Ms. Rogg for the many hours of dedicated service she has rendered to the Board of Trustees and the university community; and, be it further

RESOLVED, that a copy of this resolution shall be provided to Ms. Rogg to convey the esteem in which she is held by the Board of Trustees and the university community; and, be it further

RESOLVED, that the trustees extend to Ms. Rogg, her husband, Jeffrey, and their son, Pierce, their best wishes for success as they move to Alpena.

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

Ms. Rogg expressed her appreciation and stated that "it has been a real pleasure and honor working with the Board and university community" and she offered best wishes to everyone.

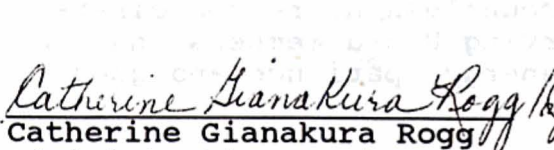
Approval of a Closed Session

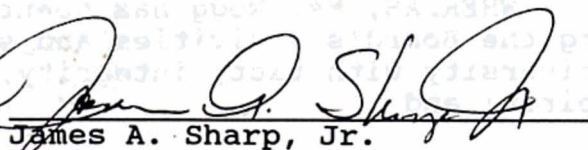
Trustee Schlaybaugh, seconded by Trustee Sims, moved approval of a roll-call vote for the purpose of a closed session to discuss collective bargaining strategy. Mr. De Carlo called the roll of the Board for a closed session, which was unanimously approved.


The meeting was adjourned at 5:09 p.m., and the trustees convened in closed session in the Meadow Brook Room of the Oakland Center.

Submitted,

Approved,


Catherine Gianakura Rogg
Administrative Assistant
Board of Trustees


James A. Sharp, Jr.
Chairman
Board of Trustees


Rhonda G. Saunders
Acting Administrative
Assistant
Board of Trustees