001-C

Trusteeship Committee Minutes
June 6, 2002
Seattle, Washington

Present: Jack Merselis, Bruce Bedford, Bill Hooper, Dan Kaplan, Bob Krinsky, Barbara Winslow (minutes)

Bill Hooper moved that the word "Interim" be removed from the title of Interim Chancellor during Jim Craiglow's tenure. All in favor. Resolution to be presented on Saturday.

Election of slate of officers was postponed until Saturday.

001-0

DEVELOPMENT COMMITTEE
June 7, 2002, Seattle

(Following are Lois Mann's notes from the June Development Committee meeting. Dan Kaplan reviewed and approved.)

Present: Dan Kaplan (chair), Amy Chappell, Bruce Bedford, Leressa Crockett, Sandra Deming, Reuben Harris, Jeff Kasch, Bob Krinsky, Lillian Lovelace, Jack Merselis, Barbara Winslow, and Dave Goodwin (campaign cabinet member, Gail Gregory (Ketchum, Inc.), Mel Jackson (Director of Development, AU Seattle), Lois Mann (staff/minutes), and Frank Pisch (Ketchum, Inc.)

Mel Jackson reported on the progress of the development and community relations program for the campus, including the grant received from the Gates Foundation and community outreach he has been specifically involved with. He mentioned that several new Board of Visitors members had been recruited, including Peter Ostrander, a 1972 College alumnus who is being considered for trusteeship.

Other committee business included an update of the College Annual Fund as of May 31, $1,088,770 cash, $124,228, pledges; an update on the ANE campaign from the previous conference call; and, recommendation from the committee to the Board to approve the Philanthropic Commitment Acceptance Policies.

The future work of the Development Committee was discussed and we agreed to:

1. separate the college campaign and leave that work to the Campaign Cabinet
2. develop a way to monitor campus development plans
3. concentrate on resource, infrastructure and accountability of adult campuses
4. find ways to train the committee in fundraising and develop itself so that it can help make the board a fundraising board
5. review materials and information to better understand what it takes to raise a dollar

In addition, the committee would like to see annual fund goals added to the campus gift reports so that progress can be tracked and develop reports in order to measure expense to dollars raised.

Leressa Crockett suggested that the Board should review bequests of $250,000 and above. It was agreed that the chair of Development and finance should review the current policy and make any necessary changes for the work of the committees to ensure that this occur.

001-E

Physical Facilities Committee

Minutes June 2002 Board Meeting

Present: Sandra Deming, Bill Hooper, Jeff Kasch, Niels Lyster, Peggy McPhaden, Art Zucker

Unable to attend: Leo Drey

Grinnell Mill: Bill Hooper reported that two individuals have approached Antioch University proposing to purchase the Grinnell Mill on Grinnell Road for the purpose of restoring it. The first is Dayton Architect Chuck Chambers. He would like to buy the Mill, restore the exterior to match as close as possible to the original, and to rebuild the interior as a combination residence and office. The other individual is Jim Hammond, a resident of Yellow Springs. He is the President of the Drierite Company in Xenia. He would plan to meet the same exterior standards as Chambers, and restore the interior for a residence. He would plan to rent it out for a nominal amount in order to have it protected from vandalism.

Glenn Watts, Bob Whyte, Joan Straumanis and I have met together and with the individuals. We asked each one of them if they would consider a long term lease rather than an outright sale. We also asked them about their needs for financing, establishing a conservation easement, and many other details. We concluded that Jim Hammond would be, in the long run, a better neighbor for the Glen. He is in a much better position to carry out the work and he has a history with the Glen for doing volunteer work such as restoring the Covered Bridge. The Physical Facilities Committee submitted a Resolution to the Board asking them to authorize Glenn Watts and Bill Hooper, in consultation with Bob Whyte and Joan Straumanis to enter into a 99 year lease with Jim Hammond to restore the Mill.

The Antioch School: The Antioch School is preparing long term plans to make improvements to their school and to increase its present size. They would like to ask the University to consider selling them additional lands in order to allow them to carry out the planned improvements. Joan and I have discussed this and I would like to ask the Committee to support the two of us in considering this request carefully and with an open mind. The committee concurred in support of this approach.

The Golf Course: Joan has asked Bob Whyte to chair a task force that would develop a landscaping plan for the twenty-seven acre Golf Course land. Currently it is being mowed and maintained as it has been in the past. The task force will have its first meeting in about two weeks. When it has completed its work, and if their proposal is supported by Joan Straumanis, then it can come to the Board for approval. There can be no change on this parcel of land without Board approval.

Antioch New England Lease Extension: ANE has submitted a request for approval to extend their lease in Portsmouth, New Hampshire. This proposal requires both Finance Committee approval as well as Physical Facilities. Copies of this request are available for this meeting. Physical Facilities joined with Finance to support the lease extension.

001-F

Orientation Task Force meeting
August 30, 2002
9:30AM - 10:30AM

Trustees Present: Jim Craiglow, Bill Hooper, Dan Kaplan, Jack Merselis, Barbara Winslow, and Art Zucker.

Staff: Jim Craiglow and Leslie Johnson (minutes)

The meeting was called by Dan Kaplan and the purpose was to devise an agenda for and consider the substance of an orientation session not only for new trustees but for all board members.

Dan expressed the need to have adequate orientation, that it was especially critical to do at the upcoming Board meeting because of all the things driving Antioch currently, namely the NCA accreditation and the campaign. This would be a particularly thorough orientation and future orientation sessions would not necessarily be the done in the same way.

Dan outlined what would be covered and who would lead the discussion for the various parts. The panel would consist of Craiglow (historical perspective; what's transpired in the 10 years since the last accreditation, Future of Antioch), Hooper (historical perspective relative to the Board of Trustees), Jack (ad hoc committee findings, leadership transition), and Dan (overview and wrap-up).

The Future of Antioch overview would include how we got here, where we are now, and where we're going. It should discuss the concept of "University" and the university-wide PhD program. It should address the economics of our current world, which is in a time of uncertainty where we have to pay attention to external forces for a change.

There was some discussion of whether or not to involve Scott Sanders, University Archivist, but it was decided that there probably would not be time for his presentation and that it might be more beneficial at another meeting.

Barbara suggested that each trustee be asked to bring to the meeting a 'pet' question, a 'chief' myth they've carried with them since their time at Antioch, that could be answered once and for all at this orientation session.

ACTION: Relative to the ad hoc committee's report, Jack Merselis recalled the PowerPoint presentation Bruce Bedford conducted at the June '01 meeting in Keene and offered to contact Bruce about using it at the orientation.

The goal for the orientation was that it be informative, relevant, and entertaining to a certain extent; that it be interactive as well as presentational. It was agreed that a special, orientation dinner on Wednesday night would provide an especially welcoming aspect for the new trustees. The dinner would include new trustees Chet Atkins, Everette Freeman, Laura Markham, and Larry Stone, along with any prospective trustees yet to be voted on by the full board (vote takes place on 9/13/02), staff members Jim Craiglow, Glenn Watts, and Lois Mann, and the Orientation Task Force.

ACTION: Bill Hooper and Leslie Johnson to work together to find a suitable place for the dinner.

In talking about the historical perspective, it was felt that the discussion should go back to the early '90s (the last accreditation was in 1992). Jack offered that the earlier history could also be described - the multitude of campuses that used to make up Antioch, the setting up of the chancellor's office, etc.

ACTION: Dan asked Leslie to ask Scott Sanders to draft a timeline/outline from the '70s to the present day. When Jim Craiglow is here the week of 9/9, he and Bill Hooper will review the timeline and fill in the details. It was pointed out that David Weaver is a very good resource for historical facts.

Jim mentioned the management executive summary he's putting together. Art suggested that it be distributed to the Board in advance of the meeting.

ACTION: Jim agreed to have it ready in time to send with the other Board meeting materials (9/20).

ACTION: The subject of assigning "buddies" to new trustees was brought up and Art said he would get with Lois about that.

There being no further business to discuss on the orientation session, the meeting was adjourned at 10:30AM.

These minutes respectfully submitted by:

Leslie Johnson

Leslie Bates Johnson

001-6

ANTIOCH UNIVERSITY
Board of Trustees Special Meeting Minutes
September 13, 2002
2:00PM EDT
via Teleconference

Trustees present: Dan Kaplan/Chair, Amy Chappell, Sandra Deming, Dianne Brou Fraser, Reuben Harris, Bill Hooper, Jeff Kasch, Niels Lyster, Peggy McPhaden, Laura Markham, Jack Merselis, Larry Stone, Barbara Winslow, and Art Zucker

Absent: Chet Atkins, Bruce Bedford, Sherwood Guernsey

Others present: Barbara Danley, President of Antioch University McGregor; Lois Mann, Vice Chancellor of Development and External Relations; Glenn Watts, Vice Chancellor and Chief Financial Officer; Leslie Johnson, Assistant Secy to the Board (Minutes); and David Weaver, University legal counsel.

The meeting was called to fill unexpired terms on the Board and to authorize the sale of real estate in Yellow Springs.

After taking attendance to establish that there was a quorum, Dan asked Art to report on behalf of the Trusteeship Committee regarding candidates to fill unexpired terms on the Board. Art began by noting that Vic Ayoub's name was removed from the list of prospective trustees because the By-laws preclude his being nominated or elected until his employment at the College ends. It was decided that each candidate would be voted on separately, thereby separating one resolution into four resolutions.

It was agreed by consensus that Bill Hooper will invite Vic Ayoub to the October Board meeting as a guest of the Board and that Art Zucker and David Weaver will determine when Vic Ayoub can be nominated and elected to the Board.

Art asked for Leslie to read the revised resolution, after which he asked for Barbara Winslow to give a brief introduction of the first candidate, Daniel Fallon. After discussion Dan Kaplan asked for a motion and a second.

RESOLUTION 9.13.02:1 (Deming/Lyster)

RESOLVED, that Daniel Fallon is hereby elected by the Antioch University Board of Trustees to serve as Trustee and fill an unexpired term ending June 30, 2003, and to stand for election to a full 3-year term at the June 2003 Board Meeting.

Approved by unanimous voice vote.

Art asked Lois Mann to introduce the next candidate, Peter Ostrander. Lois provided the history of his Antioch involvement and his eagerness to serve as a Trustee. Dan Kaplan asked for a motion and a second.

RESOLUTION 9.13.02:2 (Winslow/Freeman)

RESOLVED, that Peter Ostrander is hereby elected by the Antioch University Board of Trustees to serve as Trustee and fill an unexpired term ending June 30, 2003, and to stand for election to a full 3-year term at the June 2003 Board Meeting.

Approved by unanimous voice vote.

Dan Kaplan was asked to present the next candidate, Kay Thomson. He provided her background and Antioch involvement, adding that he thought she was a very good fit and would add real development expertise to the Board. Following the discussion, Dan Kaplan asked for a motion and a second.

RESOLUTION 9.13.02:3 (Winslow/Markham)

RESOLVED, that Kay Thomson is hereby elected by the Antioch University Board of Trustees to serve as Trustee and fill an unexpired term ending June 30, 2003, and to stand for election to a full 3-year term at the June 2003 Board Meeting.

Approved by voice vote.

Art asked Barbara Winslow and Bill Hooper to introduce Paula Treichler. Following the discussion, Dan Kaplan asked for a motion and a second.

RESOLUTION 9.13.02:4 (Hooper/McPhaden)

RESOLVED, that Paula Treichler is hereby elected by the Antioch University Board of Trustees to serve as Trustee and fill an unexpired term ending June 30, 2003, and to stand for election to a full 3-year term at the June 2003 Board Meeting.

Approved by unanimous voice vote.

The next item of business was the authorization to sell residential real estate recently given to the College. Glenn Watts read the resolution. In the discussion that followed, he summarized the terms of the agreement and noted that this would be a cash sale. It was also noted that the property is not in a location that would make it of use to the College now or in the future.

RESOLUTION 9.13.02:5 (Hooper/Winslow)

RESOLVED, that the Board hereby ratifies and confirms the Vice Chancellor and CFO's execution of a certain agreement dated August 5, 2002, to sell the residential real estate located at 115 W. Center College Street in the Village of Yellow Springs to Sarah Wallis.

RESOLVED FURTHER, that the Vice Chancellor and CFO is hereby authorized to execute a quit-claim or other appropriate deed and any other document as may be required to effectuate the sale of said real estate to Sarah Wallis.

Approved by unanimous voice vote.

There being no further business to discuss, the meeting was adjourned at 2:50PM EDT.

Respectfully submitted,

Leslie B. Johnson

Leslie B. Johnson
Assistant Secretary

Arthur J. Zucker

Arthur J. Zucker
Secretary

601-H

Trusteeship Committee meeting (held by tele-conference)
September 9, 2002
10:30 - 11:30AM

Trustees Present: Chet Atkins, Sandra Deming, Reuben Harris, Bill Hooper, Dan Kaplan, Jeff Kasch, Jack Merselis, Barbara Winslow, and Art Zucker.

Staff: Lois Mann and Leslie Johnson (minutes)

Update on Dan Fallon, Paula Treichler and Sue Williams
Dan Kaplan and Barbara Winslow reported on their breakfast with Dan Fallon and both spoke favorably about him, that he is ready to join, just not clear whether or not he can attend the October meeting. Dan K added that Dan was quite impressive and should make a good trustee.

Barbara Winslow reported on her visit with Paula Treichler. Paula did not get the dean position making her available to serve on Antioch's Board. Amy Chappell had been instrumental in persuading her to join the Board. Barbara added that Paula is ready to join and is interested in finding ways to raise money for the Antioch theater.

All Trusteeship Committee members were in favor of adding her to the slate of new trustees to be voted on by the Board this Friday.

With regard to Sue Williams, Barbara Winslow reported that she has not yet been in touch with Sue. The committee agreed that this is a later action.

Full Board call of 9/13
Art asked for volunteers to present the prospects to the Board on Friday's call and the following is the result:

Vic Ayoub	Bill Hooper
Kay Thomson	Dan Kaplan
Peter Ostrander	Lois Mann
Dan Fallon	Barbara Winslow
Paula Treichler	Barbara Winslow

In the interests of time, Dan asked that "presentations" be kept to 1- to 2-minutes each.

Forms for Prospect Process
In reviewing the materials for monitoring prospective trustees, Lois explained that what the committee wants to convey to the prospect is that this is a thoughtful process. The prospect should know why he/she, in particular, is being approached as a prospective trustee for Antioch University's Board. Lois described the three forms, the first being a summary matrix for use by the committee that describes the prospect, his/her area of expertise, and geographic location, etc. The second form is for the cultivation process, steps to help the committee through its work. The third form is an agenda of sorts to assist each member through his/her meeting with the prospective trustee.

Jack and Sandra made positive comments regarding the new forms, that they are a big step forward in the process for recruitment and cultivation of trustees.

Lois mentioned that the new trustee nomination form was missing and Dan asked if it appears in the Trustee handbook. **ACTION:** Leslie Johnson to add the form to the handbook.

Orientation
Dan reviewed the meeting held last week with the trustee orientation task force (minutes attached). One of the goals of this orientation will be to give everyone a sense of how we got where we are today.

The dinner on October 17 will be geared as a dinner for the new trustees.

Exit Interviews
The committee agreed that the goal of the exit interview is data-gathering, to learn about the trustee's experience while on the board, and to use what's learned as a tool for recruitment, improving board service, and retention tool. Sandra recommended standardizing the exit interview process, pointing out that other organizations have something similar to what we need so we don't have to 'reinvent the wheel.' **ACTION:** Lois to check with AGB and other sources for a list of objective questions to be used. Lois will distribute the questions to the committee for input prior to finalizing them as a tool the committee can use. It was stated that the exit interview questions should be used as guidelines.

Once the exit interview(s) have been done, the information should be summarized and then shared with the rest of the Board. Jack suggested that more than one person conduct each exit interview and that it be done in a private, informal session. Art, Jack, Sandra, Barbara, and Jeff volunteered to participate in exit interviews.

Reuben emphasized that this is a sensitive process, that it is relationship-based and that the person chosen to conduct the exit interview be determined based on his/her relationship with that trustee so that the session is conducive to gathering good, adequate information.

Board vote by proxy?
Bill Hooper provided some history on why we do not vote by proxy, recalling that the Ohio Board of Regents does not allow it. Chet asked if we would *want* to vote by method other than being present during the vote if we *could* do it. Dan pointed out that if a trustee misses the dialogue around the item or person being voted on then they may be missing a vital part of the date needed for a well-informed vote. Chet agreed that it would be a process that should be used sparingly, when there is little choice, that with a Board whose size is increasing it can create circumstances when voting by phone or fax may become necessary.

FYI, the following is taken from section 3 of the Antioch University By-laws:

3.4 Quorum and Vote

3.4.1 A majority of the trustees in office shall constitute a quorum for the transaction of business at any meeting of the trustees or of the trustees as members of the Corporation, except the adjournment of the meeting. The majority of the trustees in office shall constitute a quorum for filling a vacancy in the Board of Trustees.

3.4.2 The affirmative vote of a majority of the trustees present and voting at a meeting at which a quorum is present, but in no event fewer than ten (10) shall be sufficient to constitute or authorize the action of the Board of Trustees or of the members as the case may be, which was voted upon; provided, however, a greater or lesser vote may be required by the Amended Articles of Incorporation or these Bylaws and, in such instance, such greater or lesser vote shall be necessary or sufficient.

3.5 Action in Writing Without a Meeting

3.5.1 If the trustees are acting as members of the Corporation and if the proposed actions have been distributed to all trustees, any action which may be authorized or taken at a meeting of the trustees as members may be authorized or taken without a meeting with the written affirmative vote or approval of not less than a majority of the trustees who would be entitled to notice of a meeting for such purpose, unless the Amended Articles of Incorporation or these Bylaws require a greater affirmative vote in which case the greater vote shall be necessary.

3.5.2 Any action which may be authorized or taken at a meeting of the trustees may be authorized or taken without a meeting with the written affirmative vote or approval of all of the trustees who would be entitled to notice of a meeting for such purposes.

3.5.3 Written action by the trustees or by the trustees as members may be in one or more writings; and each writing or separate writings affixed together shall be filed with or entered upon the records of the Corporation.

ACTION: Art to speak to David Weaver regarding the issue of emergency absentee voting.

New Trustee "buddy" system review
There was a discussion on the guidelines for being a buddy. Lois and Jack described the role as 'a coach who continues the process of orientation, someone who can answer questions before, during, or after a meeting, a person to consult with on areas of concern.' The buddy is in place for the first year of service. Jeff suggested that the Trusteeship Committee chair meet with the Buddies periodically to see how things are going.

ACTION: Lois to provide committee with letter templates that go to new trustees.

Other Business
Art talked about the Trusteeship Committee meeting on Wednesday, October 16, in the chancellor's conference room, which will begin at 2:30PM. Agenda items will include but not be limited to #8 and #9 from today's agenda.

There being no time remaining to continue, the meeting was adjourned.

Minutes respectfully submitted by,

Leslie B. Johnson
Leslie Bates Johnson

C01-I

Trusteeship Committee meeting (held by tele-conference)
August 21, 2002
11:00AM - 12:45PM

Trustees Present: Chet Atkins, Sandra Deming, Bill Hooper, Dan Kaplan, Jeff Kasch, Jack Merselis, Barbara Winslow, and Art Zucker.

Absent: Reuben Harris

Staff: Jim Craiglow, Lois Mann, and Leslie Johnson (minutes)

Agenda items:

1. Consideration of six new trustees
2. Establish and prioritize the committee program of work for the year
3. Determine needs for October Board meeting (who accomplishes and how)

Other items to be considered:

- Continue new trustee recruitment
- Created a profile of current board; identify desired new trustee characteristics Establish format for and conduct exit interviews of 7 trustees who've recently left the Board
- Publish protocols for conference calls and e-mails; consider electronic participation and voting at meetings.
- Review and update programs for trustee orientation, mentoring and retention
- Develop a succession plan for all aspects of Board leadership
- Review the Trustee handbook/consider "first class" software
- Update the Trustee job description
- Other committee member suggestions.

Art opened the meeting and asked Lois Mann to describe the process of recruiting trustees (Leslie Johnson has incorporated Lois' notes submitted to the committee after the meeting).

I. Define Goals
Analyze the present Board composition, determine and identify skills, qualities and expertise needed.

II. Nominating Process
This should be an ongoing effort to identify the best candidates. Committee members should be responsible for enhancing the organization, emphasizing commitment to the organization and communicating the message. The CEO should nominate, and may or may not be involved in actual recruitment activities.

III. Cultivation
A time-consuming process, cultivation steps should be clearly identified, articulated and followed. It is important to determine who makes the initial contact with a prospect and how it is followed up; multi messages and conflicts must be avoided. The chair should be involved in follow-up; appropriate materials sent; responsibilities explained. It is critical to listen to the

prospect: what is he/she telling us about being a trustee?

Lois added that cultivation is on-going; it doesn't stop once the Trustees comes on the Board.

IV. The Invitation to Join
While exceptions occur to fill sudden vacancies, it is preferable to conduct an annual vote. The invitation to join the Board should come from the Board Chair and/or the Trusteeship Comm. Chair.

V. Message in Recruitment
Our message to prospective trustees should include explanation of the following:

(1) Ability to attend meetings and pay for travel and related expenses
(2) Demonstration of financial commitment by making Antioch a/the top priority in charitable contributions; expectation to give to the best of one's ability; to help identify donors and ask others to give
(3) Participation on assigned committee activities at and between meetings, and occasionally ad hoc or search committees.
(4) Serve as advocate for the University and persuade others to help; share time, resources, exercises and skills with each campus
(5) Promote the mission, vision, and goals of the University by representing the institution to the community
(6) Ensure good management

If we are forgetting to mention any of these issues, we are not addressing the major responsibilities a trustee should embrace.

This is not a comprehensive approach, nor does it address the process issues encountered and discussed during today's teleconference.

The committee should look at its work as covering the following areas: Board composition; Identification of prospects; Cultivation of prospects; Enlistment of new members; Orientation

With regard to orientation, Dan noted that orientation needs to be adequate, and admitted that this may be part of the reason we've failed in the past.

In speaking about the timeline for bringing on a trustee, the October meeting is the best time, with the objective to bring in a "Class" of new trustees at one time. Prospects should be nominated prior to the June meeting and voted on during the June meeting. Once invited trustees accept, it is hoped that they would attend the October meeting where they would attend the orientation session.

Concerning the role of the staff in the cultivation of trustees, Lois described her role and it was established that the committee is comfortable with her continuing in that role.

It was stated that the Board chair should be directly involved with each prospective trustee. Back to the actual recruiting process, Art asked if anyone had any objections to the process. There were none. Art underscored the importance of confidentiality among members during the process.

ACTION: Jeff Kasch asked that the aforementioned process for recruiting trustees be committed to paper for the benefit of the committee and to aid in the following of the process. This was done, as detailed above.

ACTION: Chet emphasized that the message given during recruitment be complete and consistent throughout the process. This is detailed above (see point V).

Consideration of six prospective trustees.

A sixth prospect, past trustee Sue Williams, was added to the list subsequent to the distribution of meeting materials that included *five* prospective trustees. Following lengthy discussion of all six prospects, namely Vic Ayoub, Dan Fallon, Peter Ostrander, Paula Treichler, Kay Thomson, and Sue Williams, the committee moved to nominate Vic, Peter, and Kay to the Board and, following due process, be invited to attend the October Board meeting and orientation.

With respect to Vic Ayoub, he has a conflict that would preclude his being able to join the Board until January 1, 2003. It was suggested that he be invited to attend the orientation session and then be brought on as a regular member the first of the year.

Based on contacts that had been made, plus background information, the committee recognized that Dan Fallon would make an excellent trustee; however, he has not yet met with the Board chair or any trustees. The committee then moved to nominate Dan pending interviews with Barbara and Dan Kaplan to be held the first week of September in NYC. The substance of the interviews will be conveyed to the committee on the next conference call.

The committee agreed on the following action items concerning Paula and Sue.

ACTION: Dan, Barbara, and Lois will meet with Paula to determine her ability to commit the time necessary to be a trustee.

ACTION: Barbara Winslow will speak to Sue prior to the next call.

Jack brought up another name from the prospective list, Frances Bond, and it was determined that the process for cultivation had gotten off-track.

ACTION: Several trustees will arrange to meet with Frances in Washington, D.C., in early November around the AGB workshop that many are attending. Lois stated that her office is looking into planning an event for alums in the D.C. area at this same time.

Art brought up previous discussions held with Dan regarding the need for a small task force to develop a plan for orientation. He asked Dan to elaborate. Dan pointed out that our Board consists of many new and relatively new trustees, all the more reason for having a well planned and thorough orientation. To that end, he has asked for volunteers to serve on a task force that would brainstorm on an agenda for this session. Jim Craiglow, Jack Merselis, Art Zucker, and Bill Hooper volunteered. Barbara suggested inviting trustees who aren't on the Trusteeship Committee to be recruited for this effort.

ACTION: Dan to work with Leslie in scheduling a brainstorm session for this task force via teleconference.

Lois suggested inviting the prospective trustees to the September 18 event in New York for Bob Krinsky. Everyone agreed this was a good idea.

Since much of the agenda went unattended, Art asked if a second conference call could be scheduled for the week of September 9. By that time, trustees would provide status of some action items.

ACTION: Leslie will send an e-mail to find out availability.
ACTION: Leslie will also start the process for scheduling a full Board conference call for the purpose of voting on the four nominations.

ACTION: Lois agreed to provide a list of issues Trustees can use as a guide when in discussions with prospective trustees. A brief summary is included above; a more detailed agenda will be developed.

Jeff suggested that new trustees be de-briefed to evaluate the effectiveness and conformance to the recruitment process. He also suggested that a timeline be established for the recruitment process.

Barbara Winslow suggested that Art prioritize items that still remained on the day's agenda for the next call, realizing that some agenda items provided fodder for the Trusteeship Committee's year's work.

The meeting was adjourned at 12:45PM.

These minutes respectfully submitted by:

Leslie Bates Johnson

001-5

BOARD OF TRUSTEES

ANTIOCH UNIVERSITY

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BOARD OF TRUSTEES
Special Meeting
(conducted by conference call)
July 8, 2002
2:00-2:55pm EDT

Present: Chet Atkins, Bruce Bedford, Amy Chappell, Sandra Deming, Everette Freeman, Sherwood Guernsey, Reuben Harris, Bill Hooper, Dan Kaplan (chair), Jeff Kasch, Niels Lyster, Peggy McPhaden, Barbara Winslow, and Art Zucker.
Absent: Dianne Fraser, Laura Markham, Jack Merselis, Larry Stone
Others Present: Jim Craiglow and David Weaver
Minutes: Leslie Johnson

Dan Kaplan asked Jim Craiglow to proceed with the introduction of the first of two resolutions. Jim thanked everyone for taking time to be on the call and explained the purpose of the call which was to elect Dr. Peter Temes to serve as President of Antioch New England Graduate School and to elect Dr. Steven Guerriero as Interim President of ANE (until Dr. Temes can relocate to Keene from Illinois).

Jim then read aloud Resolution 7.8.02:1.

> RESOLVED, that the Board of Trustees of Antioch University hereby elects Peter Temes, PhD, to serve as Vice President of the Corporation and President of the Antioch New England Graduate School effective September 1, 2002, or such other time prior to December 31, 2002, as Dr. Temes is able to assume the duties and responsibilities of said position.
>
> RESOLVED FURTHER, that the Board hereby ratifies and confirms the terms and conditions of Dr. Temes' Employment Agreement as reviewed by the Chancellor at this meeting.

Jim was asked to review Dr. Temes' employment agreement which runs through June 30, 2005. Dan asked Jim to speak on the issue of re-location (i.e., that Dr. Temes will live in Keene while his family will reside in Connecticut, 2-1/2 hours' drive away). There followed a lengthy discussion concerning the inherent risks of this situation. Dan reviewed the history and process of the search. The resolution was moved and seconded by Bill Hooper and Barbara Winslow, respectively. The resolution was passed with one abstention.

Jim then read aloud Resolution 7.8.02:2.

> RESOLVED, that upon the recommendation of the Chancellor, Dr. Steven Guerriero, is hereby elected as Interim Vice President of the Corporation and President of the Antioch New England Graduate School effective immediately and continuing until such time as Dr. Peter Temes is able to begin performing the duties and responsibilities of said position or such earlier time as he is removed from the position by subsequent action of the Board.
>
> RESOLVED FURTHER, that the Chancellor is hereby authorized to adjust Dr. Guerriero's compensation and benefits as he deems appropriate and necessary to have Dr. Guerriero serve as the Interim President of the Antioch New England Graduate School.

There was no discussion. The motion was made and seconded by Sandra Deming and Everette Freeman, respectively. The resolution passed unanimously.

There being no further business to discuss, the meeting was adjourned.

Respectfully submitted,

Leslie B. Johnson	*Arthur J. Zucker*
Leslie Bates Johnson Assistant Secretary	Arthur J. Zucker Secretary