005 - J

Trusteeship Committee Meeting

Held via teleconference
December 18, 2002
3:00 – 4:30PM

Present: Art Zucker, Reuben Harris, Jeff Kasch, Dan Kaplan, Jack Merselis, Jim Craiglow, Lois Mann, David Weaver, and Leslie Johnson (minutes)
Absent: Chet Atkins, Sandra Deming, Bill Hooper, and Barbara Winslow

By-Laws Amendment. Art asked Dave Weaver to review the amendment prohibiting telephone participation at regular Board meetings and the process of giving trustees notice of a by-law amendment. The notice must be mailed such that the trustees have the notice 10 days prior to the meeting. Art asked for someone to move the resolution forward. Reuben made the motion and Jeff seconded it. All were in favor. There followed some discussion of what constitutes a "special" meeting. Dave clarified what Article III of the By-laws stipulates. In Article III on Meetings – Members & Trustees – it reads:

> 3.1.3 Special meetings of the Board of Trustees, whether as trustees or members, may be held at any time at the call of the Chair of the Board of Trustees, the Executive Committee, the Chancellor of the University or any officer authorized to act in the event of the death, disability or absence of the Chancellor. Special meetings shall also be called upon the written request of one-third (1/3) or more of the trustees in office.

Action: Dave Weaver and Leslie Johnson will prepare notice to send to the Trustees.

Assessment Process. Art, along with several other trustees, attended AGB's Board Committee Workshop held in DC earlier this Fall where he gained access to helpful information concerning trustee assessment, trustee self-assessment, and board assessment. To that end, he suggested that there first needed to be a clear statement of expectations for each trustee, a sort of position description. Prior to the call, Art had created a document defining trustee commitments and expectations which had been distributed to the Committee. Jack commented that this was similar to the expectations that were developed for the recruiting process. There was discussion about whether or not it was necessary to present the expectations document as a resolution or whether it was appropriate to distribute it as a draft to the Trustees at the next meeting and have discussion around it. Reuben pointed out that the Committee needed to be mindful not to violate any previous understanding that trustees have as to the expectations. It was agreed to present it to the board for discussion. Dan agreed to put it on the February meeting agenda.

Prospective Trustees. Lois reviewed the progress of the recruiting efforts, beginning with **Frances Bond**. While she is supportive of the College and interested in the other campuses, the committee needs to consider the strength of her connection to Antioch as well as more of an understanding as to what she can contribute. After considerable discussion the Committee voted in favor of recommending her to the Board – there was one abstention. Lois agreed to contact Frances to give her a sense of the Trusteeship Committee's position. The plan for new potential trustees is to have the Board vote on a "class" of trustees at the June Board meeting with their term starting in October. Lois next reviewed **Lew Feldstein.** Because it has been some time since the Committee discussed Lew, Dan agreed to meet with him prior to the February meeting, if possible, to determine if he is still interested. If he is, the Committee would like to have the

Board vote at the June meeting and bring him on at the October meeting for orientation. With regard to **Jordan Tamangi**, Lois said she is not sure if this is the right time for Jordan, in her life and career, to join the Board. Lois suggested that she and Bob Krinsky, whom Jordan met and liked, could get back with Jordan in January, if possible, or March at the latest, to determine her level of interest. Perhaps in the Spring, she could meet other trustees as well. As **Hal Joseph** was nominated by Art, Art reviewed his reasons for this nomination. Since Hal is currently serving on the College Alumni Board, Reuben provided his views as well. In proceeding with the assessment of Hal, and his level of interest, Art suggested that he consult with Niels Lyster for further action. Hal is a former classmate of both Niels and Art.

Regarding **Vic Ayoub**, Art stated that, since the Committee had voted to recommend him to the Board, it would be appropriate that there be a Board vote on his election prior to the February meeting. This would require a special meeting via conference call. It was noted that he is no longer in conflict as his commitment to the College has been completed. Dan suggested that, since Vic attended the October meeting as a guest, it would be desirable to determine that he is still interested in joining the Board. Art will ask Bill Hooper to verify Vic's current level of interest.

Art asked the Committee to think of methods, people, or techniques to enhance the list of prospective trustees. Dan noted that the newest class of Trustees was very impressive and asked how the Committee might replicate what it did to recruit them.

Jim Craiglow suggested that the Committee step out of the box in its search and begin a process to ask trustees, staff, faculty, and administration to come up with lists of names of candidates that might even seem outrageous, but he pointed out that there might be some on the list who have connections to Antioch that we don't know about and that the only way to know for sure is to get the list out in front of all these constituencies. Several famous names were mentioned that had been considered as part of the capital campaign. Art volunteered to work with Jim on this process.

Dave Weaver made the suggestion that we also contact past trustees to see if they could suggest names of prospective trustees.

Noting that we had gone over the time allotted for the call, Art quickly asked for a sense of the Committee regarding its meeting in Santa Barbara, asking if they would be willing to meet on Wednesday afternoon (Feb. 5). No conclusions were reached and the meeting was adjourned.

Respectfully submitted,

Leslie Bates Johnson

Leslie B. Johnson
Assistant Secretary, Board of Trustees

Arthur J. Zucker

Arthur J. Zucker
Secretary, Board of Trustees

005-K

Minutes of the
Executive Committee Meeting
held via teleconference
on Monday, December 23, 2002, 11:00 AM EST

Present: Dan Kaplan (chair), Bruce Bedford, Bill Hooper, Jack Merselis, Barbara Winslow, Art Zucker, Glenn Watts, and Leslie Johnson (minutes)

Absent: Amy Chappell

At Dan's request, Glenn reviewed the primary reason for the call, which was a request to review and approve the purchase of copy machines for Antioch College and McGregor. Glenn explained that both lease and purchase options had been explored and that purchasing the equipment with a maintenance contract was the best action for the University. There was a brief discussion about the depreciation of the equipment. Glenn explained that the machines would be depreciated over a 10-year period and that they had a life expectancy of five years. In responding to additional questions, Glenn said that there was trade-in value on the parts and that we will be negotiating a service contract at the end of every year. Dan asked for a motion on the following resolution. It was moved, seconded, and unanimously approved.

RESOLUTION 12.23.02:1 (Bedford/Merselis)

RESOLVED, that upon the recommendation of the Chancellor, the Vice Chancellor and CFO is hereby authorized to enter into a contract with Woodhull, Inc., for the purchase and maintenance of copy machines for use by Antioch College and Antioch University McGregor in an amount not to exceed $89,000.

Dan asked if the committee could stay on for a while longer for a general discussion on the February meeting. He reviewed the main critiques from the October meeting and hoped to apply the suggestions to the upcoming meeting. Most of the suggestions had to do with allowing more time for discussion around strategic and pressing issues. Dan suggested that the agenda be structured around the needs of the institution. As a follow-up to the orientation at the last meeting, there would be some time devoted to what was learned by the trustees who attended the AGB workshops in November. For Thursday afternoon, Bill Dietel is planning to lead a discussion on what makes a good Board. (Bill Dietel is known by most of the Board from his presentations at previous meetings and by his relationship with the P-L Foundation.)

In discussion around improving the meeting itself, Barbara Winslow suggested that the Board meetings needed a more formal ending, a time set aside at the end to review what has been accomplished and to discuss "where we go from here."

In order to provide adequate discussion time, it was suggested that the Finance or Trusteeship Committee might meet on Wednesday, the day prior to the start of the Board meeting. Further, Dan noted that Bill Dietel was not able to join the meeting until

Thursday afternoon which could leave Thursday morning open for committee meetings instead of the usual plenary session. Bruce suggested that consent-type resolutions could be sent out in advance to eliminate the need to invest time discussing them.

Action: Dan asked Leslie to poll the Finance and Trusteeship Committees' memberships to see if they would like to meet on the afternoon of February 5.

Bill Hooper asked about the status of Vic Ayoub's membership on the Board, since he had already been recommended by the Trusteeship Committee. His commitment to the College is over which removes the issue of conflict of interest, so it's now a matter of an election. The election needs to take place prior to the Board meeting in February such that Vic can attend as a member.

Action: Dan asked Leslie to arrange a full Board conference call for the purpose of electing Vic.

One of the driving issues needing time for discussion at the Board meeting is enrollment at the College and that a report from Joan Straumanis would be expected. Dan announced that Michael Murphy (Director of Admissions and Financial Aid) had resigned to take a position in Dublin, Ireland, that he would be leaving the end of March. The committee agreed that this is an opportunity to identify an extraordinary candidate with significant admissions success.

Bruce Bedford noted that Joan Straumanis has not completed her objective of submitting her budget report by December 15 (the purpose of the report was to address the $450K deficit). It was his understanding that the report would now be available in mid-January.

There was considerable discussion about the use of outside consultants as well for enrollment management at the College. Dan added that one important element that's needed is a culture at the College that fosters admissions-type behavior at every level – from faculty, students, and staff. The committee agreed that the Board does not want to position itself as micromanagers, but that the Board *does* need to ensure that progress is being made.

There being no more time for discussion, the meeting was adjourned at 11:45am.

Respectfully submitted by:
Leslie B. Johnson
Leslie B. Johnson
Assistant Secretary

Arthur J. Zucker
Arthur J. Zucker
Secretary

005-L

Minutes of the Special Meeting of the Antioch Board of Trustees held via conference call. January 13, 2003, 1:30PM

Present: Dan Kaplan (chair), Amy Chappell, Dan Fallon, Dianne Fraser, Everette Freeman, Sherwood Guernsey, Bill Hooper, Jeff Kasch, Niels Lyster, Laura Markham, Jack Merselis, Peter Ostrander, Kay Thomson, and Art Zucker

Others: Jim Craiglow, Barbara Danley, David Weaver, and Leslie Johnson (minutes).

Absent: Bruce Bedford, Sandra Deming, Reuben Harris, Larry Stone, and Barbara Winslow.

Dan asked Art to describe the purpose of the call. Art stated that the purpose of the call was to act upon the Trusteeship Committee's recommendation to elect Vic Ayoub as a Trustee so that Vic could attend and participate in the February Board meeting in Santa Barbara. Art noted that the Trusteeship Committee originally had wanted to nominate Vic last Fall, but could not do so since Vic was then employed at the College to teach a course during the Fall term and was, therefore, disqualified by Section 2.3.1 of the Bylaws from serving. Vic's employment at the College ended in early December and he was enthusiastically nominated by the Trusteeship Committee at its December 18 meeting.

Bill Hooper offered some further background and insight on Vic's nomination and pointed out that not only was he a good addition to the Board but he also lives in Yellow Springs: "Come July, Vic will be the only trustee on the Board who lives in Yellow Springs" (referencing his own retirement from the Board at the end of June).

The vote on Vic was moved by Bill Hooper, seconded by Kay Thomson, and passed unanimously.

RESOLUTION 1.13.03:1 (Hooper/Thomson)

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

The meeting was adjourned at 1:40PM.

Respectfully submitted,

Leslie B. Johnson
Leslie Bates Johnson
Assistant Secretary of the Board

Arthur J. Zucker
Arthur J. Zucker
Secretary of the Board

005-m

Academic Affairs Minutes
October 18, 2002
Yellow Springs, Ohio

Present: Barbara Winslow (chair), Bruce Bedford, Amy Chappell, Everette Freeman, Sherwood Guernsey, Reuben Harris, Jack Merselis, Paula Treichler, and Art Zucker

Absent: Chet Atkins and Dan Fallon

There was a lengthy discussion regarding orientation of new Board members, and the purpose and history of the committee.

At the end of the meeting, the Committee decided that its agenda for the year was:

- Review of the NCA accreditation
- Tenure
- Seattle Program Review of the Center for Creative Change