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ANTIOCH UNIVERSITY

BOARD OF TRUSTEES

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Minutes, Closed Session Antioch Board of Trustees
Thursday, February 7, 2002, at 12:30 PM
AUSC - Los Angeles

Present: Bedford, Chappell, Crockett, Deming, Fraser, Guernsey, Hall, Harris, Hooper, Kaplan, Kasch, Krinsky, Lipnack (via telephone at 1:05 p.m.), Lovelace, Mann, McDonald, Merselis, Winslow, Zucker.

Others Present: David Weaver (University Counsel/Minutes)

Bob Krinsky opened the meeting at 12:30 p.m. He indicated that the purpose of this initial closed session of the Board was to review the agenda and to discuss any matter that trustees thought might be beneficial to them in dealing with the issues that will arise during the meeting. Among other things, he noted that a delegation of faculty and students from the College would be present at the open sessions. Jim Hall summarized the concerns of the delegation.

Other matters raised and discussed included Joan Straumanis, dealing with the ULC's reluctance to consider/develop a nepotism policy and the College's shared governance system.

This closed session recessed at 1:30 p.m.

The Board resumed in closed session at 8:55 p.m. Barbara Winslow distributed copies of the confidential minutes of the February 1, 2002 Management Transition Committee and Executive Committee meetings.

The Board then discussed the agenda and process for selecting a new Board Chair and other Board officers.

The meeting was concluded for the evening at 9:25 p.m.

Minutes, Closed Session Antioch Board of Trustees
Saturday, February 9, 2002, at 7:00 a.m.
AUSC - Los Angeles

Present: Bedford, Chappell, Crockett, (at 7:30 am.)Deming, Fraser, Guernsey, Hall, Harris, Hooper, Kaplan, Kasch, Krinsky, Lovelace, McDonald, Merselis, Winslow, Zucker. Lipnack by telephone (at 7:35 a.m.). Also present: Legal Counsel, David Weaver.

Management Transition Committee Report

1. Bruce Bedford repeated his intention to resign as the executive Vice Chair of the Board and CEO, once the interim chancellor has been appointed.
2. There was a general discussion concerning the issues involving Mark Schulman's stepping down as President of Antioch University Southern California.
3. Jim Craiglow joined the meeting at 7:45 a.m. to discuss what he would like to accomplish as the interim chancellor. At 8:15 a.m. Jim Craiglow was excused, after which the following motion, made by Dan Kaplan, and seconded by Jack Merselis, was unanimously approved.

> RESOLVED, that James Craiglow is hereby elected Interim Chancellor effective in mid-February, 2002, subject to the negotiation of an employment agreement as hereinafter authorized; and
>
> RESOLVED, FURTHER, that the Chair of the Board, in consultation with the Management Transition Committee, is hereby authorized and directed to negotiate an employment agreement with James Craiglow to serve as Interim Chancellor through August 31, 2003.

Report from the Trusteeship Committee - Jack Merselis:

Jack Merselis reported that the Trusteeship Committee had two matters to present to the Board. First, the Committee wanted to offer the name of Dan Kaplan as a potential board chair in order to determine whether or not there was general support for his nomination at the annual meeting in June. Jack indicated that the Committee intended to permit additional nominations from the floor at the annual meeting. Second, the Trusteeship Committee was suggesting that a full slate of officers be presented and voted upon at the June Board meeting. There was considerable discussion regarding each of these proposals, the result of which was that it was decided to conduct a "straw poll" sense of the Board at this meeting in order to let the Trusteeship Committee know whether or not more work is needed between now and the annual meeting to identify a candidate that will have broad support among trustees. In due course, Dan Kaplan and Jim McDonald were proposed and seconded along with the proposal to have the Chair jointly filled by the chairs of the Board's standing committees. Dave Weaver pointed out that having a shared board chair arrangement would require a bylaw change. Dan Kaplan was given the opportunity to identify his interest in the position and describe his vision. Jim McDonald was then given the same opportunity but chose instead to withdraw his name from consideration. It was then agreed that the straw poll would be conducted by secret ballot, the result of which was that Dan Kaplan received 11 votes, the committee chair shared governance arrangement received 2 votes. There was one vote for "none" and two abstentions.

A discussion ensued concerning the purpose of offering a "slate" of board officers at the conclusion of which, upon motion duly made and seconded, it was decided to have the Trusteeship Committee propose a slate of officers at the Annual Meeting. 10 trustees voted for the slate concept and 7 voted against it.

Jack Merselis next indicated that the Trusteeship Committee intended to nominate Barbara Winslow as Vice Chair, along with Dan Kaplan as Chair, and two other yet to be determined trustees to hold the positions of secretary and treasurer. Jack suggested another sense of the Board straw poll on this proposed slate. After discussion it was decided by consensus that such a poll at this time would serve no purpose since the committee had not yet identified potential nominees for the positions of secretary and treasurer.

The Board took a brief recess at 9:50 a.m. and resumed in closed session at 10:00 a.m.

Trusteeship Committee report (continued)

Jack Merselis put forward the Trusteeship Committee candidates for the at-large member of the **Executive Committee** to fill vacancy created by the death of July Palmer. Nominations of the Committee were: Sandra Deming, Jeff Kasch, Art Zucker.

Secret ballot vote resulted in Sandra Deming being elected to fill the vacancy.

Bob Krinsky then announced that he would also ask the chair of the Facilities Committee, Bill Hooper, to serve on the Executive Committee, but no action was taken on this matter.

Other matters discussed and approved by the Board:

Employment Contract Modification

Bob Krinsky reported that Bob Devine had requested a modification of his employment agreement with respect to the initial faculty salary to be paid to him following his post-presidential sabbatical. After brief discussion, the Board authorized a change in post-sabbatical initial salary from THE formula (his current agreement provides that he will be paid the equivalent salary of the highest paid faculty member at the time) to $85,000.00. 10 trustees voted for the motion; 5 voted no.

Bruce Bedford gave a report of the **Future of Antioch Committee**: The committee recommended that the Interim Chancellor and his successor assume leadership of this planning effort. Jack Merselis and Bruce Bedford will act as BOT liaisons. There was no opposition to this recommendation.

Tenure Relinquishment

RESOLUTION 2.9.02:14

RESOLVED, that Board hereby ratifies, confirms and approves the negotiation and execution by the College's Vice President and Dean of Faculty of the following tenure relinquishment agreements, each dated as set forth below and each having been reviewed at this meeting by the Finance Committee:

Robert Fogarty	January 1, 2004
Victor Garcia	January 11, 2002
Hazel Latson	December 10, 2001
Steve Schwerner	December 5, 2001
Marianne Whelchel	January 10, 2002
Harold Wright	December 12, 2001
Hassan Nejad	January 15, 2002

RESOLVED FURTHER, that the negotiation and execution of said agreements are authorized for the purpose of terminating the rights of those faculty members to continued employment as members of the Antioch College Faculty beyond the dates set forth therein.

RESOLVED FINALLY, that the negotiation or execution of said agreements shall not establish any precedent or constitute any evidence of an early retirement policy applicable to any other member of the Antioch College faculty.

Unanimously approved.

AUSC President Schulman Resolution of Appreciation.

RESOLUTION 2.09.02:15

WHEREAS, Mark Schulman, Ph.D., has served as President of Antioch University Southern California since September 1, 1998; and

WHEREAS, as president of AUSC he supported the initiation of the successful Community Humanities Education (CHE) Program for low-income individuals, and has developed regional academic programs such as the master of Arts in Education/Teacher Credentialing Program; and

WHEREAS, he brought his considerable talents and experience in higher education to the focus of increasing democratic participation in the Antioch workplace and increasing Antioch's visibility in Southern California as a leader for progressive education and social justice, and

WHEREAS, he brought to the University and the University Leadership Council a keen sense of humor and insight, a devotion to international study, a devotion to the democratic process born from his days as a Antioch College student and faculty member

NOW, THEREFORE, BE IT RESOLVED, that the Antioch University Board of Trustees celebrates with deep appreciation the many and varied contributions of Mark Schulman to Antioch University, and especially his dedicated service to students, faculty, and administration as President of Antioch University Southern California and Vice President of Antioch University, on this day, Saturday, February 9, 2002.

Unanimously approved.

Epstein Memorial Resolution.

RESOLUTION 2.09.02:17
In memory of David Mayer Epstein.

WHEREAS, David Mayer Epstein, Ph.D., Antioch College Class of 1952 and former Antioch College faculty member, served on the Antioch College Alumni Board from 1996 to 1999 and the Antioch University Board of Trustees from 1999 to 2002; and

WHEREAS, David was a gifted composer and conductor, professor of music at the Massachusetts Institute of Technology, and contributed to the College's intellectual and cultural life as the Music Director of the Antioch Shakespeare Festival, as an Alumni Lecturer on music and the emotions, and as a teacher of composing and conducting in the Summer Music Institute; and

WHEREAS, David was a man of integrity, creativity, passion, and dedication as a classmate, friend and colleague, professor, educator and musician, and as husband of Anne Merrick Epstein, Class of 1954, father and grandfather.

NOW, THEREFORE, BE IT RESOLVED, that the Antioch University Board of Trustees commemorates David's earnest contributions to Antioch College and Antioch University on this day, Saturday, February 9, 2002.

Unanimously approved.

James W. Hall Resolution of Appreciation.

RESOLUTION 2.09.02:18

WHEREAS, James W. Hall, Ph.D., became Chancellor of Antioch University on January 1, 1998, and brought to the University his expertise and many years of experience in higher education; and

WHEREAS, he also served as Acting President of Antioch College from October 2001 until February 2002 and successfully guided a budget transition process for the College; and

WHEREAS, his high profile within the higher education community significantly increased Antioch's visibility and reputation; and

WHEREAS, he formulated and implemented Antioch's University Strategic Plan, and negotiated the process of naming campus CEOs presidents; and,

WHEREAS, he has devoted substantial time and energy to the creation and implementation of the Ph.D. in Leadership and Change, Antioch's first University-wide Ph.D. program, seeing it through the accreditation process of the Ohio Board of Regents; and

WHEREAS, he has been an advocate for adult education, demonstrating support through his time, seminal contributions, and writings; and

WHEREAS, he has traveled extensively both nationally and internationally representing Antioch University on boards and at conferences; and,

WHEREAS, he has guided the University and its campuses as a statesman, leading the University with untrammeled candor and salient strengths, including a gentle and positive leadership style; and,

WHEREAS, he has been a gracious host and ambassador for the University and a gifted musician who has entertained his co-workers and friends with his musical talents;

THEREFORE, Be It Resolved, that the Antioch University Board of Trustees extends its sincere appreciation to James W. Hall for his dedicated service and commitment to the University.

Unanimously approved.

Leslie Johnson Resolution of Appreciation.

RESOLUTION 2.09.02:19

WHEREAS, Leslie Bates Johnson has faithfully served as Assistant Secretary of the Board for several years; and

WHEREAS, during that time Leslie Bates Johnson has conscientiously prepared the Board's meeting agendas, resolutions and minutes, and similar documents for the Executive Committee and other Board Committees and taskforces; and

WHEREAS, Leslie Bates Johnson has also skillfully performed the many tasks needed to arrange for Board and other meetings at every campus of the University and elsewhere; and

WHEREAS, due to unforeseen circumstances, Leslie Bates Johnson is unable to attend this meeting of the Board of Trustees but has, nevertheless, taken the time and effort to handle the meeting arrangements and has well prepared her assistant, Jessica Hughes, to provide the administrative support needed so that this meeting could run smoothly in her absence; and

WHEREAS, the Board sincerely appreciates the work and dedication of Leslie Bates Johnson; and

WHEREAS, the Board wishes to acknowledge and thank Leslie Bates Johnson on behalf of the Board of Trustees; and

WHEREAS, the Board also wishes to thank Jessica Hughes for her assistance at this meeting.

NOW, THEREFORE, BE IT RESOLVED, that the Antioch University Board of Trustees hereby expresses its deep appreciation and sincere thanks to Leslie Bates Johnson for her conscientious efforts and able contributions to Antioch University and for her devotion and kindness in the "care and feeding" of the Board of Trustees.

FURTHER RESOLVED, that the Board also expresses its appreciation to Jessica Hughes for handling the arrangements and providing the administrative support for this meeting.

Unanimously approved.

Closed session adjourned at 10:45 a.m.

Respectfully submitted,

Barbara Winslow

Barbara Winslow

Minutes, Closed Session, Antioch Board of Trustees
Friday, February 8, 2002, at 4:40 p.m.
AUSC - Los Angeles

Present: Bedford, Chappell, Crockett, Deming, Fraser, Guernsey, Hall, Harris, Hooper, Kaplan, Kasch, Krinsky, Lovelace, McDonald, Merselis, Winslow, Zucker.

Management transition report (continued from open session).

Bruce Bedford gave the status of the searches/management transition:

Joan Straumanis arrives February 18.

- Jim Hall steps down February 15. He will be a Distinguished University Professor and Chancellor Emeritus.
- Jim Craiglow agreed to be considered for interim Chancellor; he has been vetted by the ULC. Before he makes his decision, he wants to go back to Keene, where we will know of his decision by February 22. The search for the full-time Chancellor begins Fall '02 with the hope that we will have a Chancellor by summer of '03. The New England search is underway. If Jim Craiglow takes the Chancellorship, he will be both president of ANE and the University Chancellor for a brief period of time.
- Resignation and reassignment of Antioch Co. California President and candidates for interim So. California presidency. AUSC is interviewing three in-house candidates. Reuben Harris, Toni Murdock, Jim Craiglow and Sandra Deming are the search committee. The search for a full-time AUSC president will begin in Spring '03
- The full-time college president's search begins '04.
- Mark Schulman will be working on program development and the Future of Antioch Task Force.
- Bruce Bedford will be stepping down as Executive Vice Chair of the Board and CEO effective February 22, or when Jim Craiglow begins as Interim Chancellor.

Meeting adjourned at 5:05 p.m.

Minutes, Closed Session of the Executive Committee
Saturday, February 9, 2002
AUSC - Los Angeles

<u>Present</u>: Bedford, Deming, Hooper, Kaplan, Krinsky, Lovelace, McDonald, Merselis, Winslow

The Executive Committee met briefly immediately after the Closed Session of the Board. The EC decided that since the majority of the committee could not meet in Yellow Springs on either March 7 or 8, and that since the full Board would be meeting in Yellow Springs in October, we would not meet in Yellow Springs in March after all. The date and times of the next EC meeting will be determined.

Respectfully submitted,

Barbara Winslow

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