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

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

Others Present: David Weaver (University Counsel/Minutes)

Agenda discussed.

Jim Hall summarized concerns of College delegation.

Joan Straumanis and her son.

Review of first ULC meeting -- positive interaction.

Need for Nepotism policy discussed.

College Shared Governance discussed.

Recess 1:30 p.m. (See Minutes for Open Session.)

Closed Session 8:55 p.m. (following dinner at the hotel).

Distribution of February 1, 2002, minutes from the Management Transition Committee and Executive Committee meetings.

Agenda and process for Board Chair succession deliberations reviewed.

Recess at 9:25pm

Minutes, Closed Session Antioch Board of Trustees
Friday, February 8, 2002, at 4:40PM
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:

- Straumanis arrives February 18.
- Jim Hall steps down February 15. He will be a Distinguished University Professor and Chancellor Emeritus.
- 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 '03. The New England search is underway. If 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 So. 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.
- Dan Kaplan is concerned about the length of time of the interim President of AUSC.

Meeting adjourned.

Minutes, Closed Session Antioch Board of Trustees
Saturday, February 9, 2002, at 7:00AM
AUSC – Los Angeles

<u>Present</u>: Bedford, Chappell, Crockett, Deming, Fraser, Guernsey, Hall, Harris, Hooper, Kaplan, Kasch, Krinsky, Lovelace, McDonald, Merselis, Winslow, Zucker. By telephone: Lipnack. Also present: Legal Counsel, David Weaver

<u>Management Transition Committee Report</u>

1. Bedford announced 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 Shulman's stepping down.
3. Jim Craiglow joined the meeting at 7:45 a.m. to discuss what he would like to accomplish as the interim chancellor, in particular, financial health and stability. Jeff Kasch asked what he (Craiglow) would like from the BOT. The reply was "sincere engagement when asked and offered." Craiglow went on to say that he hoped the ULC could perform so that the BOT can stay out of the ULC's business. He needs our expertise, more BOT members and all our resources. He wants to work with the BOT to make the BOT less college-centric. To balance the voices of all the campuses, to make the BOT university-centric.

   He also wants to work with Joan Straumanis to help her to understand the university. Craiglow stated that the BOT should not run interference for the College. The President of the College reports to the Chancellor.

   Discussion on reassignment of So. California President.

   Board Q & A with Jim Craiglow.

   Jeff Kasch asked for an honest accounting of how the model works. If so, why? If not, why not? Dan Kaplan moved that we authorize the BOT chair, ~~in consultation with the~~ Management Transition Committee, to negotiate a 15-month contract with Jim Craiglow to be interim Chancellor. *<u>PASSED</u>*

8:15 a.m. - Jim Craiglow was excused.

Report from the Trusteeship Committee – Jack Merselis:
Jack Merselis reported that the Trusteeship Committee had two proposals to bring forward: one was that the Trusteeship committee puts forward the nomination of Dan Kaplan as Board Chair for a sense of the Board vote at this meeting. The Trusteeship Committee's vote for that nomination was 5-0-2. The Board would then formally vote at their annual June meeting.

Merselis also brought forward from the Trusteeship Committee a proposal for a slate of officers: Dan Kaplan as chair, Barbara Winslow as vice-chair, and two as yet un-named positions for secretary and treasurer. That motion passed in the Trusteeship committee 4-3. There was a great deal of discussion about process. The reason for the sense of the Board vote at this meeting was due to the fact that there was some strong opposition to Kaplan, some other ideas about shared governance, and that if the Trusteeship Committee's motion to put Kaplan's name forward as the nominee fails in the BOT meeting, the Trusteeship Committee must go back and continue its work.

Jessica Lipnack nominated that the chairs of all the major committees constitute a self-governing BOT leadership. The motion was seconded. Having committee chairs jointly serving as Board Chair would require Bylaw change. Sherwood Guernsey nominated Jim McDonald. The nomination was seconded. Jim McDonald thanked Guernsey for his nomination, but declined. Kaplan made a statement about why he wished to serve as BOT chair, and what he thought he could bring as chair. Other people who had been mentioned for election as BOT chair: Harris, Zucker, Kasch, Bedford, McDonald, and Lipnack (she declined to run). Because Harris is an ex-officio member of the BOT he is ineligible. The discussion on process included whether or not there had been sufficient discussion about electing a BOT chair as well as ways in which to plan BOT succession.

The result of the sense of the BOT vote:

Kaplan: 11
Committee Chair Shared Governance: 2
Abstain: 2
Not voting: 1

After the BOT chair vote there was a discussion regarding the idea of a slate. The BOT voted 9-7 to vote on a slate at the June meeting.

The position of Vice Chair was then discussed.

Jack Merselis reported the Trusteeship Committee would nominate Barbara Winslow as Vice Chair as a part of a slate of officers.

There followed discussion regarding purpose of a "slate."

[No straw poll taken on Vice Chair.]

Recess 9:50 a.m.

Closed session 10:00 a.m.

Trusteeship Committee report (continued).

Bob Krinsky announced that he had appointed Bill Hooper to the Executive Committee. [This is technically a problem. Executive Committee members are elected by the Board. Other committees are appointed by the Chair.] I will review with Bob Krinsky and Bill Hooper.

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 Judy Palmer). Recommendation of Committee: Sandra Deming, Jeff Kasch, Art Zucker

Secret ballot election results: Deming 10, Kasch 4, Zucker 1, 1 not voting.

Bob Devine's contract was reviewed and approved, with a change in post-sabbatical initial salary from formula to $85K. He will be paid the equivalent salary of the highest paid faculty member at the time. It was moved and seconded to pay Devine what he requested. 10 votes for the motion; 5 voted no. There was a sense of the BOT resolution to outline Devine's role and expectations as a member of the faculty.

Bruce Bedford gave a report of the **Future of Antioch Committee**: It will move to the Chancellorship for stewardship with BOT members. Jack Merselis and Bruce Bedford will act as BOT liaisons.

Dan Kaplan - Motion to authorize Chair of the Board, in consultation with the Management Transition team to negotiate contract with Jim Craiglow to serve as Interim Chancellor beginning mid-February for 15 months (June 30, 2003).

[DAW suggests insertion:]

RESOLVED, FURTHER, Jim Craiglow is hereby elected Interim Chancellor, subject to negotiations of employment contract.

Motion passed unanimously.

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Tenure Relinquishment

RESOLUTION 2.9.02:14 was moved + seconded as follows

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 ~~14, 2002~~ 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	[?]

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 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 has strived to create a regional university through internal planning and communications initiatives; and has devoted time and energy to the enhancement of two campus locations for the betterment of AUSC, for recruiting students and faculty; 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 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 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 to provide the administrative support needed so that this meeting could run smoothly in her absence,

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

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

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.

Amended to also thank Jessica Hughes.

Unanimously approved.

Recess 10:45 a.m.

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

Present: 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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