MARTIN, BROWNE, HULL & HARPER, P.L.L. 009-E

ATTORNEYS AT LAW

ROBIN R. FREEMAN
HUGH BARNETT
ROBERT E. HARLEY
GLENN W. COLLIER
WALTER A. WILDMAN
DAVID A. WEAVER
WILLIAM R. GROVES
STEVEN J. McCREADY
RICHARD F. HEIL, JR.
AUSTIN P. WILDMAN
LAUREN M. ROSS
REGINA WATSON
ALEITA AILES
NIKOLAS P. MANN

P.O. BOX 1488

ONE SOUTH LIMESTONE STREET, SUITE 800
SPRINGFIELD, OHIO 45501

TELEPHONE 937-324-5541
FAX 937-325-5432

TOLL FREE 1-800-324-5562

OSCAR T. MARTIN (1908-1995)
BITNER BROWNE (RETIRED)
ANSON E. HULL (1916-1983)
JOHN O. HARPER (OF COUNSEL)

LONDON, OHIO OFFICE

26 EAST FOURTH STREET
LONDON, OHIO 43140

TELEPHONE 740-852-8383
FAX 740-852-1699

TELECOPY/FACSIMILE COVER LETTER

February 22, 2002

TO: Leslie Johnson
Antioch University

TELECOPIER NO: 937-769-1350

FROM: David A. Weaver

RE: Barbara Winslow's Minutes from February 2002 Board Meeting

NUMBER OF PAGES (including this cover sheet): 4

ORIGINAL ____ WILL OR X WILL NOT FOLLOW BY U.S. MAIL.

Message: **Please call me if you cannot read Mr. Weaver's handwriting. Also I just sent to you via email his summary of the February Board meeting.**

Transmittal Completed:

Date:__________ Time:__________ Initials:____________

4:40pm **Closed session Antioch Board of Trustees**

February 8

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

Bruce Bedford gave a rundown of the status of the searches: Straumanis arrives February 18. Jim Hall steps down February 15. He will be a Distinguished University Professor and Chancellor ~~Emerita~~ us. 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, hopefully 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 Chancellor for a brief period of time. 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 will begin in Spring 03. The full time college president's search begins 04.

Mark Shulman will be working on program development and the Future of Antioch Task Force.

as Executive Vice Chair of the Board and CEO

Bruce Bedford will be stepping down February 22.

Dan Kaplan is concerned about the length of time of the interim President of AUSC.

Meeting adjourned.

7:00AM **Saturday, February 9**

Present: 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

Executive Vice Chair of the Board and CEO

1. Bedford announced his intention to resign as the ~~Vice Chancellor~~, 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 came in 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. Jeff Kasch further 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 ~~ULC~~, to negotiate a 15 month contract with Jim Craiglow to be interim Chancellor. PASSED

MTC

02/22/02 15:32 937 3255432 N.B.H & H → CHANCELLOR

trusteeship committee's

4. Report from the Trusteeship Committee: 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 for a sense of the Board vote at this meeting. The vote for that nomination was 5-0-2. The board would then ~~ratify the~~ formally vote at the annual June meeting of the board. Merselis also brought forward from the Trusteeship Committee a proposal for a slate of officers, Dan Kaplan as chair, Barbara Winslow as vice-chair, the secretary and the 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. Sherwood Guernsey nominated Jim McDonald. The nomination was seconded. Kaplan made a statement about why he wished to serve as BOT chair, and what he thought he could bring as chair. Jim McDonald thanked Guernsey for his nomination, but declined. Other people who had been mentioned for election as BOT chair: Harris, Zucker, Kasch, Bedford, McDonald, Lipnack 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 to 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.

✓ Bob Krinsky announced that he had put Bill Hooper on the EC.

Jack Merselis put forward the Trusteeship Committee candidates for the at-large member of the Executive Committee: The vote was Deming 10, Kasch 4, Zucker 1, 1 not voting.

5. Bob Devine's contract: There was a discussion about paying Devine the full amount he requested, paying him the equivalent salary of the highest paid faculty member at the time. It was moved and seconded to pay Devine what he requested. PASSED, 10 yes, 5 no. There was a sense of the BOT resolution to outline Devine's role and expectations as a member of the faculty.

6. 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.

Minutes of the Executive Committee which met right after the closed session of the BOT
Present: Bedford, Deming, Hooper, Kaplan, Krinsky, Lovelace, McDonald, Merselis, Winslow
The EC decided that since the majority of the committee could not meet in Yellow Springs on either the 7th or 8th, and that since the full Board would be meeting in October, we would not meet in Yellow Springs on the 7th or 8th after all. The date and times of the next EC meeting will be determined.

Respectfully submitted
Barbara Winsow
Barbara Winslow