Minutes of the Executive Committee **(corrected version)**
Of the Antioch University Board of Trustees
Thursday, September 19, 2002
7:30AM (the offices of The Segal Company)

Present: **Dan Kaplan (chair), Bruce Bedford, Amy Chappell, Jim Craiglow, Barbara Winslow and Art Zucker**

By Phone: **Bill Hooper, Jack Merselis, Leslie Johnson**

Dan Kaplan opened the meeting and, for the benefit of those who did not attend the retirement event for Bob Krinsky yesterday evening, gave a brief review of the gala affair.

Finances

At Dan's request, Bruce gave an overview of the fiscal year-end (2001-02) finances, with references to the year's losses in operations and in the endowment investment portfolio. Such losses have created a technical violation of certain debt covenants. Since this is mostly investment losses, there is the expectation that will we get waivers, as in the past.

This year the base budget planned for a loss at the College, with a break-even or positive results at the other four campuses. So far this year, the College is behind budget due to not reaching planned enrollment levels; although AEA is ahead of budget. However, operating costs are being kept under control. Bruce noted that Glen Watts is well accepted by both the College and McGregor in his new role. There are further losses in the endowment due to decline in the stock market since 7/1.

Questions were raised regarding the effectiveness of and the marketing of the tuition subsidy plan. After some discussion, the committee agreed that Joan will be asked to give a report on admissions during the Board meeting.

Bruce then reported that one of the major capital expenditure items had to do with mold clean-up in the College dorms. This work is nearing completion. Bruce stated that he is working with Dan and Jim on a compensation task force, whose plan is to work on parity of executive leadership compensation.

Jim then added that he had participated in a productive meeting last week with Glenn Watts, Rosalie Sturtevant and a representative from Moody's. The goal of the meeting was to pursue establishing a credit rating with Moody's. The result is that Moody's is now willing to study our finances and left the impression that we are "ratable". Such rating would have a significant positive impact on our financing costs.

October Board Meeting

In discussing the Orientation session, it was pointed out that, while there is much history to "download," we do not want to dwell on it; rather to use it as the platform from which decisions are made for the future. Bill pointed out that he and Jim had previously met with Scott Sanders (University Archivist) and created a summary history which will be forwarded to all prior to the meeting – providing needed background information. It was suggested that orientation also address responsibilities and behavior of good Trustees. Some AGB material on this will be made available at the meeting.

Leslie was asked to send a copy of the University *Self-Study* to each Board member prior to the meeting. Jim noted that he is preparing an executive summary that will be distributed as well. The committee expressed a desire for the Board to have interaction with the McGregor faculty at the meeting. It was suggested that they join the Board for lunch on Friday and make a presentation. As part of the committee chair reports on Saturday, Dan will ask chairs to present their "program of work" for the year.

Regarding the Future of Antioch portion of the meeting, Jim stated that he will request Trustees to choose their working groups from among a choice of four topics that were identified by ULC as areas of focus. There will be additional time allocated (up to 2 ½ hours) for these discussions.

NCA Status

Jim reported that the logistics for the NCA team campus site visits are in place. He said he was visiting each campus to both address concerns about the upcoming accreditation, as well as present a "state of the union" that provides a balanced picture of the University. He pointed out that the written materials are far superior to the '93 submittal, reflecting all of the accomplishments over the past 10 years. Jim Hall's role in the accreditation process is responsibility for the logistics and the resource materials that will be made available to the NCA team. Trustees meeting with the team include Dan, Bruce, Jack, Bill and Art. In summary, Jim stated confidence in our readiness.

Campaign

Dan gave an update on the Ketchum situation, which is that Frank Pisch has resigned from Ketchum to form his own company. His replacement, Elliott Oshry, is expected to be just as capable as Frank. Dan reported that the campaign training session held yesterday was excellent and of value in building team confidence. There was a campaign cabinet meeting held following this meeting.

Peter Temes

Jim said that Peter's first official day as President of ANE was Tuesday, September 17, and that he has hit the ground running.

Status of Chancellor Position

Jim was excused for this discussion. Dan explained to the committee that during the ULC retreat in July, they considered the Chancellor position – with the search beginning this fall. With Jim present, the ULC had suggested that Jim continue in his role for one more year, through the summer of '04. This was passed on to Dan. In Dan's further discussions with him, Jim expressed support for the idea but needed more time before committing. Several committee members expressed strong support of extending Jim's tenure, citing his capabilities, attitude, ethics and many more positive attributes. It was strongly felt that the institution would benefit from stability of leadership. Dan said he will pursue this prospect in an effort to be ready for Board discussion in October.

New Business

Bruce suggested getting a list of objectives from Jim for each of those reporting to him, such that the Board would be able to follow up on key items. It was also suggested to re-visit the creation of a marketing committee.

There being no further business, the meeting was adjourned at 9:30AM.

Respectfully submitted,

Arthur J. Zucker
Secretary

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

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

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