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ANTIOCH UNIVERSITY

BOARD OF TRUSTEES

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ANTIOCH UNIVERSITY
BOARD OF TRUSTEES ANNUAL MEETING
CLOSED SESSION MINUTES
May 30 - June 2, 2001
KEENE, NEW HAMPSHIRE

Wednesday, May 30, 2001

Trustees present: Robert Krinsky/Chair, Bruce Bedford, Monique Clague, Leressa Crockett, Sandra Deming David Epstein, Betty Fuchs, James Hall/Chancellor, Bill Hooper, Dan Kaplan, Jeff Kasch, Jessica Lipnack, Lillian Lovelace, Niels Lyster, Jim McDonald, Peggy McPhaden, Jack Merselis, Judy Palmer, Barbara Winslow and Art Zucker.

Others present: Fred Miller, Consultant to the Ad Hoc Committee and Retreat Facilitator, and David A. Weaver, University Legal Counsel.

The meeting was called to order by Bob Krinsky at 6:35 p.m. Mr. Krinsky indicated that the purpose of this closed session of the Board was to receive and discuss with counsel, the report and recommendations of the Board's Ad Hoc Committee. He then turned the meeting over to the Chair of the Ad Hoc Committee, Jack Merselis.

Dr. Merselis welcomed those present and asked Mr. Weaver to review with the Board the ground rules for maintaining the confidentiality of the report and of the Board's deliberations with respect thereto.

Mr. Weaver informed the Board that he had worked with the Ad Hoc Committee in the preparation of the report and recommendations and that some portions of the report would be distributed in writing while others would be presented in a Power Point presentation. He advised the Board that the documents constituted attorney work product and could be maintained as confidential documents as long as they were not published or distributed to persons who were not board members, officers, employees or agents. Similarly, Mr. Weaver advised the Board that the Board's deliberations in closed session with counsel, constitute privileged attorney-client communications, which can be maintained as confidential communications, unless they are disclosed to persons who are not members of the Board, officers, employees or agents of the Board.

At that point, Mr. Krinsky entertained the following motion made by Dr. Merselis and seconded by Mr. Kaplan.

> RESOLVED, that all deliberations of the Board at this meeting regarding the report and recommendations of the Ad Hoc Committee be and the same are hereby regarded as confidential attorney-client communications.

The motion passed unanimously.

Dr. Merselis then indicated that Chancellor Hall had requested the opportunity to briefly discuss certain aspects of the Ad Hoc Committee's report and recommendations. Dr. Hall acknowledged the critically important work of the Ad Hoc Committee. He also indicated that he wanted to inform the Board of his decision to not seek reappointment as Chancellor when his current contract ends on December 31, 2002. Dr. Hall emphasized that the University does not have time for long transitions and urged the Board to commence a search for a successor Chancellor at the earliest possible time. After a brief discussion with the Board, Dr. Hall was excused and left the meeting at 7:00 p.m.

Dr. Merselis then proceeded to provide the Board with background information concerning the Ad Hoc Committee's work. Sequentially numbered copies of the Committee's findings and conclusions were distributed to the members of the Board. These were then reviewed by Mr. Kaplan and Dr. Winslow, members of the Ad Hoc Committee. The Trustees were then invited to respond and question the Committee's Findings and Conclusions. After a brief recess, the meeting resumed at 8:05 p.m. with the distribution of sequentially numbered pages 11 through 14, addressing specific recommendations. Dr. Merselis described the process the Committee had pursued in reaching its specific recommendations, after which further discussion was encouraged. After a brief recess, the Board returned and Dr. Merselis made a Power Point presentation to the Board to summarize the proposals of the Ad Hoc Committee to implement the recommendations contained in pages 15 through 19 of the report. A lengthy discussion ensued at the conclusion of which Mr. Miller suggested that the critical first question for the Board to answer was whether or not individual trustees believe that there was a financial, strategic and leadership crisis that required Board intervention. A straw poll was then suggested and the results indicated overwhelming support among trustees for the kinds of actions being recommended by the Ad Hoc Committee.

At the conclusion of the Ad Hoc Committee's presentation, several members of the Board requested that they be given an opportunity to read the report in its entirety prior to reconvening for further discussion. Mr. Krinsky volunteered to distribute the report to those who wanted to review it in his presence tomorrow morning while the Committee was meeting with the ULC, with the understanding that all copies would be returned to Mr. Weaver, who has been asked by the Ad Hoc Committee to serve as a custodian for all of the documents that have been developed by the Committee in conjunction with its presentation.

The Board then discussed how best to present the Committee's report and recommendations, after which the closed session was recessed at 10:05 a.m.

012-B

Thursday, May 31, 2001

Trustees present: Robert Krinsky/Chair, Bruce Bedford, Monique Clague, Leressa Crockett, Sandra Deming, David Epstein, Betty Fuchs, Bill Hooper, Dan Kaplan, Jeff Kasch, Jessica Lipnack, Lillian Lovelace, Niels Lyster, Jim McDonald, Peggy McPhaden, Jack Merselis, Judy Palmer, Barbara Winslow, and Art Zucker.

Others present: Fred Miller, Consultant to the Ad Hoc Committee and Retreat Facilitator, and David A. Weaver, University Legal Counsel.

The Board resumed in closed session at 9:30 a.m. Dr. Merselis reported that the Ad Hoc Committee, Fred Miller and Dave Weaver, met with the Chancellor, Vice Chancellor and campus Presidents at 7:00 a.m. and presented the Committee's Findings and Conclusions, recommendations and proposals to implement the recommendations, at the conclusion of which the officers requested time to discuss among themselves, the Committee's report and recommendations.

The Board then decided to allocate time to a discussion of the Committee's financial strategic and leadership recommendations. In order to do so, draft resolutions, which had been prepared by counsel at the request of the Committee, were distributed and discussed item by item. While no final vote was taken, Mr. Miller suggested that a "straw poll" sense of the group be determined at the conclusion of the discussion relative to each item. The session concluded at 11:30 a.m. in order to permit trustees to attend committee meetings.

The Board resumed in closed session at 12:30 p.m. with members of the ULC, Mr. Miller and Mr. Weaver. Dr. Merselis again requested Mr. Weaver to remind all present of the confidentiality of the Board's deliberations in closed session.

Dr. Merselis then responded to a series of questions which had been given to him by members of the ULC. This session recessed at 1:30 p.m. so that trustees could attend committee meetings.

012-C

Friday, June 1, 2001

Trustees Present: Robert Krinsky/Chair, Bruce Bedford, Monique Clague, Sandra Deming, David Epstein, Betty Fuchs, Bill Hooper, Dan Kaplan, Jeff Kasch, Lillian Lovelace, Niels Lyster, Jim McDonald, Peggy McPhaden, Jack Merselis, Judy Palmer, Barbara Winslow and Art Zucker.

Others Present: Fred Miller, Consultant to the Ad Hoc Committee and Retreat Facilitator, and David A. Weaver, University Legal Counsel.

The Board resumed in executive session after lunch to further consider the Ad Hoc Committee's report and recommendations and the proposals to implement its recommendations. Dr. Merselis noted that the draft resolutions had been revised by counsel based upon discussions that occurred yesterday. Revised resolutions were then distributed. It was suggested that each resolution be specifically voted upon and then a final vote be taken on the resolution as a whole.

Resolution 6.2.01:21 (c) was moved, seconded and unanimously approved.

Resolution 6.2.01:21 (d) was moved, seconded and approved with two abstentions (Lyster and Fuchs).

Resolution 6.2.01:21 (e) was amended to add the words "short-term and long-term" between the phrases "trustee-led" and "strategic planning task force." The resolution was further amended to provide that Trustee Bruce Bedford and Trustee Jack Merselis Co-Chair the future of Antioch Task Force. The resolution was finally revised to specify that the task force will make interim reports to the Board in 2002 and a final report to the Board at its Winter 2003 meeting. The motion as amended was then moved, seconded and unanimously approved.

Resolution 6.2.01:21 (a) and (b) were moved, seconded and unanimously approved (with Trustee Bedford abstaining from the vote on his election to serve as Executive Vice Chair of the Board).

Resolution 6.2.01:21 (f) was moved and approved with one no vote (Lyster).

Resolution 6.2.01:22 (g) was moved, seconded and unanimously approved.

Having approved each of these actions to implement the recommendations and proposals contained in the Ad Hoc Committee's report, the Board then considered the adoption of Resolution 6.2.01:21 in its entirety. The motion, reading as follows, was moved, seconded and approved:

> WHEREAS, the Board of Trustees determined at its February 2000 meeting to take the steps necessary to launch a successful capital campaign; and

WHEREAS, to that end, the Board has engaged in a self-assessment process culminating in a retreat at its October 2000 meeting; and

WHEREAS, an Ad Hoc Trustee Committee was appointed by the Chair to review the issues associated with finance, strategy and leadership identified by the Board at its October 2000 retreat and to propose specific actions to address said issues; and

WHEREAS, the Ad Hoc Trustee Committee has reported at this meeting to the Board in closed session, with University legal counsel present, its confidential findings, conclusions, recommendations and proposals; and

WHEREAS, after full deliberation, the Board believes that the Ad Hoc Trustee Committee's Report should be accepted and fully implemented at the earliest possible time.

THEREFORE BE IT RESOLVED, that the Board of Trustees hereby accepts the Ad Hoc Trustee's Committee's Report dated May 24, 2001, as modified at this meeting, and commends the Committee for its work and the thoughtful and thorough manner in which it was performed.

BE IT FURTHER RESOLVED, that in order to implement the recommendations and proposals contained in Ad Hoc Committee's Report, the Board hereby authorizes and directs that the following actions be taken:

a) Pursuant to Section 5.1.1 of the Bylaws, the Board hereby establishes the temporary position of Executive Vice Chair of the Board, to serve as an officer of the Corporation to exercise the powers and to perform the duties that have been identified by the Ad Hoc Committee and to perform the duties that have been identified by the Ad Hoc Committee in its report. These powers and duties specifically include, but are not limited to, the direct supervision of campus Presidents, Vice Chancellors and other officers of the Corporation (except those officers who are also trustees -- including the Chancellor) and such other duties and responsibilities as may be hereafter determined by the Board. This position will terminate as of the date the new chancellor assumes office or before by action of the Board.

b) Trustee Bruce Bedford is hereby elected to serve as Executive Vice Chair of the Board effective June 3, 2001.

c) The Finance Committee, in conjunction with the Chancellor, the Vice Chancellor/CFO, and the Executive Vice Chair of the Board, and with the assistance of the ULC and staff as may be needed, shall prepare a short-term (18-24 months) financial stabilization plan for review and action by the Board of Trustees at its meeting in the Fall of 2001.

d) The Development Committee, in conjunction with the appropriate officers and staff, is authorized and directed to begin the early, quiet phase of the Antioch College capital campaign and to enlist lead gifts for that campaign.

e) The Chair is hereby directed to appoint a trustee-led short-term and long-term strategic planning task force to be known as the Future of Antioch Task Force. The Task Force will be co-chaired by Trustee Bruce Bedford and Trustee Jack Merselis and will consist of those trustees, administrators, and others recommended by Mr. Bedford and Dr. Merselis and willing to serve. The Task Force shall make interim reports to the Board at the Board's winter and spring meetings in 2002 and shall make a final report at its Winter 2003 meeting.

f) The ULC is hereby requested to prepare a plan to establish/redefine and utilize Campus Boards of Visitors at each campus of the University, including the College, for review and action at the Board's meeting in the fall of 2001.

BE IT FINALLY RESOLVED, that in order to preserve the confidentiality of the Ad Hoc Trustee Committee's Report dated May 24, 2001, that all copies of same be delivered and held in the possession of the University legal counsel.

The Board then considered Resolution 6.2.01:22 reading as follows:

WHEREAS, the Chancellor has announced his intention to retire effective January 1, 2003; and

WHEREAS, the Board believes that certain current academic and program development matters vital to the University will require substantial time and effort to complete prior to the Chancellor's retirement; and

WHEREAS, the Chancellor is willing to focus his time, energy, and effort prior to January 1, 2003, on those academic and program development matters, and to relinquish other day-to-day powers and duties; and

WHEREAS, the Board believes that it can delegate the other powers and duties of the Chancellor to the Executive Vice Chair of the Board until such time as a new Chancellor is employed.

BE IT THEREFOR RESOLVED, that the Chancellor's powers and duties on and after June 3, 2001, through December 31, 2002, shall be as follows:

a) NCA re-accreditation;

b) approval of the University Ph.D. Program and its initial implementation;

c) further development of the on-line BA program;

d) performing the academic functions as Chancellor of the University and the official functions as President of the Corporation until a new Chancellor is employed;

e) other duties as may be reasonably requested by the Chair or Executive Vice Chair of the Board.

RESOLVED FURTHER, that except as provided in the immediately preceding resolution on and after June 3, 2001, all powers and duties previously delegated to the Chancellor, under the Bylaws or by specific resolution of the Board or its Executive Committee, are hereby delegated to the Executive Vice Chair of the Board, effective June 3, 2001.
The motion was moved, seconded and after brief discussion, unanimously approved.

Finally, the Board considered Resolution 6.2.01:20. The motion was moved, seconded and after discussion, amended by consensus to provide that at least a majority of the Chancellor Search Committee be current members of the University Board of Trustees. As amended, the resolution reading as follows, was unanimously approved:

WHEREAS, the Chancellor's current five-year contract requires that notice of intent to renew or not to renew be given not later than September 1, 2001; and

WHEREAS, the Chancellor has announced his intention to retire effective January 1, 2003, and not to seek renewal of his appointment as Chancellor beyond December 31, 2002; and

WHEREAS, the Board intends to conduct a national search for a successor to the Chancellor, which may take several months to complete; and

WHEREAS, the Board believes that it is desirable to immediately commence a search for a new Chancellor of the University.

THEREFORE, BE IT RESOLVED, that the Chair of the Board appoint individuals as he deems representative of the University to serve as members of the Chancellor Search Committee, provided that at least a majority of the Committee members shall be current trustees of the University.

RESOLVED FURTHER, that the Chancellor Search Committee is hereby authorized to take any and all actions needed to conduct a national search for a Chancellor and CEO of the University, including, but not limited to, retaining a search firm to assist and guide it in its work.

RESOLVED FINALLY, that the Chancellor Search Committee is hereby charged and directed to:

a) Develop and distribute to all members of the Board a statement of the required and desired qualifications.

b) Establish and distribute to all members of the Board a timetable and procedures (which will include specific procedures for the recruitment of qualified female and minority applicants).

c) Conduct a national search for qualified candidates.

d) Observe strict confidentiality in the conduct of the search.

e) Report to the Board about the progress of the search at appropriate times.

f) Bring to the Board the names of at least two (2) finalists, with or without a recommendation, as the Chancellor Search Committee deems best, for election by the Board, pursuant to the University Bylaws.

g) Bring to the Board a recommended compensation and benefit package for the new Chancellor.

The closed session was then recessed until 4:15 p.m. at which time it resumed with members of the ULC, Mr. Miller and Mr. Weaver in attendance.

Dr. Merselis indicated that the Board had taken several actions in its prior closed session which it wanted to communicate to members of the ULC. The resolutions which had been approved at the earlier closed session of the Board were distributed and reviewed.

Dr. Merselis indicated that the Ad Hoc Committee and the ULC would meet at 8:00 a.m. on June 2 to have a further discussion of the implications of the Board's actions. It was emphasized that the Board's actions were to remain confidential until the end of the Board meeting and that a briefing memorandum was being prepared to best ensure that the actions taken by the Board were communicated clearly. Finally, Dr. Merselis asked that all trustees and others present return to Mr. Weaver all copies of the written materials that had been distributed concerning the Ad Hoc Committee's work and that they be retained by Mr. Weaver to the extent that there would be any future need to have access to them. The closed session was then adjourned for the day.

Saturday, June 2, 2001

Trustees Present: Robert Krinsky/Chair, Bruce Bedford, Monique Clague, Sandra Deming, Betty Fuchs, James Hall/Chancellor, Bill Hooper, Dan Kaplan, Jeff Kasch, Niels Lyster, Jim McDonald, Peggy McPhaden, Jack Merselis, Judy Palmer, Barbara Winslow, and Art Zucker.

Others Present: Various members of the ULC and David A. Weaver, University Legal Counsel.

The Board meeting continued at noon in closed session. The first item considered was Resolution 6.02.01:17 reading as follows:

> RESOLVED, that the President of Antioch College, or his designee, is hereby authorized to enter into a tenure relinquishment agreement with Professor , on the terms and conditions reviewed at this meeting with the Finance Committee; and
>
> RESOLVED FURTHER, that said agreement is authorized for the purpose of terminating 's rights to continued employment as a member of the Antioch College faculty, effective , 2001.
>
> RESOLVED FINALLY, that said agreement shall not establish any precedent or constitute any evidence of an early retirement policy applicable to any other member of the Antioch College faculty.

The motion was moved, seconded and unanimously approved.

The second item considered was resolution 6.2.01:18 reading as follows:

> RESOLVED, that upon the recommendation of the President of Antioch College, the Board of Trustees hereby confers the honorary title of Professor Emeritus upon Professors Dimitra Reber and Leonard Watts, effective as follows:
>
> Professor Dimitra Reber, effective May 1, 2001.
>
> Professor Leonard J. Watts, effective September 1, 2001.

The motion was made, seconded and unanimously approved.

Mr. Krinsky concluded the meeting by thanking Dr. Merselis and the Ad Hoc Committee and Fred Miller for superb work. He also thanked the members of the Board and the officers and other members of ULC for their cooperation and assistance. A particular note of gratitude was mentioned for the efforts of the Chancellor in the manner in which the meeting had been conducted and for his efforts on behalf of the University.

Respectfully submitted,

Barbara Winslow / lb

David A. Weaver, Acting
Assistant Secretary

Barbara Winslow, Secretary
approval via e-mail

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