

MINUTES OF SPECIAL MEETING
OF
BOARD OF TRUSTEES
OF
YOUNGSTOWN STATE UNIVERSITY

Tod Hall
Tuesday, July 19, 2016

Pursuant to the chairperson's call and notice duly given, a special meeting (the three hundred forty-sixth) of the Board of Trustees of Youngstown State University convened at 4:30 p.m., on Tuesday, July 19, 2016, in the Board Room in Tod Hall.

Five of the eight voting trustees were present at the meeting, to-wit: Mrs. Carole S. Weimer, chairperson of the board, who presided, Mr. Leonard D. Schiavone, Mr. James E. Roberts, Dr. John R. Jakubek, and Mr. Samuel W. Grooms. Voting trustees Ms. Delores E. Crawford, Mr. David C. Deibel, Dr. Charles R. Bush were absent. Also absent were student trustees Ms. Samantha Anderson and Mr. Allan Metz.

Also present were: Mr. James P. Tressel, President of the university; Mr. Neal McNally, Vice President for Finance and Administration; Ms. Holly A. Jacobs, Vice President and University General Counsel. In the absence of the secretary to the board of trustees, Mrs. Weimer maintained a record of the proceedings.

The chairperson called the meeting to order.

ITEM I – PROOF OF NOTICE OF MEETING.

Evidence was available to establish that pursuant to Article II, Section 2, of the board's *Bylaws*; notice of the chairperson's call for today's special meeting was timely provided to each of the trustees, the student trustees, and to the president.

ITEM II – DISPOSITION OF MINUTES FOR MEETING HELD JUNE 16, 2016.

The chairperson stated that disposition of the minutes of the board's regular meeting held June 16, 2016, would be deferred until the next regular meeting of the board.

ITEM III – REPORT OF THE COMMITTEES OF THE BOARD.

1. Finance and Facilities Committee

The chairperson recognized Mr. Schiavone who moved that the board of trustees enter executive session to consider the appointment, employment, dismissal, discipline, promotion, demotion and/or compensation of one or more university employees and to consider the purchase of property for public purposes, or the sale of property at competitive bidding. Dr. Jakubek seconded the motion. Thereafter the chairperson conducted a roll call vote on the motion

to enter executive session, the results of which are as follows (YES being a vote in favor of entering executive session):

Mrs. Weimer	YES	Mr. Schiavone	YES
Mr. Roberts	YES	Dr. Jakubek	YES
Mr. Grooms	YES		

The vote being unanimous in favor of the motion, the chairperson declared the motion carried and the board of trustees entered executive session in the Manchester Room at 4:40 p.m. Present in executive session were the trustees present at the meeting, Mr. Tressel, Mr. McNally, Ms. Jacobs, Mr. Christopher Wentz and Mr. Kevin Reynolds. While in executive session the board considered matters pertaining to the employment of an internal auditor. No action was taken in executive session. The board returned to public session in the Board Room at 5:40 p.m.

Upon returning to public session, the chairperson recognized Mr. Schiavone who moved that the board of trustees adopt the following resolution:

Resolution Appointing Internal Auditor

YR 2017-01

WHEREAS, the University's internal audit function has been outsourced since 2004; and

WHEREAS, since that time the accounting firm of Packer Thomas has provided excellent service to the University as its internal auditor; and

WHEREAS, for the last few years the Audit Subcommittee of the Finance and Facilities Committee of the Board of Youngstown State University has thoughtfully considered the manner in which the University's internal audit function may best be performed; and

WHEREAS, the Audit Subcommittee determined that the University's internal audit function would best be performed through the employment of a full-time internal auditor who would report directly to the Board of Trustees; and

WHEREAS, a search committee was formed composed of Board Chairperson Carole S. Weimer, Vice Chairperson Leonard D. Schiavone, Trustee James E. Roberts, and several senior University administrators; and

WHEREAS, after several months of soliciting and reviewing candidate qualifications, the internal auditor search committee has recommended to the Board of Trustees that it select Sarah Gampo, resume attached, as the University's internal auditor; and

WHEREAS, the Board of Trustees concurs with the internal auditor search committee's recommendation.

NOW, THEREFORE, BE IT RESOLVED, that Board of Trustees of Youngstown State University hereby appoints Sarah Gampo as the University's internal auditor, effective August 8, 2016; and

BE IT FURTHER RESOLVED, that University administration is authorized to take such actions as are necessary and appropriate to employ Sarah Gampo as the University's internal auditor on terms consistent with the position job description and candidate qualifications; and

BE IT FURTHER RESOLVED, that the Board of Trustees of Youngstown State University expresses its grateful appreciation to the firm of Packer Thomas and especially its principal members Mr. Phillip Dennison and Ms. Nicole Ferraro for their 12 years of service to the University and the Board of Trustees as the University's internal auditor.

Mr. Roberts seconded the motion. The trustees thereafter voted unanimously in favor of adopting the resolution and the chairperson declared the motion carried and the resolution adopted.

ITEM IV – COMMUNICATIONS AND MEMORIALS

The board considered no communications or memorials.

ITEM V – UNFINISHED BUSINESS

The board considered no unfinished business.

ITEM VI – NEW BUSINESS

The board considered no new business.

ITEM VII – CHAIRPERSON'S REMARKS

The chairperson offered no remarks.

ITEM VIII – TIME AND PLACE OF UPCOMING REGULAR MEETINGS

Upon motion duly made and seconded, which received the affirmative vote of all trustees present, the trustees resolved to set the following dates and times for the next regular meetings of the board to be held in the Board Room in Tod Hall:

3:00 p.m., Thursday, September 15, 2016

3:00 p.m., Thursday, December 1, 2016

3:00 p.m., Thursday, March 16, 2017

ITEM IX – ADJOURNMENT

There being no further business to come before the board of trustees, and upon motion duly made and seconded, the meeting was duly adjourned by unanimous vote of the trustees at 5:45 p.m.

Chairperson