

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

Tod Hall
Friday, January 11, 2013

Pursuant to notice duly given, a special meeting (the three hundred twelfth) of the Board of Trustees of Youngstown State University convened at 3:00 p.m., on Friday, January 11, 2013, in the Board Room in Tod Hall.

Ten trustees were present at the meeting, to-wit: Dr. Sudershan K. Garg, chairperson of the board, who presided, Mr. Scott R. Schulick, Dr. John R. Jakubek, Mr. Harry Meshel, Mrs. Carole S. Weimer, Mr. Leonard D. Schiavone, Ms. Delores E. Crawford, Mr. David C. Deibel, Mr. James B. Greene and Ms. Melissa M. Wasser. Mr. Joshua M. Prest was absent. Also present were Mr. Franklin S. Bennett, Jr., Secretary to the Board of Trustees and approximately 10 persons, including deans, members of the faculty, students, administrators, and members of the news media.

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 DECEMBER 12, 2012.

The chairperson stated that disposition of the minutes of the board's regular meeting held December 12, 2012 (#311) would be deferred to a future meeting.

ITEM III – COMMUNICATIONS AND MEMORIALS

The board considered no communications or memorials.

ITEM IV – UNFINISHED BUSINESS

The board considered no unfinished business.

ITEM V – NEW BUSINESS

The chairperson recognized Mr. Schulick who moved that the board of trustees enter executive session to consider the appointment, employment, dismissal, discipline, promotion, demotion and/or compensation of a president of the university. Mr. Meshel seconded

the motion. The chairperson requested the secretary to conduct a roll call vote on the motion, the results of which are as follows (YES being a vote in favor of entering executive session):

Mr. Schulick	YES	Dr. Jakubek	YES
Dr. Garg	YES	Mr. Meshel	YES
Mrs. Weimer	YES	Mr. Schiavone	YES
Ms. Crawford	YES	Mr. Deibel	YES
Mr. Greene	YES		

The vote being unanimous in favor of the motion, the chairperson declared the motion carried and the board entered executive session in the Manchester Room at 3:07 p.m. Present in the executive session were the ten trustees and the secretary to the board. While in executive session, the trustees considered matters pertaining to the employment of a president of the university. The board returned to public session in the Board Room at 4:40 p.m.

After returning to public session, the chairperson recognized Mr. Meshel who moved the adoption of the following resolution, which was read aloud by the secretary to the board:

Resolution to Appoint
Presidential Search Advisory Committee

YR 2013-30

WHEREAS, Dr. Cynthia E. Anderson recently announced her retirement as President of Youngstown State University, effective June 30, 2013; and

WHEREAS, identification and appointment of the president is the most important task to be undertaken by a university board of trustees; and

WHEREAS, to assist it in this important task the YSU Board of Trustees has identified a group of trustees, campus and community leaders that will serve as an advisory committee to the Board for the purposes of identifying, interviewing and recommending to the Board potential candidates for appointment by the Board as President of Youngstown State University.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby appoint the individuals listed in the attached Exhibit A to the Presidential Search Advisory Committee; and

BE IT FURTHER RESOLVED, that Board Chairperson Sudershan K. Garg shall be Chairperson of the Presidential Search Advisory Committee and that Dr. John R. Jakubek shall be First Vice Chairperson, that Scott R. Schulick shall be Second Vice Chairperson of the Presidential Search Advisory Committee, and that Franklin S. Bennett, Jr., shall be the Secretary to the Presidential Search Advisory Committee.

Mrs. Weimer seconded the motion. Following a unanimous roll call vote in favor of the motion, the chairperson declared the motion carried and the resolution adopted.

The chairperson recognized Ms. Crawford who moved the adoption of the following resolution, which was read aloud by the secretary to the board:

Resolution to Appoint
Presidential Search Consultant

YR 2013-31

WHEREAS, Dr. Cynthia E. Anderson recently announced her retirement as President of Youngstown State University, effective June 30, 2013; and

WHEREAS, identification and appointment of the president is the most important task to be undertaken by a university board of trustees; and

WHEREAS, to support it in this important task the YSU Board of Trustees has considered a number of consulting firms that are highly qualified in assisting university boards of trustees and president search advisory committees in their work, and

WHEREAS, the Board of Trustees has identified the firm of AGB Search, Inc., as its choice as consultant to the Board of Trustees in the presidential search process.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby appoint AGB Search, Inc., as consultant to the Board of Trustees in the upcoming presidential search process; and

BE IT FURTHER RESOLVED, that the Board Chairperson is authorized to execute on behalf of Youngstown State University a contract for consultant services upon terms and conditions to his satisfaction consistent with the proposal for services submitted by AGB Search, Inc.

Mr. Meshel seconded the motion. Following a unanimous roll call vote in favor of the motion, the chairperson declared the motion carried and the resolution adopted.

The chairperson recognized Mr. Schulick who moved the adoption of the following resolution, which was read aloud by the secretary to the board:

Resolution to Adopt
Board of Trustees' Charge to the
YSU Presidential Search Advisory Committee

YR 2013-32

WHEREAS, Dr. Cynthia E. Anderson recently announced her retirement as President of Youngstown State University, effective June 30, 2013; and

WHEREAS, identification and appointment of the president is the most important task to be undertaken by a university board of trustees; and

WHEREAS, the Board of Trustees has this day appointed a Presidential Search Advisory Committee to provide assistance and support to the Board in this most important endeavor.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby charge the Presidential Search Advisory Committee as follows:

Charge to the Presidential Search Advisory Committee

The Presidential Search Advisory Committee is an advisory committee to the Board of Trustees of Youngstown State University. The selection of the President will be made by the Board of Trustees.

In its work the Presidential Search Advisory Committee shall:

- 1. Consult with the Board of Trustees regarding desirable qualifications and characteristics of the next President of the University.*
- 2. Work with the search advisory firm selected by the Board, AGB Search, Inc., to create a timetable and process that will permit the selection of the next President not later than the Board of Trustees' meeting to be held June 12, 2013.*
- 3. Work with the search advisory firm selected by the Board of Trustees to search for, evaluate, screen and identify the best qualified candidates for further consideration by the Board, based on the qualifications and characteristics of the next President as may be determined by the Board.*
- 4. Conduct an active, national search to attract highly qualified applicants.*
- 5. Provide the Board of Trustees and University community with regular reports regarding the progress of the search.*
- 6. Not later than May 15, 2013, present to the Board of Trustees, without ranking, no more than five, nor less than three, candidates determined by the Committee to be best qualified to serve as President. The Board of Trustees will determine which of the candidates may be invited to campus for interviews.*

7. *Conduct the search and applicant review processes in accordance with Ohio's open meeting, public records and ethics laws. The Committee's consideration of individual candidates should be conducted in confidence to the extent permitted by these laws.*

8. *Youngstown State University is an equal opportunity employer and is committed to diversity in its hiring practices. The Committee will conduct its work in accordance with applicable law and University policy.*

9. *The Chairperson of the YSU Board of Trustees shall be the chair of the Presidential Search Advisory Committee and shall be the official and only spokesperson for the Committee.*

Dr. Jakubek seconded the motion. Following a unanimous roll call vote in favor of the motion, the chairperson declared the motion carried and the resolution adopted.

ITEM VI – CHAIRPERSON'S REMARKS

Dr. Garg provided the following remarks:

I am grateful to you for coming on a Friday afternoon for a very special and important meeting and also agreeing to serve on the Presidential Search Advisory Committee. The selection of a president is the most important task undertaken by a university board of trustees, and I am pleased to serve as chair of the search committee. We went through this process 3 years ago and those of us on the board at that time learned a great deal. I can assure everyone that this time again; the process will be thorough, rigorous, comprehensive, clean and honest. We have no favorites. Every individual, even if one of us, interested in the job must go through the search process. In the long run, we want the best and most competent individual who can guide the University through difficult financial times. With God's grace, I am certain we will succeed.

The Committee is an advisory one. Ultimately, the decision to select a president will be that of the board of trustees, where each of us will have one vote. Over the past three weeks, Scott, Jack, Franklin & I have done lots of homework. We believe that AGB Search consultants will do a fine job and will be asked to assist us in the process. All of the search firms with which we have spoken have told us that 4 to 6 months is an adequate amount of time to hire a president. All of us pledge that we will serve and work together for the good of the University. Thank you.

ITEM VII – 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., Wednesday, March 13, 2013
3:00 p.m., Wednesday, June 12, 2013
3:00 p.m., Wednesday, September 25, 2013

ITEM VIII – ADJOURNMENT

There being no further business to before the board of trustees, and upon motion duly made and seconded, the meeting was duly adjourned by unanimous vote of the trustees at 4:50 p.m.

Chairperson

ATTEST:

Secretary to the Board of Trustees