

CENTRAL MICHIGAN UNIVERSITY

BOARD OF TRUSTEES

March 15, 2024

Central Michigan University Board of Trustees
Mt. Pleasant, Michigan
March 15, 2024

Chair Todd J. Regis called the meeting of the Board of Trustees to order at 11:05 a.m. in the President's Conference Room located in the Bovee University Center.

Members present virtually: Chair Regis; Mr. Todd J. Anson; Ms. Regine C. Beauboeuf; Ms. Sharon L. Heath; Dr. Denise W. Mallet, vice chair; Mr. Isaiah M. Oliver; and Dr. Michael A. Sandler, vice chair.

Member absent: Mr. Edward J. Plawecki

Also attending in person: Dr. Robert O. Davies, president; Mr. John Danner, general counsel; Ms. Mary Jane Flanagan, chief of staff to the president and secretary to the Board of Trustees.

PUBLIC COMMENT RELATED TO AGENDA ITEMS:

Dr. Anthony Feig, faculty member, provided comments regarding the presidential search and executive compensation.

UPDATE ON PRESIDENTIAL SEARCH

Vice Chair Denise Williams Mallett, chair of the Presidential Search Advisory Committee, provided an update about the president search. WittKieffer has been hired as the search consultants for the search. Members of the Presidential Search Advisory Committee have been carefully selected and will be appointed at this meeting. Members of the committee and staff on the search have all been asked to sign a confidentiality agreement. A dedicated search website will be launched today and updated throughout the process. Besides the appointment of the search advisory committee members, other essential actions will be approved today to move the search forward.

REVISE PROCEDURES FOR SELECTION OF A PRESIDENT

It was moved by Trustee Mallett, seconded by Trustee Sandler, and carried that the following resolution be adopted as submitted.

BE IT RESOLVED, That the Procedures for Selection of a President as amended and dated March 15, 2024, to add one more member to the search advisory committee, are adopted.

When the Board of Trustees determines that a president is to be selected, the following procedures will be followed.

1. The chair of the Board will notify the following persons of its intent to conduct a presidential search:
 - a. Provost
 - b. Chairperson, academic senate
 - c. President, alumni association
 - d. President, student government association

2. The Board will appoint a university search advisory committee of no fewer than thirteen (13) and no more than twenty (20) members:
 - a. Four trustees elected by the Board, one of whom will be appointed search advisory committee chair by the Board Chair
 - b. Chairperson of the academic senate
 - c. Chairperson-elect of the academic senate (or, if the chairperson-elect has not yet been elected or is the current chairperson, the past chairperson of the Academic Senate)
 - d. An additional faculty member
 - e. One administrator
 - f. President, student government association (or vice president if the president will be leaving campus before conclusion of the search)
 - g. An additional student
 - h. President of the CMU Alumni Association
 - i. Representative from the Saginaw Chippewa Indian Tribe
 - j. A member of the general public
 - k. Up to seven additional people whose membership will help balance the committee may be appointed

3. At the time a presidential search is to be conducted, the Board will establish presidential qualifications, charge the search advisory committee, and establish appropriate procedures for the search.

Amended by CMU Board of Trustees: 24-0315.
Amended by CMU Board of Trustees: 24-0206.
Amended by CMU Board of Trustees: 09-0423.
Adopted by CMU Board of Trustees: 00-0112.

PRESIDENTIAL SEARCH ADVISORY COMMITTEE

It was moved by Trustee Mallett, seconded by Trustee Heath, and carried that the following resolution be adopted as submitted.

BE IT RESOLVED, That the following persons are appointed to serve as the presidential search advisory committee to assist the Board of Trustees in the selection of the next president of Central Michigan University. The appointments are pending their acceptance by signature of the Confidentiality Agreement.

1. Four trustees: Denise W. Mallett, chair
Todd J. Regis
Sharon L. Heath
Todd J. Anson
Trustee alternate: Michael A. Sandler

2. Chairperson of the Academic Senate: Tracy Davis

3. Chairperson-elect of the Academic Senate: Stephen Juris

4. Additional faculty member: Nizah “Nick” Hussein
5. Administrator: Paula Lancaster
6. President of the Student Government Association: Tyler Zimmerman
7. Additional student: Shana Kingma
8. President of the CMU Alumni Association: Scott Nadeau
9. Representative from the Saginaw Chippewa Indian Tribe: Todd Fridline
10. Member of the general public: Amy Perschbacher
11. Up to seven additional appointments:

Tangela Cheatham
Deb Gross
Mary Moran Hill
John Kulhavi
Stephanie Mathson
Penny Queller
Cedric Taylor

Appointed by CMU Board of Trustees: 24-0315

CONFIDENTIALITY AGREEMENT

It was moved by Trustee Mallett, seconded by Trustee Heath, and carried that the following resolution be adopted as submitted.

BE IT RESOLVED, That the following Confidentiality Agreement dated March 15, 2024, is adopted.

**CENTRAL MICHIGAN UNIVERSITY
2024 Presidential Search Advisory Committee
Confidentiality Agreement**

As a member of the Presidential Search Advisory Committee at Central Michigan University, I recognize that the success of the hiring process and the integrity of CMU depend on conducting searches in an impartial, ethical, and professional manner. In consideration of my designation as a member of this Search Advisory Committee, I hereby agree to the following terms:

1. I understand that the role of the Search Advisory Committee is to recommend candidates to the Board of Trustees. The ultimate decision as to who will be selected for the position rests with the Board of Trustees.
2. I commit to conducting myself in a professional manner throughout the entire search process.
3. I acknowledge the importance of making decisions and conducting myself in a manner free from bias

based on any individual's membership or perceived membership in a protected class or other non-job-related criteria. Central Michigan University is committed to diversity and inclusion, providing equal opportunity to all applicants irrespective of their race, color, creed, religion, national origin, sex, pregnancy, sexual orientation, gender identity/expression, age, genetic information, marital status, familial status, protected veteran or military status, disability, or any other classification protected by law.

4. I understand that all information regarding the candidate pool is highly confidential. I agree to maintain the confidentiality of any information about individuals who have expressed interest in the opening and/or applied for the position, including their names and qualifications. Furthermore, I agree to keep all information about the search process, including Search Advisory Committee discussions and any written information related to the search, confidential. This obligation extends before, during, and after the search is completed. I will only disclose information about the search process outside of the Search Advisory Committee if explicitly instructed to do so by the Board of Trustees or the Associate Vice President for Human Resources. I am aware that any breach of confidentiality could result in harm to the reputations and/or livelihoods of the candidates, the Search Advisory Committee, and Central Michigan University.
5. I understand that only the Search Advisory Committee Chair is authorized to speak on behalf of the Search Advisory Committee.
6. Upon the conclusion of the search, I agree to return all materials I have received, including any notes or correspondence created in relation to the search, to the Executive Search Consultant.
7. I understand that failure to comply with any provision of this agreement or to act in a professional manner may result in my removal from the Search Advisory Committee. Even in the event of my removal, all terms of this agreement remain applicable and binding.

Adopted by CMU Board of Trustees: 24-0315.
(Supersedes Confidentiality Agreement and Code of Ethics
last amended by the Board of Trustees on 15-0215)

CENTRAL MICHIGAN UNIVERSITY
2024 Presidential Search Advisory Committee
Confidentiality Agreement

I have read, understood, and agree to abide by all the terms of this Confidentiality Agreement as a condition of my service as a member of the Search Advisory Committee.

[Signature] _____

[Printed Name] _____

[Date] _____

AFFIRMATIVE ACTION STATEMENT

It was moved by Trustee Mallett, seconded by Trustee Sandler, and carried that the following resolution be adopted as submitted.

BE IT RESOLVED, That the affirmative action statement dated March 15, 2024, is adopted.

Affirmative Action Statement

The Board is committed to having an affirmative action search for the president of Central Michigan University. The Board will direct the search firm and the advisory committee to take all reasonable efforts to attract a diverse pool of candidates. Others are especially invited to nominate persons of color and women for consideration as candidates for the presidency.

The search for the president will be conducted on a national basis.

The Board has made every effort to assure that the search advisory committee includes diverse members.

The chair of the search advisory committee and the chair of the Board shall consult with the university affirmative action officer to assure that the selection criteria and the recruitment effort is nondiscriminatory and affirmative. At a minimum, the chair of the search advisory committee will consult with the affirmative action officer to review the proposed position announcement. Either the chair of the search advisory committee or the primary contact from the search firm, or both, will discuss the advertising or recruitment plans with the affirmative action officer before they are initiated to ensure that an affirmative action recruitment effort has been established. Prior to scheduling face to face interviews with candidates, the chair of the search advisory committee shall consult with the affirmative action officer concerning the candidates to be interviewed. Prior to making an offer of the position, the chair of the Board shall consult with the affirmative action officer concerning the final hiring recommendation.

Announcements of the vacancy in large display advertisements shall contain the following statement:

CMU, an AA/EO institution, strongly and actively strives to increase diversity and provide equal opportunity within its community. CMU does not discriminate against persons based on age, color, disability, ethnicity, familial status, gender, gender expression, gender identity, genetic information, height, marital status, national origin, political persuasion, pregnancy, childbirth or related medical conditions, race, religion, sex, sex-based stereotypes, sexual orientation, transgender status, veteran status, or weight.

(see Affirmative Action Statements | Office of Civil Rights and Institutional Equity | Central Michigan University (cmich.edu)).

All other announcements of the vacancy and advertisements for the position of president shall contain the following statement:

CMU, an AA/EO institution, strongly and actively strives to increase diversity and provide equal opportunity for all individuals, irrespective of gender identity or sexual orientation and including but not limited to minorities, females, veterans and individuals with disabilities.

(see Affirmative Action Statements | Office of Civil Rights and Institutional Equity | Central Michigan University (cmich.edu)).

Affirmed by CMU Board of Trustees: 24-0315.

Amended by CMU Board of Trustees: 15-0215.

Adopted by CMU Board of Trustees: 09-0423.

CHARGE TO THE PRESIDENTIAL SEARCH ADVISORY COMMITTEE

It was moved by Trustee Mallett, seconded by Trustee Sandler, and carried that the following resolution be adopted as submitted.

BE IT RESOLVED, That the following Charge to the Presidential Search Advisory Committee dated March 15, 2024, is adopted.

Charge to the Presidential Search Advisory Committee

The search advisory committee is an active seeker of nominations and applications from strong candidates for the presidency of Central Michigan University, including persons of color and women. The Board of Trustees will retain a national search firm, and the search advisory committee, through the search advisory committee chair, will coordinate with it on the recruitment process.

The search advisory committee and search firm will use the presidential profile developed by the Board of Trustees as the basis for vacancy notices and advertisements.

The search advisory committee chair is asked to meet with the affirmative action officer to review the elements of an affirmative search and the affirmative action officer's role. The Board has issued an affirmative action statement regarding the search process, a copy of which is attached.

No member of the search advisory committee shall be permitted to solicit information or take any action without the written authorization of the chair of the committee. Search advisory committee members will be asked to act as ambassadors to the university community in explaining the search process.

The search firm representative will meet with the search advisory committee to present and discuss applicants. Other applicants may be presented for further consideration by search advisory committee members.

Using the Board approved presidential profile, the search advisory committee will assess these applicants and identify likely candidates. The search advisory committee will conduct confidential interviews and then

develop an unranked list of most likely candidates. The search advisory committee will present the list of candidates to the Board, in confidence and unranked. The Board is very interested in the search advisory committee's assessment of the most likely candidates, but the search advisory committee is not empowered to eliminate any individual from consideration.

The Board will conduct further due diligence to fulfill its responsibilities.

The Board considers all applications and nominations confidential. Confidentiality for nominees and applicants is extremely important. The Board believes confidentiality of the names of candidates and information developed about them and their employing institutions is necessary to attract high quality finalists, to avoid putting their current positions in jeopardy, and to protect Central Michigan University's integrity. The search advisory committee will be required to conduct its meetings and deliberations consistent with this commitment. Each member of the search advisory committee will sign an Agreement to Confidentiality and a Code of Ethics, a copy of which is attached.

Additional responsibilities of members of the search advisory committee include providing overall fiduciary duty to the university, aligning around the final candidate selection, and working to promote the transition to a new president.

Amended by CMU Board of Trustees: 24-0315.

Amended by CMU Board of Trustees: 15-0215.

Adopted by CMU Board of Trustees: 09-0423.

PUBLIC COMMENT ON ANY ITEM/MATTER NOT LISTED ON THE AGENDA: None

CLOSING COMMENTS: Chair Regis expressed his gratitude to Trustee Denise Williams Mallett for her time and expertise. The Chair commented that the members of the Presidential Search Advisory Committee were chosen carefully and the committee size was increased to 20 members to be more inclusive.

ADJOURNMENT

The meeting adjourned at 11:29 a.m.

Mary Jane Flanagan
Secretary to the Board of Trustees

Todd J. Regis
Chair, Board of Trustees