

Meeting Minutes
Governance Committee
Slippery Rock University Council of Trustees

Tuesday, November 19, 2024

1:00 p.m. – 2:00 p.m.

Via Zoom

The Council of Trustees of Slippery Rock University of PA held a Governance Committee meeting on Tuesday, November 19, 2024, beginning at 1:00 p.m., via Zoom. There was no physical location on the Slippery Rock University campus for this meeting.

Attending: Trustee Dr. Elise Michaux, Trustee Angele Stobener, Trustee Jeffrey Smith, Trustee Domenic Ionta, Trustee Robert Taylor, President Karen Riley, Trustee Dr. Alfonso Angelucci, Trustee Matt Lautman, Chief Counsel Karen Romano

Absent: Trustee Joshua Young

The purpose of the Governance Committee meeting was to:

- 1) Review the current SRU COT Bylaws and deliberate on proposed amendments to the current bylaws as proposed by Trustee Smith.
- 2) Review the current committee structure and align our focus as a Board to support the strategies as established in the four pillars of the Slippery Rock University Strategic Plan, The First Choice.

The public was invited to participate in the meetings via Zoom by registering at https://sru.zoom.us/webinar/register/WN_4IEBxRHeTn6H4zziNNc6Pg#/registration
Or by phone: (301) 715.8592 ID: 920 7906 6294

Governance Committee Chair Michaux called the meeting to order and reiterated the purpose of today's meeting. 1) to review the current SRUCOT bylaws and deliberate on proposed amendments to the current bylaws as proposed by Trustee Smith and 2) to review the current committee structure and align our focus as a board to support the strategies established in the four pillars that are part of the SRU strategic plan.

Chair Michaux recognized Trustee Smith to have the floor and address the first item on the agenda for today's meeting.

Trustee Smith shared that he did not have the exact verbiage in front of him. "However, currently, the way the bylaws read, we do allow people to participate in the meetings via electronic means, telephone, zoom, whatever, provided that everybody can hear the person, and that person can hear everyone. This (revised verbiage) simply strengthens that a bit to the point where it's you need to be present from the time of motion is introduced through the discussion until the vote is taken If you choose to participate in the vote."

Trustee Smith shared that this is simply a matter of courtesy. "if you're going to vote on an issue, it's just common courtesy to your fellow trustees to listen to their views and opinions. And without this, if you just call in to a vote, it's a bad look because it may make people think that a lot of the

discussion is happening behind the scenes. If you don't hear the discussion, how else would you know, unless you talk to somebody previously? So that's why I just think it's not a big deal, but I think it is important if only for appearances and that's it.

There was overall discussion from members as to what constitutes a member being present. How do we handle the need for a restroom break? Take a recess? What if someone leaves the room, does the member then come back and vote on the motion on the floor.

Trustee Stoebener added that she was in agreement with executing good board practices in accordance with Robert's Rules of Order to ensure a well conducted meeting. She further added that she does not think we have to formally document it [such language] in the bylaws, but it certainly is a good practice and respectful to our other trustees to be present for the discussion during a motion.

Trustee Taylor offered that there doesn't seem to be an issue of being present to vote. "If you're not present, you're not present. If the chairwoman wants to exercise her discretion to hold the meeting until all parties that were in the room returned to the room, that clearly is her prerogative." Trustee Taylor offered tightening the language a bit that includes some type of verbiage that requires whoever is on the phone and casting a vote has to do it through the State System and Slippery Rock University provided technology. "I thought it was ridiculous that the president had to go call on her cell phone to whip up a vote that she needed. I don't know if it was in June or in September, but these are recorded sessions. And to have somebody come on the phone, the president's cell phone, in order to cast a vote is, I think that is a violation of protocol and maybe a violation of Robert's Rules. None of us could hear what was being said over the president's cell phone when she registered a vote from one of the board members that was calling in on her cell phone, not on the State System's provided technology."

Discussion ensued to revise the language in the SRU COT Bylaws that is legally correct, meets the needs of the Board to cast votes that everyone can hear and agreeing on what constitutes "appropriate technology."

Trustee Smith shared the revised language to the full board for review and further consideration for approval at the next Governance Committee meeting scheduled December 5, 2024, 4:15 – 5:15 p.m., Alumni House and via Zoom. The language circulated to the full Council meets the ten-day requirement under Sunshine Law. The item will be placed on the December 5 Governance Committee agenda for further deliberation.

The second item addressed was a review of the current committee structure to align the Board's focus to support the strategies as established in the four pillars of the Slippery Rock University Strategic Plan, The First Choice.

Trustee Michaux asked Trustee Stoebener to address this item a bit further for the Board's edification.

Chair Stoebener: "One of the things that Dr. Riley and her team has really focused on over the last year and we've all seen is the addition of our University Strategic Plan. And as trustees, you know, one of our roles is to be able to support her as well as the university in these efforts. So, I thought if

we could take a look at how our committees structure was set up, perhaps we could align it with some of the strategies from the four pillars to help support Dr. Riley and her team.”

Trustee Ionta suggested that perhaps it would make sense to form a special committee to deal with the strategic plan. “And you have the right to establish that committee because every time you do a strategic plan, you don’t want to necessarily reorganize committees. But if we had one committee, on chairperson to work with Dr. Riley, then I think that would be a good way to handle it.”

Trustee Stuebener: “We could certainly form a special committee to work on the strategic plan. My understanding, and this was from talking with Randy [PASSHE Deputy Chancellor Dr. Randy Goin] who’s going to be joining us for a mini workshop at our December meeting, is that we can continue to evaluate what our committee structure is to bring it current to work with our President. And since we have implemented and rolled out this brand-new strategic plan, some of the pillars are aligned closely already with our committees. So, we could even go as far to change the committee names for each pillar if we would choose to do so. But Dom, I do appreciate the idea for the special committee.”

Trustee Ionta: “Karen, what’s your feeling on this, because you are the key player on this project.

President Riley: I’m really okay either way. So, this was something that, that actually came from Elise and Angele in an effort to, I think streamline the process a little bit, make sure that we were all kind of moving in the same direction. And you know, I applaud that kind of thinking. And I’m open to either way. I would say, Dom, to your point, the con of this would be, you know, when the strategic plan ends, then what happens to the committee structure? And do we go back to something else? The pro to this is that there’s ownership within each one of the pillars for active participation. So, I think one of the things that we’ve talked about is how to, I don’t know if optimizing is the right word, but perhaps garnering the expertise and thinking of our Council of Trustees. And so does alignment with a particular pillar allow each of the trustees to really use their expertise in a way that advances what we’re trying to do at the university level. You know, you have all talked about, and I think maybe Butch more so than some others about the importance of the strategic plan being a working and living document.

And that the only way for it to be successful is if we all are again pulling in the same direction and that it’s not a plan that then sits up on the shelf. And I think we’ve worked hard to ensure that that’s what’s happening here. So, I think that it was a great idea to maybe not to change the names or anything like that, but the alignment might allow the trustees to feel and to lend their expertise to advance the plan in a way that I don’t know that any of the other PASSHE schools are doing. But I think it’s really creative quite frankly, and very innovative.

Trustee Ionta: “And maybe the chair of each committee could serve on the special committee. So that might be a good way to go. But I’m open, either way is fine with me.”

Trustee Lautman: “So, Angele, Elise, you’ve thought about this. I’d like to hear your ideas about how this might look.”

Trustee Stuebener: So, the biggest one that I saw as an area of opportunity for our council had to with our advancement committee, right, which I believe is Pillar 4. So, the commitment to financial sustainability and resource stewardship, right? So, finding ways event within the committee meeting itself or adding a bullet point underneath of each committee structure to pull in a couple of

the key points. Dom had a very good point that when the strategic plan ends, we don't want to have to redo everything, but more so, it would just be merging goal strategies under each committee. I really want this to be a group effort, not just one person saying what we are doing, but thinking about how each committee would be good for what pillar. Something like that.

Trustee Stoebener: "This wouldn't be something causing us to amend bylaws, but rather work into our committee discussions. This is us taking ownership of that and making sure that we're addressing it in our committees and that kind of make sense."

Trustee Angelucci: I love the idea of keeping it [the strategic plan] alive, and not just sitting on a shelf. My only caution, and I respect what Dom is saying around committee structure. My caution is to not cause more work for Dr. Riley. To attend another meeting or attend another committee meeting. She has enough to attend to and I just don't want to create another committee or meeting that she has to attend, that's all.

President: I think subsuming them in the existing committees allows for the continuity of discussion, allows for optimization of the expertise of the council members, builds that alignment. So, I think these are really, really great ways of thinking about it.

Trustee Smith and Trustee Ionta were both in agreement that there is no reason to amend the bylaws to address this work.

Following additional comments, it was determined that Council will work collaboratively to align our existing committees to the strategies established in the four pillars of the Slippery Rock University Strategic Plan, The First Choice.


Trustee Michaux acknowledged and thanked Chief Counsel Romano for joining us today. "This was good discussion, and I appreciate everyone's time and participation. Thank you."

Trustee Ionta, on behalf of the Council and everyone present, took special time to congratulate Trustee Elise Michaux, now **Dr. Elise Michaux** who successfully defended her dissertation recently.

We are all very proud of you, **Dr. Michaux!**

With no more university business to address, the Governance Committee adjourned at 1:55 p.m.

Respectfully submitted,


Tina L. Moser, administrative liaison to the SRU Council of Trustees