

**Executive Committee Meeting
September 8, 2017**

Minutes

Present: M. Bridges, D. Fecher (not present; participated by teleconference) A. Goyal, G. Ramos

Guests: L. Chan, T. Doom, D. Kimpton, C. Schrader

Dr. Goyal called the meeting to order at 3:00 p.m. and read the conflict of interest statement.

Executive Committee Responsibilities

Mr. Fecher, chair, lead the discussion on the responsibilities of the newly created Executive Committee. The Wright State University Executive Committee creation and duties are outlined in the Wright State University Board of Trustees Bylaws as follows:

An executive committee may be created and shall be composed of at least four members of the board appointed by the chair and approved by the board. This committee shall have broad powers to act in all matters not deemed by the chair of the board and the president of the university as of sufficient importance to command the immediate attention of the whole board. All acts of the executive committee shall be subject to approval by the board, except those wherein the board has delegated to the executive committee full power to act for the board.

There may be some future revisions to this charge as the Trustees' Bylaws are currently under review with plans for updating. Key reasons for having an Executive Committee include timeliness in handling matters that develop or arise between board meetings and the Executive Committee's ability to act without convening a full board in certain situations.

Membership of the Executive Committee includes the Board Chair, Vice Chair, Secretary, and Immediate Past Chair with University support from the Secretary to the Board of Trustees.

Executive Committee Goals for 2017-2018

Mr. Fecher outlined some goals for the Executive Committee to consider undertaking for the 2017-2018 academic year. These include:

- Recommend to the full Board a list of the goals and objectives for the University President's achievement in 2017-2018.
- Develop and implement a formal performance assessment methodology for Wright State's President. In the past, the University President received a formal review in

December, but with Dr. Schrader's start date of July 1, 2017, her yearly review would be accomplished by June 30, 2018.

- Develop and recommend a Board policy on University purview employees. Purview employees under this goal are employees whose position, by nature, exposes the University to a higher reputational risk; for example, a football coach, basketball coach, provost or president. Except for the President, none of these employees report to, or are managed by, the Board. However, part of the Board's duties is to manage and oversee risk and having a list of those purview positions could help in the development of policies for managing and mitigating risks.
- Develop presidential compensation recommendations for full Board consideration. Permanently delegate this duty to the Executive Committee instead of with an ad hoc committee formed as needed.

There was discussion about the difference between executive bonus and executive incentives. Wright State uses executive incentives which are based upon previously agreed upon goals and performance levels and represent a portion of salary at risk.

A question was raised about purview employees and where final decision making authority lies. If a disagreement arises concerning a decision and the Boards position, what is the final determination on disagreement remediation?

- **Executive Session**

Dr. Goyal requested the Executive Committee enter in to Executive Session to discuss personnel matters.

The Executive Committee, by majority vote, elected to go into Executive Session at 3:10 p.m. in the Wright Brothers Room, Student Union.

The following Committee members were present:

Present

Michael Bridges
Anuj Goyal
Grace Ramos

Absent

Douglas Fecher (Phone in)

Other Trustees in Attendance: none

RESOLUTION 18-6

RESOLVED that the Wright State University Executive Committee of the Board of Trustees agreed to hold a Special Executive Session on Friday, September 8, 2017; and be it further

RESOLVED that pursuant to the Ohio Revised Code 121.22 (G), the following issues may be discussed in Executive Session:

- Personnel Matters

Dr. Goyal moved for approval. Mr. Bridges seconded, and the motion was unanimously approved by roll call vote.

The Building and Grounds Committee adjourned Executive Session at 4:12 p.m.

The Executive Committee meeting was adjourned at 4:12 p.m.

Respectfully Submitted,
Deborah Kimpton