1. **CALL TO ORDER**
   At 7:02 p.m., the Special Meeting of the Board of the College of DuPage Board of Trustees was called to order by Chairman Birt.

2. **ROLL CALL**
   Present: Student Trustee Omar Escamilla, Trustees Erin Birt, Katharine Hamilton, Dianne McGuire, Allison O'Donnell, Kim Savage, and Joe Wozniak. Trustee Nancy Svoboda was present by telephone.

   Also Present: President Dr. Robert L. Breuder, Legal Counsel Kenneth M. Florey of Robbins Schwartz, staff members, representatives of the press and visitors. (Minutes prepared by Erin Carrillo, Administrative Assistant, Office of the President.)

3. **AGENDA**
3. A. Approval of Agenda. Chairman Birt called for a motion to approve tonight’s Agenda. Trustee McGuire moved, Co-Vice Chairman Wozniak seconded the motion.

   Chairman Birt asked Secretary O'Donnell to please call for a vote to approve the Agenda. On voice vote, Student Trustee Escamilla, Trustees Birt, McGuire, O'Donnell, Savage, Svoboda (by telephone) and Wozniak approved the Agenda for the Special Board Meeting of January 22, 2015. Vice Chairman Hamilton voted no. The motion carried.

   Chairman Birt asked Attorney Florey to state the purpose of the meeting.

   Attorney Kenneth M. Florey spoke regarding the purpose of the Special Board Meeting which was to clarify Secretary O'Donnell’s request to "call the question" for Item 9.B.4) at the January 22, 2015 Board Meeting. After review of the January 22, 2015 Board Meeting video, it was his opinion that the Board properly voted on the contract. Thus, the intention of tonight’s meeting is to clarify that it was the Board’s intention to vote 6-1 to approve Dr. Breuder’s Fourth Addendum to his employment contract.
4. PUBLIC COMMENT
Chairman Birt announced that due to the number of people who wish to comment, the Board will hear comments until 8:30 p.m. The Board will then move on with the Agenda and then go back to public comments and reminded those present that there is a three (3) minute time limit for all public comments.

The following individuals spoke regarding the President’s Employment Contract:


Stephanie Torres made an appeal for decorum and respect.

At 8:59 p.m. Chairman Birt called a motion to take a brief break. Trustee Savage moved and Trustee Svoboda seconded the motion. Secretary O’Donnell called a voice vote. On roll voting aye: Student Trustee Escamilla, Trustees Birt, Hamilton, McGuire, O’Donnell, Savage, Svoboda and Wozniak. Motion passed.

At 9:15 p.m. meeting reconvened. Chairman Birt asked Secretary O’Donnell to call the roll.

Present: Student Trustee Escamilla, Trustees Erin Birt, Katharine Hamilton, Dianne McGuire, Allison O’Donnell, Kim Savage, Nancy Svoboda (by telephone) and Joe Wozniak.

5. FOURTH ADDENDUM TO THE COLLEGE PRESIDENT ROBERT L. BREUDER’S EMPLOYMENT CONTRACT.

Chairman Birt asked attorney Kenneth M. Florey to read the item to be voted on.

“For the past nine months, the College and Dr. Breuder have been discussing the terms and conditions for Dr. Breuder’s retirement that would serve the mutual best interests of the College and Dr. Breuder and to provide for an orderly transition of the business of the College. Dr. Breuder’s career spanning forty-five years is highlighted with his service as an advisor to various higher education providers, his authoring numerous professional publications, his public speaking at various professional meetings, his memberships on various Boards of Directors, his recognitions by various organizations for his leadership such as the Illinois Senate for 32 years of leadership in community colleges, and his designations as a distinguished alumnus of both of his alma maters, the University of Albany and Florida State University.”
Beginning his tenure at College of DuPage in January 2009, Dr. Breuder has led a host of initiatives to strengthen the institution. The College added nearly 70 new programs of study, significantly strengthened its financial position and completed $550 million in campus improvements. In 2010, he led a successful $168 million referendum during the height of the Great Recession.

The Fourth Addendum to College President Robert L. Breuder’s Employment Contract a copy of which is attached (“Addendum”) will set an early retirement date for Dr. Breuder of March 31, 2016 rather than June 30, 2019, the end of his current employment contract. In exchange for Dr. Breuder agreeing to end his employment contract earlier than the current June 30, 2019 completion date, the College will (1) upon Dr. Breuder’s retirement, pay him a lump sum payment of $762,867.77; (2) upon Dr. Breuder’s retirement, he will receive the retirement benefits provided to all administrators as set forth in the College of DuPage Senior Management Team; (3) the Board will install a sign on the Homeland Security Education Center consistent with the Board’s action on May 7, 2013, naming the building in Dr. Robert Breuder’s honor; (4) the Board will grant Dr. Breuder an exception and name Dr. Breuder with “Emeritus” status upon his retirement; (5) Dr. Breuder will receive no compensation, insurance, or other benefits from the College after March 31, 2016 outside of this Fourth Addendum and the Benefits Summary; (6) Dr. Breuder agrees to assist the College in recruiting qualified permanent replacement candidates for the positions of Interim College President and College President for the College. Such assistance shall include, but will not be limited to, identification of qualified candidates, assisting the College in assessing the qualifications of candidates and, pursuant to the direction of the Board, communicating with candidates; (7) the Addendum contains a restriction on Dr. Breuder’s hiring any College staff; and (8) The Addendum provides that the indemnification provisions contained in Dr. Breuder’s Employment Contract shall continue to apply through the Retirement Date and shall survive the termination of the Employment Contract, including the termination of the Fourth Addendum.”

Chairman Birt entertained a motion that the Board of Trustees approve the Fourth Addendum to the College President Robert L. Breuder’s Employment Contract. Trustee McGuire moved and Co-Vice Chairman Wozniak seconded.

Trustee Savage stated that Dr. Breuder’s contract was a legacy left from a previous Board and explained that they must uphold it. She indicated that the naming of the Homeland Security Center was voted on in 2013 at which time she voted no. She indicated that she is proud of what she has done and what the Board has done.

Chairman Birt asked Attorney Kenneth M. Florey to expand on the comments regarding “secrecy”.

Kenneth M. Florey said that the Illinois Open Meetings Act contains several exceptions that allows the Board to meet in closed session to discuss matters that are properly handled outside of the Open Meeting. The most important of these exceptions involves personnel matters. The reasoning is sound, it protects the Board’s ability to negotiate and discuss in private matters of employment that may or may not result in any action by the Board. This
same exception is used in collective bargaining agreements or other employment contracts and Boards have discussions regarding these documents until an agreement has been reached by the parties and upon an agreement being reached that document, that contract, can then be presented to the public. All of these have sound business and public policy reasons for negotiations in a closed session and then bringing the contract to the full Board and the public for approval in Open Session which occurred with the current matter.

Trustee Svoboda stated that if she did not care about COD and all of the decisions made she would not be sitting in her car for 2 ½ hours participating in the Board meeting. Everything she does and all the decisions she makes, all the investigations are in the interest of the College, the constituents, including the people of the community, the students, the employees.

Chairman Birt stated that she would echo those comments by Trustees Savage and Svoboda. The Board worked very hard at this and the Board took into consideration trying to quantify his salary and benefits which would amount to approximately a year and a half of what we felt we were contractually obligated to pay.

Trustee Svoboda asked the Chairman to hear the motion again.

Chairman Birt repeated the motion to approve the Fourth Addendum to College President Robert L. Breuder’s Employment Contract, as described during this meeting.

Chairman Birt asked for additional comments or questions and after seeing and hearing none, asked Secretary O’Donnell to call the roll. Student Trustee Escamilla’s preference is for the motion. On roll call voting aye: Trustee McGuire, Secretary O’Donnell, Trustees Savage and Svoboda (by telephone), Co-Vice Chairman Wozniak and Chairman Erin Birt. On roll call voting nay: Vice Chairman Hamilton. Motion passed.

6. GENERAL PUBLIC COMMENTS
Chairman Birt announced that the Board would hear the remainder of the public comments.

The following people spoke about the President’s Employment Contract:

Mark Msiorowski, Bobby Kaye, Bill Alrich, Mark Kmieciak, Bill Graham, Mary Pekos, Steve Johnson, Louise Handel, Claudia Freed, Katherine Cornell, Frank Falesch, Ed Franckowiak, Duane Bradley, Brian Lambert, Bruce Mabe, Georgia Zacowiaak, Ross Maky, John Kraft, Kirk Allen, Jan Shaw, Roger Kempa and Ron Williams.

Rose Johnson complimented President Breuder regarding the 3 + 1 Criminal Justice program and other opportunities the College offers.

7. ANNOUNCEMENTS:
The next Regular Board Meeting is scheduled for Thursday, February 19, 2015.
8. **ADJOURN**

At 10:31 p.m., Chairman Birt noted that, if there was no further business to come before the Board, she would entertain a motion to adjourn. Trustee McGuire moved, Trustee Savage seconded, that the Special Board Meeting adjourn. On voice vote, the motion carried unanimously.

By: [Signature]
Allison O’Donnell, Secretary

Approved: February 19, 2015

By: [Signature]
Erin Birt, Board Chairman