

**MINUTES OF  
THE BOARD OF TRUSTEES OF GOVERNORS STATE UNIVERSITY SPECIAL  
MEETING OF THE COMMITTEE OF THE WHOLE**

A special meeting of the Committee of the Whole of the Board of Trustees of Governors State University (the “Board” and “GovState,” respectively), an Illinois body politic and corporate, was held in person and via audio-videoconference at GovState’s University Park Campus in Engbretson Hall on December 5, 2025, beginning at approximately 9:00 am. The purpose of the meeting was to conduct the business described in the agenda posted for public notice before 9:00 am on December 3, 2025, in accordance with Section 2.02 of the Illinois Open Meetings Act. 5 ILCS 120/ *et seq.* Before the meeting, each Trustee received books with materials corresponding to the action items, a copy of which is maintained with the Board records.

**I. MEETING DETAILS**

Meeting Chair: James Kvedaras

Minutes Recorded By: Therese King Nohos, General Counsel

**II. ATTENDEES**

Chair Kvedaras confirmed a quorum was present given the presence of the following Trustees:

- James Kvedaras, Trustee and Chair;
- Stacy Crook, Trustee and Vice-Chair;
- Brett Porter, Student Trustee;
- Frances Pao-Han Kao, Trustee;
- Judith L. Mitchell, Trustee; and
- Angelica Zuniga, Trustee.

President Joyce Ester, Ph.D., *ex-officio* Board member and chief executive officer of GovState,

- William Davis, Vice President, External Affairs;
- Paul McGuinness, MA, Vice President for Student Affairs and Enrollment Management;
- Therese King Nohos, JD, Vice President, General Counsel;
- Patricia O'Neal, Executive Assistant to the President;
- Joi F. Patterson, PhD, Chief of Institutional Engagement and Excellence; and
- Beverly Schneller, PhD, Vice President, Provost and Chief Academic Officer.

Mr. Joshua Sopiartz (Faculty Senate President), Ms. Susie Morris (Civil Service President) and Mr. Sean O'Brien (Student Senate President) were present as well.

### **III. ABSENCES**

- Karen Nunn, Trustee and Secretary
- Anibal Taboas, Trustee

### **IV. CALL TO ORDER**

The meeting was called to order by James Kvedaras, Chair at approximately 9:00 am.

### **V. PUBLIC COMMENTS**

Michael Hart, President UPI

### **VI. CHAIR'S COMMENTS**

Chair Kvedaras noted that, as we get into the end of this calendar year, not academic year, it's a good time to reflect on what we've done this past calendar year, it has been monumental. In terms of the university's existence and its further development. He noted, we saw the retirement of our former President, may she rest in peace. In a smooth transition to Dr. Ester who has been hitting the ground running. He noted each one has an obligation to do their little part to make the whole better. That's what the Board of Trustees is committed to doing, he added. Working with the President's office on a regular basis to make sure we're all lockstep with that. Noting we are all strong when we are working together. Chair Kvedaras noted we look forward to the new challenges that 2026 is going to bring, the academic year and throughout the rest of the calendar year, he added rest assured your board is here to do what is always best for the University and all matters brought before us.

## **VII. LAND ACKNOWLEDGEMENT STATEMENT**

Trustee Porter read the University's land acknowledgement statement.

## **VIII. APPROVAL OF PROPOSED AGENDA AND MEETING MINUTES**

Chair Kvedaras asked for a motion to approve today's agenda. Trustee Gao so moved, seconded by Trustee Crook. The motion passed unanimously. Next, Chair Kvedaras asked for a motion to approve the meeting minutes of the October 27<sup>th</sup> Committee of the Whole meeting. Trustee Crook so moved, seconded by Trustee Zuniga. The motion passed unanimously.

## **IX. INFORMATION ITEMS**

First, Mr. Josh Sopiartz, President of the Faculty Senate, shared with the Board that, the Senate and its standing committees have concluded their regular meetings for the Fall semester. He noted there was one meeting left, and it's a special meeting with President Ester on December 18<sup>th</sup>, 2025. The Faculty Senate he noted will resume their regular meetings on January 22, 2026. The end of the term marks the end of service for Emeritus Senator Dr. Barbra Winke. Mr. Sopiartz noted she is a Senate past President with a lengthy service record at GovState and sad she is leaving, but excited for her and wish her the best. Mr. Sopiartz noted they were excited to welcome Dr. Catherine Timko, who will be taking over as the Emeritus Senator. One other roster note, Mr. Sopiartz noted Dr. Novia Pagone from the College of Arts and Sciences will be going on sabbatical leave during the Spring Semester. The current Chair of the university curriculum committee is Dr. Liam Lanigan. He is also from the College of Arts and Sciences, who will be taking Dr. Novia Pagone's spot noted Mr. Josh Sopiartz for Spring. Dr. Steven Sharp he noted from the College of Education and Human Development, has accepted the invitation to join the VP for Student Affairs and Enrollment Management search committee. Mr. Sopiartz noted a new initiative the Senate has been doing, they include student presentations at their meetings. They've had the drone engineering club, Kaleidoscope community council. Last month he noted they had theater and dance performances from TAPS students at Sherman Hall. Mr. Sopiartz thanked Chair Kvedaras for his interest in the Senate, for being there and for his generous donation to the drive they had going on that day. They were able to collect six to seven boxes full of food and hygiene items that they donated to the GSU food pantry.

Next, Civil Service President, Ms. Sussie Morris, noted that on November 3<sup>rd</sup>, Civil Service Senate hosted a townhall meeting with President Ester. A great majority of the questions and discussions covered investing more into civil service, professional endeavors, training, professional development and growth. Considering shared governance, ensuring Civil Service professionals are invited to discussions continuously, remote work, the state of the university's budget and employee tuition waivers. Ms. Morris noted that President Ester and her will be meeting monthly to continue in the light of shared governance. On January 9<sup>th</sup>, 2026 Civil Service will host its Annual Civil Service Day. She noted this is a time for GovState Civil Service professionals to come together to appreciate and celebrate the many accomplishments, hard work and contributions not only to civil service senate but to the university at large. Civil Service Senate continues to meet on the second Wednesday of each month, working hard throughout our campus, serving our students with excellence.

Ms. Morris reported that the Civil Service Senate now has a full senate consisting of 24 Senators. She thanked the administration and Board of Trustees for their support and additionally her Civil Service colleagues.

Next, Student Senate President Mr. Sean O' Brien, reported that as the Fall semester wraps up, he is pleased to share that it has been a successful and productive term for the Student Senate. He noted they are already preparing for the Spring semester with the Student Senate retreat scheduled for January 2026, where they will set goals, review progress and continue developing student centered initiatives. The Student Senate dates have been confirmed, Mr. O' Brien noted that they will meet the second Tuesday of each month in February, March and April at 1:00 pm in Engbreston Hall. Overall, he noted it has been a great semester, and they are excited to carry this momentum into the New Year.

Next, Vice President of Student Affairs and Enrollment Management Mr. Paul McGuinness On and Off Campus Temporary Housing. Mr. McGuinness noted that the housing initiative has two components. One is the continued Off-Campus housing and the other is the possibility of temporary housing On Campus. He noted they have looked at and researched different options. Some of those options through the procurement code allow GSU to either go or not go out to bid. Mr. McGuinness noted they are working with Counsel and think they are getting closer to an opportunity that would benefit the university and the students for hopefully this Fall. So, the backup

plan would be a larger-off campus solution.

Next, Chief Financial Officer Ms. Villalyn Baluga discussed the proposed regulation regarding reserves. She noted that this regulation is not just about procedure but it's about protecting the financial strength of Governors State University, ensuring GSU's resilience in the face of uncertainty and positioning us to be ready for the future with confidence. Ms. Baluga noted that the proposed regulation is to set a minimum threshold of 25% of annual operating expenses, so that is approximately 3 months of operations. If reserves fall below the threshold, a replenishment plan must be developed within 12 months with Board approval. That ensures accountability and swift action. Ms. Baluga outlined four areas that reserves shall be utilized for, capital, debt service, strategic initiative and emergency. Ms. Baluga noted that the responsibility for reserve compliance begins with the Chief Financial Officer in partnership with the Office of Budget and Financial Planning who oversees reserve management. She noted, this is not the responsibility of one office alone. It is a university-wide responsibility. So fiscal managers across all areas are accountable for compliance within their units. Chair Kvedaras after the presentation asked where the university was in terms of its unrestricted reserve fund balance right now? Ms. Baluga noted 19 million. She noted that during the October 27 Board meeting when she presented the budget to actual report for fiscal year 2025 an audited, she presented 17.8 million unrestricted reserves. She noted due to new liability accounting standards they were required to make that assessment. In explaining the new reserve number, she noted that, because we are earning our Sick Leave more than our usage, we ended up reversing that 1.4 million of liability. So, from that 17.8 million GSU is up to 19.2 million unrestricted reserves. She noted that it is about 2 and a half months of reserve.

## **X. PROPOSED ACTION ITEMS**

The Board then was presented with and discussed the following action items consistent with the Agenda:

- First, Mr. Charles Pustz, AVP FOR Information Technology presented Resolution 26-22 regarding approval of Contract for Cybersecurity in Excess of \$250,000.
- Second, AVP for Facilities Development and Management presented Resolution 26-23, regarding approval of Easement affecting University Real Property.
- Third, Provost and Vice President for Academic Affairs Schneller presented

Resolution 26-24 regarding approval of Associate Professor Emeritus status for Timothy W. Pedigo..

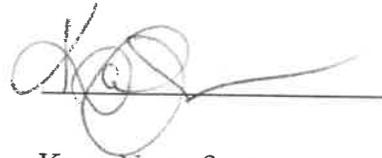
**XI. ADJOURNMENT**

There being no other old or new business, Chair Kvedaras then asked for a motion to adjourn. Trustee Mitchell so moved, and Trustee Gao seconded. The motion passed unanimously. The meeting adjourned at approximately 9:57 am.

*Approved this 23rd day of February 2026*

A handwritten signature in cursive script, appearing to read "James Kvedaras", written over a horizontal line.

James Kvedaras, Chair

A handwritten signature in cursive script, appearing to read "Karen Nunn", written over a horizontal line.

Karen Nunn, Secretary