

A RESOLUTION CENSURING TRUSTEE KATHARINE HAMILTON

BE IT RESOLVED by the Board of Trustees of College of DuPage District No. 502, DuPage County, Illinois, as follows:

Section 1. **Censure.** Pursuant to the Authority as stated herein in Section 6, the Board of Trustees hereby censures Trustee Katharine Hamilton for her inappropriate conduct, as stated herein in Section 2 and 3, and exhorts Trustee Hamilton to cease her inappropriate and embarrassing conduct, refrain from conduct beyond the scope of her role as Trustee, and adhere only to the highest standards of integrity, courtesy, fairness and dignity in her interactions with Board members, administrators, faculty, students, and members of the College community.

Section 2. **Findings Relating to the Inappropriate Conduct of Trustee Katharine Hamilton.** The Board of Trustees holds the following regarding Trustee Hamilton:

- A. Katharine Hamilton is a duly-elected and serving member of the Board of Trustees of the College of DuPage. Further, Trustee Hamilton serves as the Vice Chair for the Board of Trustees.
- B. On multiple occasions, Trustee Hamilton has publicly embarrassed her fellow elected Board members and the College administration. Rather than expressing her disagreements in a professional manner befitting the high position she holds, Trustee Hamilton voices those disagreements by making erroneous statements reflecting negatively against her fellow Board members and the administration in an inflammatory, insulting, discourteous and defamatory manner.
- C. On multiple occasions, Trustee Hamilton has publicly stated that only she is looking out for the taxpayers, erroneously implying that the remaining six (6) Board members and College administrators are irresponsible and derelict in their duties.
- D. Trustee Hamilton's desire to communicate with the media, press and/or political publications rather than directly with the Board has negatively affected the Board and the College.
- E. With respect to Trustee Hamilton's most recent conduct, the Board finds:
 - a. On June 26, 2014 and July 17, 2014, Trustee Hamilton displayed discourteous behavior during the public meetings as she was observed and videotaped using her phone to text third parties while individuals were addressing the Board. Further, Trustee Hamilton failed to provide the contents of her text messages for public records and for the public minutes in violation of the Illinois Open Meetings Act.
 - b. At the July 17, 2014 board meeting, Trustee Hamilton's comments were voiced in a disparaging and abusive tone, apparently calculated to intimidate or threaten Board members and the administration.
 - c. At the July 17, 2014 board meeting, Trustee Hamilton publicly insulted and characterized past and current Board members as "not as smart" as herself.
 - d. At the July 17, 2014 board meeting, after Chair Birt made a public statement relating to Trustee Hamilton's prior misrepresentations, Trustee Hamilton, intentionally turned off her microphone to prevent her statements from being recorded, and stated to Chair Birt, "*What goes around, comes around*" and "*I will get you,*" apparently calculated to intimidate and threaten the Chair.

- e. At the August 13, 2014 Agenda Planning Meeting, Trustee Hamilton failed to perform her duties as Vice Chair and admitted, in the presence of four individuals, that she did not review the proposed agenda and was unwilling to participate in the preparation of the Board Agenda. She, therefore, willingly failed to perform her duties as the Vice Chair and thus she failed to follow Board Policy.
 - f. Similarly, at the June 18, 2014 Agenda Planning Meeting, Trustee Hamilton failed to perform her duties as Vice Chair and admitted, in the presence of three individuals, that she failed to adequately prepare for the meeting by failing to review the FY2015 Budget which had been in her possession for approximately 28 days.
- F. Trustee Hamilton's actions have held the College in a bad light and, if continued, would threaten to diminish its status as a distinguished institution of higher learning.
 - G. Trustee Hamilton's actions referenced herein are outside the scope of her authority as Vice Chair and a member of the Board of Trustees.
 - H. Chair Birt and College administrators have intervened with Trustee Hamilton in a personal and confidential manner urging her to cease from her inappropriate and embarrassing conduct and to express her disagreements in a manner which does not subject others to ridicule. These efforts have gone utterly without avail.
 - I. This Resolution of Censure has been brought in a sense of utter frustration, as all efforts to rectify Trustee Hamilton's conduct have failed.

Section 3. **Findings Relating to the Misstatements of Trustee Katharine Hamilton and the Teaching and Learning Center**. The Board of Trustees holds the following regarding Trustee Hamilton and the issue of The Teaching and Learning Center:

- A. Regarding Trustee Hamilton's public communications, the Board finds that the College does not agree with Trustee Hamilton's misstatements which need to be clarified and/or corrected. The Board hereby adopts, approves, and incorporates into this Resolution, and the findings of the Board, the contents of Chair Birt's July 17, 2014 public statement, made pursuant to Board Policy No. 5-60, regarding the Teaching and Learning Center and Trustee Hamilton's prior misrepresentations:
 - a. Trustee Hamilton has her right to express herself as a private citizen. Such a right, however, is not absolute and she cannot misstate what action/s this Board has taken.
 - b. On June 26, 2014, this Board by a 6-1 majority vote authorized the College President to commit \$30 million in capital funding for the construction of a Teaching & Learning Center. The Board did not "vote on a \$50 million building for new classrooms" as indicated by Trustee Hamilton in several newspapers and political publications.
 - c. After having full Board support as of 6/18/14, six (6) members of this Board supported the construction of a facility that would meet current and future needs and all were aware that the scope of the facility may be affected by the availability of any state funding.
 - d. Regarding State capital funding, the Board finds that:
 - i. The Illinois Board of Higher Education's appropriations for FY 2010 through FY 2015 list State capital funding for the College of DuPage in the amount of approximately \$24 million.

- ii. COD RAMP submissions in 2013 and 2014 have listed the Teaching & Learning Center as part of the College's capital funding requests.
- iii. On May 8, 2014, Governor Quinn issued a press release announcing the disbursement of \$1.9 million of State Capital Funding to demolish the Colleges Temporary Buildings and clear the way for new construction.
- iv. The College has over the past twelve (12) years, and continues to, plan for the demolition and replacement of temporary buildings at the College. The Teaching & Learning Center is that new replacement facility.
- e. Regarding alleged wrongdoing by the College, the Board finds that:
 - i. The College has not misrepresented the need for the new Teaching & Learning Center and has not misused any state funds disbursed by the state.
 - ii. The College had requested both an internal and external audit which were conducted and both audits found no wrongdoing by the College with any of the state funds associated with the demolition of the College's temporary buildings.
 - iii. Further, the State Capital Development Board provides both financial administration and project oversight for this demolition project.
- f. Regarding Hamilton's erroneous comments to the public and her misrepresentations to this Board, the Board finds that:
 - i. On March 11, 2014, Trustee Hamilton reviewed the draft March board agenda which listed the establishment of a \$33 million fund balance reserve for a potential Teaching & Learning Center. Trustee Hamilton signed off and approved the draft board agenda.
 - ii. At the March 20, 2014 board meeting, Trustee Hamilton, herself, moved and Trustee Savage seconded that the Board approve the \$33 million fund balance reserve to establish the potential Teaching & Learning Center.
 - iii. On May 14, 2014, Trustee Hamilton reviewed the draft May board agenda which listed the potential New Teaching & Learning Center for information only. Trustee Hamilton, with no questions asked and no complaints stated, signed off and approved the board agenda.
 - iv. On May 21, 2014, Trustee Hamilton sent written confirmation, by way of an email, to Dr. Breuder that she agreed with Dr. Breuder and that she supported the Teaching & Learning Center. While Trustee Hamilton asked two (2) clarification questions, she did not qualify her support.
 - v. At the May 22, 2014 board meeting, Trustee Hamilton did not raise any issues or questions regarding the new Teaching & Learning Center.
 - vi. On June 18, 2014, Trustee Hamilton reviewed the draft June board agenda which listed the New Teaching & Learning Center and the request to construct this facility. The agenda also contained the RAMP submission which included the request to the State for the Teaching & Learning Center. Again, for the third time since March 2014, Trustee Hamilton signed off and approved a board agenda with an item relating to the Teaching & Learning Center.
 - vii. At the June 26, 2014 public board meeting, however, Trustee Hamilton stated that she did not have sufficient information despite supporting the potential project on three (3) separate occasions and providing written support to the

College President on May 21, 2014. Witnesses can attest that Trustee Hamilton approved the three (3) prior board agendas containing an item related to the Teaching & Learning Center between March 2014 and June 2014 without any stipulation as to her disapproval of any item. Further, Trustee Hamilton failed to request specific information to address her reported concerns prior to the June 26, 2014 Board Meeting and/or failed to indicate any information received was insufficient.

- viii. Prior to June 26, 2014 board meeting, Trustee Hamilton never shared with the Chair or President her lack of approval for The Teaching and Learning Center, and never shared her disapproval for this College's attempt to obtain the state capital funding previously committed to the College by the State.
 - ix. Trustee Hamilton appears to be signing off and approving board agenda items for which she either has no knowledge or she is failing to perform honestly as a Board member and as the Vice Chair.
 - x. At the July 17, 2014 board meeting, Trustee Hamilton stated that she signed off on the board agenda so as not to stop the agenda from moving forward to the full Board for its consideration. However, Trustee Hamilton's response lacks any justification for why she failed to qualify her approval of such board agendas with any stipulation of her individual disapproval of any board agenda item.
 - xi. Trustee Hamilton's contradictory positions at agenda planning meetings and board meetings negatively affects how this Board functions.
 - xii. Trustee Hamilton's frequent misstatements, despite requests by the Chair, on behalf of the Board, to cease or correct her statements, negatively affects this Board and the College.
- g. The Board finds, contrary to Trustee Hamilton's misstatements, that:
- i. Since 2002, the College has properly made requests for capital funding to assist with the demolition and replacement of the College's temporary facilities and to build a new Teaching & Learning Center,
 - ii. The College's requests to the State are clearly demonstrated in the last 2 years as evidenced through the College's submission of its RAMP applications to the State,
 - iii. The State has allocated \$24 million in capital funding to the College as evidenced by the Illinois Board of Higher Education listing the funds for the College since FY2010 – present, and
 - iv. This Board approved a \$30 million Teaching and Learning Center which will go forward subject to future board approval.

Section 4. **Construction to be Consistent with Constitutional Rights.** The Board of Trustees fully recognizes the right of every citizen, including Trustee Hamilton, to freedom of speech and association. In adopting this resolution, the Board in no way intends to infringe on constitutionally protected speech.

Section 5. **Indemnification.** Should Trustee Hamilton, or any individual Board member, be sued based upon a claim arising out of the dissemination of confidential information which constitutes a property or liberty interest, or may constitute fraud or misrepresentation, or may constitute a libel, slander or defamation, or may constitute an invasion of privacy or disparagement of business

reputation, or act inconsistently or in violation of federal, state and local laws including but not limited to the Illinois Public Community College Act and/or Board Policies, or any similar type of action, such conduct shall not constitute an act of a Board member acting in his or her official capacity as a Board member, but shall constitute the individual and personal action of the Board member.

Should Trustee Hamilton, or any Board member, be sued for violating the sanctity of a confidential communication, or for fraud or misrepresentation, or for libel, slander or defamation, or for invasion of privacy or disparagement of business reputation, or for any action in violation of federal, state and local laws or any similar type of action outside the scope of a Board member's scope of authority, the Board of Trustees will not defend, indemnify or hold the member harmless for a violation of the confidentiality of the communication.

Should Trustee Hamilton, or any Board member, be sued because of an individual Board member's disclosure of confidential information, or for fraud or misrepresentation, or for libel, slander or defamation, or for invasion of privacy or disparagement of business reputation, or for any other action that is outside of the Board member's authority and/or official capacity as a Board member, the Board of Trustees authorizes its legal counsel to seek indemnification from the offending Board member and to recover all costs and expenses incurred, including attorneys' fees in the defense of the claim.

Section 6. **College of DuPage Authority.** Pursuant to existing Illinois Public Community College Act and the College of DuPage Board Policies, the Board of Trustees are governed by and must adhere to the following:

- A. Values. Pursuant to the Board of Trustees' Mission & Vision Statement, the following Values have been adopted for the College of DuPage:
 - a. Integrity – We expect the highest standard of moral character and ethical behavior.
 - b. Honesty – We expect truthfulness and trustworthiness.
 - c. Respect – We expect courtesy and dignity in all interpersonal interactions.
 - d. Responsibility – We expect fulfillment of obligations and accountability.
- B. Authority of Members of the Board (Board Policy 5-20). Trustees have authority for official Board action only when acting in concert as a Board of Trustees legally in session. No individual member of the Board has the power to speak out or act in the name of the Board unless authorized to do so by the Board in legal session or by these policies.
- C. Duties of the Chair (Board Policy 5-60 (8 & 10)). The duties of the Chair shall include, but not be limited to represent the interests of the Board on a day-to-day basis and act or designate another person to act, as spokesperson for the Board in communication to the public. The Chair or designated spokesperson will notify all individual Trustees as promptly as possible of his/her actions as the Board's representative.
- D. Resolutions of Support (Board Policy 5-155). The Board of Trustees may, from time to time, issue resolutions which pertain to or affect the College.
- E. Protection from Civil Suit (Board Policy 5-210). The Board of Trustees will defend, indemnify, and hold harmless members of the Board of Trustees, administrators, employees, and agents against any and all suits, claims and demands for damages or requests for other relief arising from a deprivation of constitutional right, civil right, statutory right, negligent or wrongful acts resulting in death, bodily injury, or property damage while performing such duties as defined by state law or as authorized by the Board of Trustees and its agents. This Policy will be

administered consistent with Section 3-29 of the Illinois Public Community College Act, 110 ILCS 805/3-29.

- F. **Indemnification (110 ILCS 805/3-29).** To indemnify and protect Board members, employees, and student teachers of boards against civil rights damage claims and suits, constitutional rights damage claims and suits, death, bodily injury and property damage claims and suits, including defense thereof, when damages are sought for alleged negligent or wrongful acts while such Board member, employee or student teacher is engaged in the exercise or performance of any powers or duties of the Board, or is acting within the scope of employment or under the direction of the community college board. To insure against any loss or liability of the district or Board members, employees, and student teachers of boards against civil rights damage claims and suits, constitutional rights damage claims and suits and death, bodily injury and property damage claims and suits, including defense thereof, when damages are sought for alleged negligent or wrongful acts while such board member, employee, or student teacher is engaged in the exercise or performance of any powers or duties of the Board, or is acting within the scope of employment or under the direction of the Board. Such insurance shall be carried in a company licensed to write such coverage in this State.
- G. **Other Powers Not Enumerated (110 ILCS 805/3-30).** The Board of any community college district has the powers enumerated in Sections 3-31 through 3-43 of this Act. This enumeration of powers is not exclusive but the Board may exercise all other powers, not inconsistent with this Act, that may be requisite or proper for the maintenance, operation and development of any college or colleges under the jurisdiction of the Board.