



**Board of Directors Special Called Meeting
Minutes
Monday, October 6, 2014
4:30 p.m.
Technology, Innovation & Enterprise Building
Covington, KY**

BOARD MEMBERS PRESENT:

Mr. Joseph H. Creaghead
Dr. Amber Decker
Mr. Jeffrey Groob
Dr. Julie Ann Smith-Morrow
Dr. Michelle Deeley Wilhite

Mr. Chad L. Day
Mr. DaShawntae Durham
Mr. Kenneth Paul
Ms. Iversy Velez
Ms. Paul L. Whalen

BOARD MEMBERS ABSENT:

All Board members were present.

GCTC EXECUTIVE STAFF PRESENT:

Mr. Mike Baker, Vice President, Administration & Business Affairs
Ms. Jane Frantz, Administrative Assistant, President's Office
Dr. Patricia Goodman, Vice President, Knowledge Management & Strategic Initiatives
Dr. Ed Hughes, President/CEO
Ms. Laura Kroeger, Vice President, Resource Development & External Affairs
Ms. Sharon Poore, Executive Assistant & Recording Secretary to the Board of Directors
Sr. Margaret Stallmeyer, Interim Vice President and Provost of Academic Affairs
Dr. Angie Taylor, Vice President, Workforce Solutions & Innovations
Ms. Margaret Thomson, Director, Marketing & Public Relations
Ms. Ingrid Washington, Vice President, Student Development
Mr. Andre Washington, Dean of Enrollment Management

OTHER INDIVIDUALS PRESENT (based on sign-in sheets):

Ms. Angie Billiter, Earl Franks, Sons and Daughters; Community Member
Ms. Christi Blair, Community Member
Ms. Helen Carroll, United Way of Kentucky, Community Member
Mr. David Davidson, Community Member
Ms. Ginger Dawson, Community Member
Mr. Norm Desmarais, Gateway Foundation Board Member
Ms. Lisa Desmarais, Community Member
Ms. Pam Duncan, Associate General Counsel, KCTCS
Mr. Lee Flischel, Gateway Foundation Board Chair
Ms. Sue Flischel, Community Member
Mr. Steve Frank, Gateway Foundation Board Member
Mr. Wayne Hartke, ServPro, Community Member
Mr. Rich Hempel, Gateway Foundation Board Member
Mrs. Sarah Hughes, AHEC, Project Coordinator
Mr. Jordan Huizenga, Community Member
Mr. Larry Klein, Community Member
Mr. Dustin Maines, Gateway Student, Community Member
Mr. Michael Monks, River City News
Mr. Dale Myers, Community Member
Mrs. Diane Myers, Community Member
Ms. Polly Page, NKY Education Council, Community Member
Mr. Doug Penix, Director of Learning Environments
Mr. Josh Risch, Gateway IT Support Specialist
Ms. Jo Rogers, Community Member
Mr. Jon Ryker, Community Member
Dr. Ross Santell, Associate Provost, Academic Affairs
Ms. Jeanne Schroer, Community Member
Mr. Dave Schroeder, Kenton County Library
Ms. Carissa Schutzman, Dean Workforce Solutions
Ms. Debbie Simpson, Gateway Foundation Board Member
Dr. Teri VonHandorf, Associate Provost, Academic Affairs
Mr. Bill Wells, Community Member
Ms. Candace Witte, Community Member
Mr. Paul Witte, Community Member
Ms. Michelle Williams, City of Covington, Community Member
Ms. Holly Young, Community Member
Mr. Mark Young, Community Member
Mr. Bob Zapp, Gateway Foundation Board Member
Ms. Gerry Zembrodt, Community Member
Mr. Tony Zembrodt, Community Member

I. CALL TO ORDER/WELCOME/INTRODUCTIONS

Chair Groob called the meeting to order at 4:30 p.m. at the Center for Technology, Innovation, and Enterprise of Gateway Community and Technical College and welcomed guests. Ms. Jane Frantz called roll of Board members. The record will reflect that a quorum was present, and Chair Groob indicated the media was notified of the meeting. Chair Groob added that because the meeting was a special called meeting, discussion was limited, by law, to the items on the agenda.

Chair Groob made a brief comment regarding the special meeting being held because of the cancelled September 18, 2014, Board meeting.

II. STANDING COMMITTEE REPORTS

Chair Groob invited each committee chair to report on the respective committee's activities.

A. Finance Committee – Mr. Ken Paul, Chair

- Mr. Paul noted that the Finance Committee had not met and called attention to the next scheduled meeting of the committee for November 6. Mr. Paul recommended the establishment of a free course titled *Gateway 101* for the purposes of recruiting students that would explain opportunities for them. Course participants who then enroll at Gateway would be able to take their first credit course at no cost. Upon completion of the course, a certificate would then be created and presented to students noting they had completed their first college course. Mr. Paul requested that the college review the suggestion for possible implementation with the spring 2015 semester.
- Dr. Hughes stated the college would review the suggestion, gather information on what the college already does, and report back to the Board at a future meeting.

B. Bylaws Committee – Dr. Michelle Deeley Wilhite, Chair

- Dr. Wilhite stated that the committee had met two times either face to face or online. Committee members reviewed other institution's Bylaws. As a result of the reviews, the committee is proposing several changes to the Gateway Board Bylaws. The committee's goal is to have all edits in place for presentation at the November annual meeting. A summary of the proposed changes include:
 - **Article II**
 - *Section One*: The Bylaws Committee will add more description to the purpose of the Gateway Board of Directors instead of only listing the three tasks in KRS 164.90. It was found that while these tasks must be completed; there is no wording in the statute that these tasks are the "mission" of the Board. As a result, more detail about the purpose of the Board of Directors will be added in Section One.
 - *Section Two – Five*: The Bylaws Committee is working with various members of the College community to add a level of detail to these sections. The detail will include a summary of the steps needed to evaluate the President, approve the budget request, adopt and amend an annual operating budget, and approve a strategic plan. It was also determined that dates need to be included with tasks.

- **Article III**
 - *Section Two – Four*: The Bylaws Committee will add more detail to the steps and requirements of electing the faculty, staff, and student representative.
- **Article IV**
 - *Section Two*: The Bylaws Committee will recommend striking the words “mail out” and replacing the phrasing with use of electronic communication.
 - *Section Five*: The Assistant Secretary position will be removed as this position is a staff person at the College and not an officer of the actual Board of Directors. The duties will fall under the Secretary to the Board of Directors.
 - *Section Five d*: While it states in Section Five d that the Parliamentarian is an optional position appointed by the Chair of the Board of Directors, in Article VII Section Two, it is noted that there must be a Bylaws and Rules Committee with the Chair being Parliamentarian. Thus, it is not an optional position. Moreover, there was some discussion if the Chair of the Bylaws Committee must be the Parliamentarian or if this should be suggested but not required. Regardless, Section IV and Section VII seem to be contradicting.
- **Article V**
 - *Section Three and Five*: The wording for “mailed out” needs to be changed as noted previously.
 - *Section Six b*: The Bylaws Committee recommends that all meetings be taped as part of the public records law.
 - *Additional Section*: It was determined that wording needs to be included concerning how an individual or group of representatives who has a desire to appear before the Board to discuss or initiate a subject within the Board’s jurisdiction shall submit their request. Thus, this will be added.
- **Article VI**
 - *Section Five*: A member of the Executive Committee will serve as a member of the Gateway Foundation Board. The role of this member and the determination of how this member is selected will be added to the Board of Directors’ Bylaws. Currently, the Gateway Foundation has this requirement in the Foundation Bylaws; however, it is not in the Board of Directors’ Bylaws. It needs to be consistent.
- **Article VII**
 - *Section One – Three*: There was discussion at the August 12, 2014, Board meeting that some new committees might be added and other committees will change name and focus. Once finalized, these committees will be added, and existing committees will be modified if needed.
- Comments regarding the proposed changes to the Bylaws included:
 - Mr. Day stated he did not agree with the removal of the recording/assistant secretary. He suggested no changes be made for the purposes of minute recording and record retention. In addition, he recommended that the Board of Directors work along with the Gateway Foundation to have Board representation on the Foundation Board. Dr. Wilhite responded that it was the intent of the committee to continue to have college staff prepare minutes for the Board secretary to review and use.

- Dr. Hughes reminded the Board that any changes/additions to the Board Bylaws should be reviewed by KCTCS legal to assure that they are in compliance with KCTCS governing and administrative policies, federal, and state laws.

C. Nominating Committee – Mr. Chad Day, Chair

- Mr. Day reported that the Nominating Committee met via conference call on September 17, and puts forth the following slate of officers:
 - Chair – Mr. Jeff Groob
 - Vice Chair – Mr. Ken Paul
 - Secretary – Dr. Julie Ann Smith-Morrow
- Mr. Day added that additional nominations from the floor will be accepted at the November annual meeting.
- A motion was made by Mr. Whalen, and seconded by Dr. Deeley Wilhite, to accept the slate of officers for the November annual meeting. Motion passed unanimously.

III. NEW BUSINESS

A. Establishment of new Standing Committees

- Mr. Groob proposed three new standing committees. Those proposed committees were:
 - **Needs, Programs and Outcomes** – this is a new proposed committee that would consist of constituencies that Gateway serves and would align programs with those needs.
 - **Finance and Facilities** – this committee would include budget, facilities (campuses), and campus location for programs allowing the best fit.
 - **Governance**, which Mr. Groob described as a “super-committee” that would combine the existing standing committees of Finance, Bylaws, and the Evaluation of the President.
- Mr. Day recommended postponing changing the committee structure for further consideration involving discussion by the entire Board. He proposed recruiting a third party who could assist the Board in organizing its thoughts in regard to a committee structure. Dr. Hughes noted that on September 17, he had proposed a Board retreat in a memo to the Board members.
- Mr. Creaghead added that he supported the idea of conducting a Board retreat and redefining the expansion of committee roles to align with the college’s needs. Following discussion, Mr. Craighead made a motion to appoint a temporary (ad hoc) committee to address Needs, Programs, and Outcomes and to hold a Board retreat; the motion was seconded by Mr. Whalen. The motion was approved unanimously.

- Chair Groob appointed the following individuals to the ad hoc Programs, Needs, and Outcomes committee: Mr. Creaghead, Ms. Velez, Dr. Smith-Morrow, and Dr. Wilhite. Mr. Creaghead agreed to convene the group.
- KCTCS Counsel, Ms. Pam Duncan, noted that the retreat will essentially be a meeting of this Board and must abide by the open records laws. She stated the system office is available to assist and there are specific Bylaws that state the Board must use the current Bylaws and committees until they are amended and approved.
- Chair Groob stated a retreat should be more than just about communication and that the college has serious issues like the current default rate.
- Dr. Hughes noted that the issue of the default rate had been communicated to the Board of Directors as well as the community. The college has been very forthright with default rate information which was communicated to the previous Board a year ago and was even a line item in the 2012-13 and the 2013-14 the budget resolutions. KCTCS and Gateway are taking aggressive measures to address the default rate.
- Mr. Creaghead revisited his previous motion regarding the Needs, Programs, and Outcomes committee. He noted for the record that the motion consisted of two parts, with the second being the scheduling of a Board retreat with a third-party facilitator. He moved that Dr. Hughes work with potential facilitators to establish and propose a date for a retreat. Potential facilitators mentioned were: KCTCS, Council on Postsecondary Education (CPE), and the Association of Community College Trustees (ACCT). The motion was seconded by Mr. Whalen and passed unanimously.

IV. EXECUTIVE SESSION

Chair Groob announced that the board would go into Executive Session in accordance with KRS 61.180 (1) (f) "Discussions or hearings which might lead to the appointment, discipline, or dismissal of an individual employee, member, or student without restricting that employee, member's, or student's right to a public hearing if requested."

- Mr. Day stated the he was unsure about the Board going into Executive Session as the Board does not have employees and recommended that the Board not move into session. Mr. Whalen stated he thought the Board could go into session and not make anything public, with no action being taken. KCTCS Associate General Counsel, Pam Duncan, noted the Board does not have employees; therefore, the proposed Executive Session likely does not meet the KRS 6.1.180(1)(f) criteria. Dr. Wilhite stated the Board has used this statute in the last five years in the Evaluation of the President. Ms. Duncan stated the statute does not apply to this agenda item because the Board has no employees. Following discussion, Chair Groob stated that he was not prepared to go against information provided by Ms. Duncan and the other Board members, and he would not ask the Board to go into Executive Session.

V. ADJOURNMENT

Upon motion by Mr. Paul, and seconded by Dr. Smith-Morrow, the meeting was adjourned at 5:36 p.m.

Prepared by Sharon Poore, Recording Secretary

Approved:

Acting Secretary to the Board

Date

IMPORTANT DATES TO REMEMBER

Remaining Board Meetings for 2014

November 20, 2014