



Board of Directors Meeting Minutes

Thursday, June 12, 2014

5:15 Reception

Board of Directors Meeting – 5:45 p.m.

Boone Campus, Room 121

BOARD MEMBERS PRESENT:

Joseph H. Creaghead

Dr. Amber Decker

Jeffrey Groob

Dr. Julie Ann Smith-Morrow

Paul L. Whalen

Chad L. Day

Krista Hossman

Kenneth Paul

Dr. Michelle Deeley Wilhite

Iversy Velez

BOARD MEMBERS ABSENT:

All Board members were present.

OTHERS PRESENT:

GCTC/KCTCS Faculty/Staff:

Mr. Mike Baker, Vice President, Administration & Business Affairs

Ms. Pam Duncan, Associate General Counsel, KCTCS

Mr. DaShawntae Durham, incoming student representative to the Board of Directors

Ms. Jane Frantz, Administrative Assistant, President's Office

Mrs. Sarah Hughes, AHEC, Project Coordinator

Dr. Ed Hughes, President/CEO

Mr. Patrick Lamping, Public Relations Coordinator

Mr. Doug Penix, Director of Learning Environments

Ms. Sharon Poore, Executive Assistant & Recording Secretary to the Board of Directors

Sr. Margaret Stallmeyer, Interim Provost of Academic Affairs

Dr. Angie Taylor, Vice President, Business Solutions & Innovations

Ms. Margaret Thomson, Director, Marketing & Public Relations

Mr. Jamie Younger, Director, Budget & Accounting

I. CALL TO ORDER/WELCOME/INTRODUCTIONS

In the absence of a Chairman, Dr. Hughes called the meeting to order at 5:45 p.m. at the Boone Campus of Gateway Community and Technical College. The record will reflect that a quorum was present. The media was notified of the meeting.

Dr. Hughes welcomed all newly appointed as well as reappointed members to the meeting. He welcomed KCTCS associate general counsel, Pam Duncan, who was also in attendance. Members of Gateway's faculty and staff in attendance introduced themselves to Board members.

II. OATH OF OFFICE

Ms. Duncan administered the Oath of Office to the newly Governor-appointed/reappointed Board members:

- Mr. Joseph H. Creaghead
- Mr. Chad L Day
- Mr. Jeffery Groob
- Mr. Kenneth Paul
- Dr. Julie Ann Smith-Morrow
- Mrs. Iversy Velez
- Mr. Paul L. Whalen

III. BOARD OF DIRECTORS' ROLES – BRIEF OVERVIEW

- Dr. Hughes reviewed a "Discussion Document for Board of Directors' Roles and Responsibilities" that was included in their packets. He then called upon Ms. Duncan, who attended the Board of Directors meeting, to discuss with the Directors their role within the framework of the Kentucky Community and Technical College System. During a lengthy conversation with the Board members, Ms. Duncan touched on the following topics:
 - The governance requirements of Gateway's accrediting agent, SACS;
 - The statutory, regulatory, and policy framework for Gateway within the Kentucky Community and Technical System;
 - The procedure for budget recommendations from the colleges and approval through the KCTCS Board of Regents;
 - The legal authority granted to each President of each KCTCS college;
 - The role of the Directors as advisors, community liaisons, fundraisers, motivators, and monitors;
 - The manner in which meetings should be conducted and the application of Open Records and Open Meeting Laws to gatherings of Board members, as well as to their acts and communications;
 - The framework of committees and the processes that programs, curricula, and administrative policies must pass through for approval within colleges and KCTCS as a whole in relation to the Board and their duties; and,
 - The statutory obligations regarding budget and other monetary concerns as they relate to the local Boards of Directors, the College Presidents, the System President, and the KCTCS Board of Regents.

IV. ELECTION OF TEMPORARY OFFICERS

In the absence of a Chairman, Ms. Duncan recommended to at least determine a temporary Chair and Vice Chair at the meeting. In addition, she and Dr. Hughes recommended the appointment of members to the Nominating Committee.

Mr. Day made a motion to elect a temporary chair and vice chair, the motion was seconded by Mr. Paul and approved by a show of hands vote.

Ms. Duncan opened the floor for nominations for temporary chair. Ms. Velez nominated Mr. Groob to serve as temporary chair. The motion was seconded by Dr. Smith-Morrow. After a vote by show of hands, Mr. Groob was nominated as a candidate to serve as temporary chair.

Dr. Deeley Wilhite nominated Mr. Paul to serve as temporary chair. The motion was seconded by Mr. Joe Creaghead. After a vote by show of hands, Mr. Ken Paul was nominated as a candidate to serve as temporary chair.

No further nominations were made from the floor. Ms. Duncan conducted a show of hands vote which yielded six votes for Mr. Groob and four votes for Mr. Paul. Mr. Groob was elected temporary chair to serve until the election of permanent officers at the Annual Meeting of the Board in November.

Dr. Wilhite nominated Mr. Paul to be a candidate for vice chair. Mr. Creaghead seconded the motion. There were no other nominations. Chairman Groob asked for a vote by show of hands, and Mr. Paul was elected unanimously.

V. ASSIGNMENT OF MEMBERS TO COMMITTEES

Dr. Hughes stated that a list of committees is included in the board packet, along with a list of returning members who are on those committees. He noted that the By-Laws required that each committee must have at least two members. Following a discussion, Mr. Whalen moved, seconded by Mr. Creaghead, the following committee actions were approved by a unanimous show of hands:

- **Performance Evaluation of the President Committee** – Mr. Paul will continue to chair the Performance Evaluation of the President Committee. Dr. Smith-Morrow and Mr. Durham, incoming student representative to the Board, were appointed to serve as committee members. Ms. Sharon Poore, executive assistant and recording secretary to the Board of Directors, will continue to serve as the college liaison.
- **Bylaws/Rules Committee** – Dr. Deeley Wilhite was appointed chair of the Bylaws/Rules Committee. Ms. Velez, Mr. Creaghead, and Dr. Decker were appointed to serve as committee members. Ms. Laura Kroeger, vice president, Resource Development and External Affairs, will continue to serve as the college liaison.
- **Budget/Summary Review Committee** – Mr. Paul was appointed chair of the Budget/Summary Review Committee. Mr. Creaghead and Mr. Whalen were appointed to serve as committee members. Mr. Mike Baker, vice president of Administration and Business Affairs, will serve as the college liaison.

After discussing procedure, a motion was made by Mr. Day and seconded by Mr. Whalen, to form a Nominating Committee to accept nominations to serve on the committee. The motion passed by a unanimous show of hands.

Following discussion, the following persons were nominated to serve on the nominating committee:

- Chad Day, Chair
- Dr. Julie Smith-Morrow
- Dr. Amber Decker

Upon a motion by Mr. Day to elect the nominated board members to the Nominating Committee, seconded by Mr. Creaghead, the nominated members were elected unanimously by a show of hands vote.

VI. UNFINISHED BUSINESS

A. 2014-15 Budget Presentation – Dr. Hughes introduced Mike Baker and Jamie Younger to discuss the budget process and content (a copy of the presentation is attached to the permanent minutes). Mr. Baker stated that budget materials are prepared as mandated by the AICPA in compliance with expense and revenue categories for audit purposes. His presentation discussion included the following items:

- The KCTCS budget cycle, process, and the college's compliance with the process including the submission of a preliminary budget for consideration by the KCTCS Board of Regents at its June 13 meeting.
- The relationship of the Kentucky Council on Postsecondary Education which approves tuition rate guidelines for KCTCS, and are then used by the KCTCS Board of Regents to set tuition and charges.
- The Gateway budget development process using a Strategic Needs Analysis process aligned to the strategic plan.
- A discussion of the general terms used in the budget and the breakdown of the budget categories for revenue and expenditures that are standard across KCTCS and most institutions.

Following Mr. Baker's presentation, Board member discussion included:

- The need to better understand how each category is broken down.
- The measures in place for the local Board to be informed of corrective plans should quarterly variance report discussion surface questions.
- A suggestion was made for the Budget Committee to review how the budget aligns with the college's strategic plan and the process of developing the plan.

After general discussion of the need to approve the budget, a motion was made by Mr. Day and seconded by Mr. Whalen to suspend the rules that require the budget to be recommended by the Budget Review Committee first and proposed that the Board act as a committee as a whole. The motion passed unanimously on a show of hands.

Mr. Whalen made a motion to approve the budget resolution with the following change:

Whereas, the Gateway Community and Technical College Board of Directors currently consists of a majority of newly appointed members; and

Whereas, approval of an operating budget for the Gateway Community and Technical College Board of Directors is to approve and recommend an operating budget for 2014-2015; and,

Be it resolved that the Gateway Community and Technical College Board of Directors recommends, as it is in the best interest of students of the College, for submission to the KCTCS System President and Board of Regents the proposed 2014-15 Revenue and Expenditure Plan attached to this resolution. This action was approved by the Board of Directors on this 12th day of June 2014.

The motion was passed unanimously by a show of hands. Dr. Hughes noted that he will notify Dr. Michael B. McCall of the action so it is reported to the KCTCS Board of Regents at its meeting on June 13.

B. 2013-14 President's Evaluation

Mr. Paul reviewed the process followed for the Evaluation of the President for 2013-14, and that the evaluation process had been completed and submitted to KCTCS president, Dr. Michael B. McCall. Upon a motion by Mr. Creaghead, and seconded by Ms. Hossman, the board unanimously approved the motion by a show of hands to accept the 2013-14 Evaluation of the President as submitted.

VII. NEW BUSINESS

- A. New Board Member Orientation** – Dr. Hughes announced that Dr. Michael McCall, KCTCS president, is available to conduct a more complete board orientation on August 12. He asked board members to check their calendars and confirm that date with him.
- B. 2014 Board Meeting Schedule Review** – Dr. Hughes presented the remaining slate of scheduled Board meetings through December 2014. Upon motion by Mr. Joe Creaghead, and seconded by Dr. Julie Smith-Morrow, the board passed, by a show of hands, a motion to cancel the July 24 meeting.
- C. Chair Groob** asked if it would be possible to set up an email group to share information. Ms. Duncan explained that such a group would be subject to the Kentucky open meeting laws and regulations. She provided a basic overview of the law.

D. Dr. Hughes thanked the members of the board for their willingness to provide service to the college and the community. He pledged to work with the members in a collaborative manner and to keep them informed of activities of the college, to seek their individual and collective counsel, and to facilitate the success of the Board in the implementation of its duties. He asked that information requests come directly to him so he could direct them to the appropriate staff members for answers.

VIII. ADJOURNMENT

Upon motion by Dr. Smith-Morrow, and seconded by Dr. Deeley Wilhite, and approved by a show of hands vote of the board members, the Board meeting was adjourned at 9:05 p.m.

Prepared by Sharon Poore, Recording Secretary

Approved:

Acting Secretary to the Board

Date

IMPORTANT DATES TO REMEMBER

Special Called Board Meeting/Orientation

August 12, 2014

Remaining Board Meetings for 2014

**September 18, 2014
November 20, 2014**