



**Board of Directors Meeting
Minutes
Thursday, May 12, 2016
7 p.m.
Center for Technology, Innovation and Enterprise
516 Madison Avenue
Covington, KY**

BOARD MEMBERS PRESENT:

Mr. Joseph H. Creaghead	Ms. Felicia Wilson	Dr. Michelle Deeley Wilhite
Dr. Julie Ann Smith-Morrow	Mr. Daniel Ridley	Ms. Ivy Velez
Mr. Kenneth Paul	Mr. Paul L. Whalen	

BOARD MEMBERS ABSENT:

Mr. Chad Day

Gateway and KCTCS Faculty and Staff Present:

Dr. Vic Adams, Interim President/CEO
Mr. Jeremy Berberich, Associate Vice President, Knowledge Management
Mr. Sam Collier, Dean of Transportation Technologies
Dr. Amber Decker, Vice President, Development & Strategic Partnerships
Ms. Jane Frantz, Administrative Assistant, President's Office
Dr. Patricia Mahabir, Executive Vice President,
Mr. Doug Penix, Associate Vice President of Academic Services
Ms. Sharon Poore, Executive Assistant
Ms. Carissa Schutzman, Vice President, Corporate College
Ms. Michelle Sjogren, Director of Communications
Dr. Teri VonHandorf, Vice President, Academic Affairs
Ms. Ingrid Washington, Vice President, Student Development
Ms. Phyllis Yeager, Director of Human Resources
Mr. Jamie Younger, Vice President, Administrative & Business Affairs
Mr. Jackie Cecil, KCTCS Human Resources
Ms. Pam Duncan, KCTCS Counsel
Mr. Wendell Followell, KCTCS Vice President

GUESTS:

Kate Murphy, The Enquirer
Mark Hansel, Northern KY Tribune

I. CALL TO ORDER/WELCOME/INTRODUCTIONS

Chairman, Jeff Groob, called the meeting to order at 7 p.m. Ms. Jane Frantz called roll of Board members. The record will reflect that a quorum was present.

II. APPROVAL OF MINUTES

Upon motion by Mr. Creaghead, and seconded by Mr. Whalen, the minutes of the March 17, 2016 Board Meeting were approved as presented and distributed.

Chair Groob asked that Dr. Michelle Deeley Wilhite introduce her successor, Mr. Sam Collier, as faculty representative to the Board of Directors.

III. COMMITTEE REPORTS

- **Chairman's Report** – Chair Groob stated that he would pass on his report at this time, but would give a brief update on the presidential search later in the meeting.
- **Finance and Facilities Committee** – Vice Chair Paul

Action Item: 2016-17 Budget Request – Committee Chair Paul stated that the finance materials and input presented to committee members on May 10 were received extremely well. He added that since he has been the committee chair, this is the first time the committee has been given this amount of information, and it will serve as a template when developing future budgets for the college. He called attention to the attachment, developed by the Board, and attached to the resolution.

Chair Paul read Resolution 01-2016-17 Revenue and Expenditure Plan for Gateway Community & Technical College. In addition to the resolution, a list of supplemental questions was attached as part of the approval process and requested information to be provided as soon as possible, with good faith effort. He then made a motion for the Board to accept the 2016-17 revenue and expenditure plan and it was seconded by Dr. Smith-Morrow. Discussion points included:

- Mr. Creaghead stated that he has no knowledge of how difficult it might be for the college to generate the information and asked if the 30-day window is a reasonable amount of time. In addition, if the deadline isn't met, would there be consequences? Mr. Paul stated this is merely a target date and that Mr. Younger and Dr. Adams could meet with him to determine if this date is realistic and he in turn would then inform the Board of the results of the meeting. The intent is the Board is acting in good faith, this is not meant as a harsh deadline. After a considerable amount of discussion, the Board agreed to change the wording in the attachment to read in a "timely and a reasonable manner in a good faith effort". Mr. Younger stated that he will use the template the system and colleges work within to work with the Board as best he can. Mr. Groob added that he was willing to vote yes in a good faith effort and is asking for personal assurance that the requests would be answered.

- Dr. Adams requested to speak and asked for what purpose this information would be used. He added that in order to provide this additional information, Mr. Younger would need to be pulled away from his daily duties over the next 30 days to accommodate the Board’s requests. He then cautioned the Board that they were getting into governance/management of the college’s budget and that he objected to the requests that are contained in the attachment to the resolution. Dr. Adams stated that he was, however, pleased the Board voted to approve the college’s budget request.
 - During the Board’s comments about the recommended Gateway budget, KCTCS legal counsel, Ms. Pam Duncan, expressed her opinion that the resolution would be stronger if the Directors divided it from the vote recommending a Gateway budget to the KCTCS Board of Regents. The Gateway Board could then take two votes, a straight up or down vote on the recommended budget, and a vote on the proposition requesting that Gateway’s staff provide information about types of programs offered at Gateway, costs of those programs, and a breakdown of personnel associated with programs. KCTCS legal counsel explained that proposing a budget to the Board of Regents is one of the Board’s statutory duties. Seeking information through a resolution is not a statutory duty and given the type of information requested, it might appear that the Board was overstepping the authority granted it by the General Assembly. The request for information could more easily be justified with several recital clauses about the directors’ rationale for seeking the information. For instance, several of the Directors expressed the desire to have information regarding programs in order to be better advocates in the community. KCTCS legal counsel suggested that if the Board uncoupled the resolution from their recommendation of the budget, their actions would not appear to exceed their statutory duty. Additionally, unlinking the two would ensure that their approval of a recommended budget did not appear to be contingent upon the staff’s provision of the requested information.
 - Mr. Whalen noted he thinks it should be linked and the Board of Regents and the Governor need to know about the Gateway Board’s questions. Mr. Paul also added that he believes the Board isn’t being unreasonable. Ms. Duncan added that from a SACS perspective that meshing all the data together it might jeopardize the accreditation of the institution once the Board takes the vote.
 - After discussion concluded, Mr. Whalen made a motion to accept the proposed 2016-17 budget, along with the modified attachment’s language requesting that answers be provided in a “timely and reasonable manner in a good faith effort.” The motion was seconded by Mr. Paul, and the motion carried.
- **Foundation Report** – Mr. Paul gave a brief report on Foundation activities. The Amsterdam Road and Park Hills properties are for sale. The Foundation’s goals are raising funds for the college, scholarships, grants, and student assistance. Last year, the Foundation moved \$10,000 to student assistance. There is a Foundation meeting tomorrow.
 - **Outcomes Committee** – Committee Chair, Mr. Creaghead. Stated there was nothing to report at this time, but added that the committee continues to work with Dr. Mahabir in the development of the college’s strategic plan.
 - **Governance Committee** – Committee Chair, Mr. Whalen, reported the committee would like to conduct a retreat with the new president in July or August and will work with Ms. Poore in getting that scheduled. Other committee activities include: the development of a Board self-evaluation; and the development of a top ten list of concerns the Board has about the college to share with Dr. Box for a smooth transition with new president. Mr. Whalen asked that Board members please send their concerns to him no later than May 19.

IV. UNFINISHED BUSINESS

A. Presidential Search Update – Chair Groob noted the presidential process is ongoing and is currently at the video presentation stage for early next week. Following the review of the eight candidate video presentations, three finalists will be invited to Gateway's campuses later in May. At that time, itineraries for each candidate will be shared.

B. President's Report – Dr. Adams

- Gateway News and Activities:
 - Dr. Adams noting the following activities during his first 40 days at Gateway:
 - Hosted Senator Rand Paul.
 - Paramedic site visit for accreditation.
 - Met with Northern Kentucky University (NKU) President Mearns who expressed interest in teaching NKU classes in the urban core; students can enroll at Gateway and stay in the dorms and financial aid will cover that expense.
 - Met with Thomas More College (TMC) President Armstrong who would like to do an industrial maintenance 2+2 program; we will have to work on the tuition rate.
 - Met with Foundation Chair Jim Parsons.
 - Attended the Gateway2NKU transition leadership luncheon this week at NKU and heard the story of one student who is graduating from NKU this spring; she created a peer mentoring program called Gateway2NKU kick start. There are 67 currently enrolled at NKU that went through the Gateway2NKU pipeline, 362 in the program.
 - KY FAME – new cohort inducted 25 new students.
 - Gateway is the site for Train the Trainer for all of Fiber Optics across KCTCS. Tom Collins is the Fiber Optics Association certified instructor. Instructors from all over the state were here to be trained as master trainers.
 - Gateway hosted the Ad Astra conference. Ad Astra Information Systems serves higher education institutions and offers data-informed software solutions and professional services to effectively allocate space and faculty resources, forecast student demand, and accelerate student completions
 - Commencement will be May 19 at NKY Convention Center; 1,029 candidates scheduled for graduation, 22% increase in credentials awards; 9% increase in the candidates.
 - Ms. Felicia Wilson has been re-elected as student representative to the Gateway Board of Directors.
 - Questions from Board members:
 - Timing on Electric Alley? No answer at the presentation by the city, but it is probably in the grant.
 - Restructuring – nine non-renewals, two non-teaching faculty, one faculty member, four staff, two administrative staff – they are under contract and being paid and are receiving benefits until their contracts expire.
 - Will there be any more? The budget is balanced.

- Separate from the personnel, is there restructuring going on? We are always looking at ways we can do things better, what programs we can develop; I'm still learning.
- Is there a list of colleges that didn't engage in major restructuring and development at this time? There were several, Gateway was not on that list. This comes from an open records request from another college that was forwarded to me. Answer: all schools have made major adjustments.
- Some made them last year, some this year. The perfect storm this year contributed to the actions that we had to take.
- I'm referring to combining departments and moving people around? Answer: we didn't do that. We looked at the student facing positions. We've had declining enrollment, and had to right-size.
- Any further actions? There aren't any planned?
- One individual was from transfer services. What is happening with that department? Answer those functions are being handled.

C. Strategic Plan Update – Dr. Mahabir

- Dr. Mahabir presented a packet of information related to the Strategic Plan and noted that this evening was the original date scheduled for the Strategic Plan to be approved by Gateway's Board of Directors. She noted the following:
 - KCTCS has not approved the performance measures for the strategic plan, and at the state level there will be some performance measures that will be determined.
 - Five key areas have been identified based on the activities of the Board and the Strategic Thinking Design Teams:
 - Strategic positioning
 - Personalized options
 - Educational pathways
 - Learning environment
 - Growth and stability
 - The other two pieces of the packet are the outcomes: under the goals are priorities, and within each priority we can drill down to strategies and set measurable outcomes that we want to achieve, also called objectives. When the performance measures come online, we can include them into our final version of the Strategic Plan.
 - After discussion by Board members, Mr. Creaghead stated that he would like to see the Board endorse the work that has been done on the plan up to this point.
 - Upon motion by Mr. Creaghead, and seconded by Ms. Velez, the Board approved the Strategic Plan goals and priorities up to this point. Motion carried.

V. NEW BUSINESS

A. Member Roundtable – All

- Ms. Wilson, student member, asked Dr. Adams about the recent reduction in staff at the college and if those positions are permanently gone or will they be refilled? Dr. Adams stated that if there is a position where we need it in the future and the college has the finances, then those positions would be filled through the normal rehiring process.
- Dr. Deeley Wilhite asked if those employees would get first right of refusal should those jobs become available. Dr. Adams replied that their contracts will have expired, so they would need to reapply.
- A discussion followed pertaining to the student representative on the Board receiving free tuition for serving on the Board. Ms. Pam Duncan, KCTCS legal counsel, stated a person cannot receive compensation for sitting on the board; it would violate the conflict of interest rule. In the past, former President/CEO Dr. Ed Hughes initiated a waiver for all Board members, their families, student, faculty, and staff members who served on the Board. This incentive is not legal and has been discontinued. As the student representative, Ms. Wilson had a scholarship for the first year and it has been discontinued. However, a student body president (SGA) can receive it. If there is not a link to being on the Board, if it is a scholarship, any student could be eligible to receive it.
- Mr. Groob stated that Ms. Wilson wasn't informed until after the campaign and election. Is there any way we can reverse the decision? Ms. Duncan responded, no. Mr. Creaghead stated the Foundation is independent, correct? Ms. Duncan responded yes, but it would still be considered compensation for being on the Board.
- Dr. Adams asked Ms. Wilson if she had applied for a scholarship, and Ms. Wilson replied, yes. Ms. Wilson asked about the difference between the SGA President and the student representative receiving the compensation? Ms. Duncan replied there is a statute that you could get a scholarship for that, and even if you sit on the Board, it will not be considered compensation. It is the linkage of being on the Board and the compensation.
- Ms. Velez thanked Dr. Deeley Wilhite for her six excellent years of service on the Board.

VI. ADJOURNMENT

Upon motion by Mr. Paul, and seconded by Mr. Whalen, Chair Groob adjourned the meeting at 8:51 p.m.

Prepared by Sharon Poore, Recording Secretary

Approved:

Dr. Julie Smith-Morrow
Secretary to the Board

Date