

MINUTES: April 26, 2011

MEETING: Daytona State College
District Board of Trustees

PLACE: Daytona State College
Daytona Beach Campus
Building 100, Room 402L
1200 W. International Speedway Blvd.
Daytona Beach, Florida

PRESENT: Mr. Frank Lombardo, Corporate Secretary/Interim President
Mr. John Tanner, Chairperson
Dr. Christina Frederick-Recascino, Vice Chairperson
Mr. Bob Davis
Mrs. Mary Ann Haas
Mrs. Forough Hosseini

ABSENT: Mr. William Davison

GUESTS: Mrs. Donna Brosemer, newly appointed Trustee
Mr. Lloyd Freckleton, newly appointed Trustee
Mr. Dwight Lewis, newly appointed Trustee

Board Meeting began 8:39 a.m.

I. CALL TO ORDER

Mr. Tanner called the meeting to order at 8:39 a.m.

II. ROLL CALL

Mr. Davison was absent.

Mr. Tanner and the Board welcomed Mr. Dwight Lewis to the Board of Trustees. Mr. Lewis was excited and proud to serve on the Board and looked forward to accomplishing many good things. Mr. Tanner recognized the Governor for the time and effort he devoted to the trustee selection process.

Mr. Lewis clarified his appointment was effective April 25, 2011 but would not be participating as a voting member at this meeting since paperwork has not been finalized with the Governor's Appointments Office.

III. PUBLIC PARTICIPATION

Mr. Tanner inquired if there were any members from the public that requested time to appear before the Board. No requests had been received.

IV. PUBLIC HEARING – FINAL READING

A. Policy 2.01: District Board of Trustees, Duties, Powers and Responsibilities - Final Reading

Mr. Brian Babb, College Counsel, reviewed revisions which were SACS driven and includes a synopsis of Board duties outlined in statute.

MOTION: (Haas/Davis) The District Board of Trustees approve the final reading of revised College Policy 2.01, as presented to the Board. Motion carried unanimously.

B. Policy 2.05: Composition and Appointment of the District Board of Trustees - Final Reading

Mr. Babb explained revisions are statutorily and SACS driven.

MOTION: (Recascino/Davis) The District Board of Trustees approve the final reading of revised College Policy 2.05, as presented to the Board. Motion carried unanimously.

C. Policy 6.36: Supervision of Relatives – Final Reading

Mr. Babb reviewed policy revisions which prohibit an employee being supervised by a relative and Mr. Tanner added this policy adopts language from statute.

MOTION: (Hosseini/Haas) The District Board of Trustees approve the final reading of revised College Policy 6.36, as presented to the Board. Motion carried unanimously.

Mr. Tanner and the Board welcomed Mr. Lloyd Freckleton to the Board of Trustees. Mr. Freckleton thanked the Board for the welcome and looked forward to working with everyone.

V. PUBLIC HEARING – FIRST READING

A. Policy 2.06: Telephonic Board Meeting Attendance - First Reading

Mr. Tanner explained this policy was reviewed by Mr. Heeber and allows telephone participation at meetings but not for the purpose of forming a quorum. Mr. Tanner mentioned that he asked Mr. Heebner not to attend this meeting since the Board will be discussing the selection of legal counsel.

MOTION: (Davis/Haas) The District Board of Trustees approve the first reading of new College Policy 2.06, as presented to the Board, and place on the next Board meeting agenda for final reading and approval. Motion carried unanimously.

B. Policy 5.08: Contracting Authority – First Reading

Mr. Babb explained this policy outlines the signing authority of the president and is driven by statute and the direction of the Board. The amount for professional services was adjusted from \$65,000 to \$35,000.

MOTION: (Recascino/Davis) The District Board of Trustees approve the first reading of revised College Policy 5.08, as presented to the Board, and place on the next Board meeting agenda for final reading and approval. Motion carried unanimously.

Mr. Tanner and the Board welcomed Mrs. Donna Brosemer to the Board of Trustees. Mrs. Brosemer commented she was happy to be on the Board.

VI. TIME RESERVED/PRESIDENT

A. OLD BUSINESS

1. Board Legal Services – Selection

Mr. Tanner explained the screening committee recommended four firms: Cobb Cole; Greenberg Traurig; Heebner, Baggett; Holland & Knight and Upchurch & Garthe, P.L. He explained there were 17 firms total and all were qualified but felt the four firms were the most suitable for the Board. He explained the Board is at liberty to select any attorney or firm they would want to represent the Board.

Mr. Babb reviewed areas of expertise for the larger firms. Mr. Tanner is hopeful legal fees will reduce over the next year and was not sure if the Board would want counsel to attend the Board meetings since Mr. Babb can assist in this role. Mr. Lombardo shared previous counsel to the Board was Mr. Kermit Coble and did not believe the Board attorney would need to attend all Board meetings. Mr. Babb shared average monthly cost for legal counsel and explained expenses increase when issues arise. Mrs. Hosseini preferred to select a local firm with expertise in sunshine law and how the selection of a larger firm from outside of the area with a broader expertise would be beneficial.

Mrs. Hosseini disclosed that ICI Homes has done business with Cobb Cole and Mr. Jon Kaney represented her on a specific issue. Dr. Recascino disclosed Cobb Cole represents Embry-Riddle Aeronautical University but is not familiar with Mr. Kaney. Mr. Babb disclosed that Holland & Knight has represented the Board through the bookstore lawsuit and fees were paid by the bookstore. Mr. Tanner shared Cobb Cole either has or did have a representative relationship with Community Cultural Foundation and would have to look at representation on a case by case basis.

Mrs. Hosseini and Dr. Recascino explained they have no financial interests with any of the firms and it was determined they should vote on this issue. Mr. Tanner explained with regards to potential litigation conflicts the attorney or law firm is responsible for making certain they do not get into a conflict of interest situation.

MOTION: (Recascino/Davis) The District Board of Trustees approve the law firm of Holland & Knight for use as the larger firm. Motion carried unanimously.

Mrs. Haas suggested moving forward on selecting the local law firm and believed a change in firms may be best for a new Board.

MOTION: (Haas/Recascino) The District Board of Trustees approve the law firm of Cobb Cole for use as the primary local firm. Motion carried unanimously.

Mr. Tanner indicated with a new Board they are looking forward to a new day and suggested that it be appropriate at the new meeting for the new members have an opportunity to elect a chairperson and vice chairperson. Mr. Tanner asked Dr. Recascino to preside over the meeting at this point.

MOTION: (Tanner/Haas) That the District Board of Trustees conduct the election of officers at the next scheduled Board meeting. Motion failed by a unanimous vote.

The Board felt the current officers should continue to serve for continuity and the election should be conducted during the first regularly scheduled Board meeting after July 1st, adhering to guidelines that are currently in place. Dr. Recascino returned the meeting to Mr. Tanner. Mr. Tanner thanked the Board for their confidence in him and will try to fulfill their expectations.

Mr. Lombardo explained the College has been chosen as one of the colleges to compete for the prestigious Aspen Prize. The Aspen Prize for Community College Excellence seeks to recognize colleges with outstanding academic and workforce outcomes. Mr. Tanner stated with the problems the College has faced it has not affected the level of instruction or the excellent product the faculty and staff have delivered to the community. He shared under Mr. Lombardo's leadership the College has not missed a beat. Mr. Davis asked that a letter be sent to all of the College staff thanking them for all their hard work.

VII. ADJOURN

Mr. Tanner adjourned the meeting at 9:38 a.m.

Board Meeting was reconvened at 10:01 a.m.

Distributed prior to start of reconvened meeting: Dr. Steve Miles letter of resignation and Governor Rick Scott's acceptance letter dated March 9, 2011. Made an official part of the minutes as Supplemental A: 4/26/11.

Mr. Tanner explained that Dr. Steve Miles requested his letter of resignation and Governor Scott's acceptance letter be added to the meeting minutes and received consensus of the Board to do so.

Mr. Tanner adjourned the meeting at 10:02 a.m.

Board Retreat/Workshop began at 10:03 a.m.

Roll Call - Mr. Davison was absent.

Mr. Lombardo introduced Dr. Eileen Hamby, Vice President of College of Business Administration; Dr. Nancy Morgan, Associate Vice President of Accreditation, Compliance and Contracts; and Dr. Michael Vitale, Interim Vice President of Academic Affairs, who reviewed a resource manual developed for the Board that will assist them in their roles as a trustee.

Mr. Tanner mentioned that he has asked legal counsel not to contact CCF until the Board has had time to discuss options.

Dr. Morgan reviewed the purpose of a Board Retreat and what normally occurs is an update on areas of the College, training and development for the Board, changes in legislation or rules, reflection and feedback for the Board, and the evaluation of the president. She reviewed the fact sheet information on full-time equivalent and headcount enrollment calculations, graduates by degree; gender, ethnicity, age and enrollment status; top ten programs in enrollment and graduates; College campuses, and the number of College employees in each category.

Dr. Hamby reviewed the resource manual which included operational definitions and acronyms; history of the College; organizational chart; College officials; fact sheets; academic calendars; members of the Board of Trustees; and an annual board agenda calendar. Dr. Hamby explained that Ms. Donna Sue Sanders, Vice President of the Foundation, will be asked to provide a monthly report to the Board and explained how one of the roles of the Board is to oversee the Foundation board of directors. Mr. Lombardo reviewed how members of the Foundation board are selected and criteria used; terms of the directors; development of policies outlining responsibilities and limitations of the board of directors.

Mr. Davis suggested the Internal Auditor provide a monthly update during Board meetings. Dr. Hamby indicated they will also add an academic component to each of the meetings since this is what the College is all about. Mr. Lombardo handed out an information sheet on the College's budget, which totals \$97,515,546.

Dr. Hamby reviewed additional materials in the resource manual, which included SACS Best Practices – Developing Policy and Procedure Documents; Florida Department of Education website information for trustees; Association of Governing Board (AGB) information; Association of Community College Trustees (ACCT) information and resource material. Mr. Lombardo indicated training conferences are offered by ACCT and AGB and suggested Board members attend some of these conferences which will further assist them in their role as a trustee. Dr. Hamby reviewed pertinent College policies; presidential profile information and evaluation instrument. The Board discussed the evaluation instrument and felt a more comprehensive instrument was needed. Mr. Lombardo will have staff gather instruments used by other colleges for the Board's review. It was suggested the evaluations be tallied by the Internal Auditor. A bi-annual climate survey was suggested for consideration that could be used to identify areas where attention might be needed and allowing a person's identity to remain confidential. Mr. Tanner shared how Mr. Lombardo has his finger on the pulse of the College because he takes the time to visit different areas and talk to people. Mr. Lombardo suggested the Internal Auditor might be an option for people to talk to if there are specific types of concerns.

The Board discussed the nomination process used for the annual election of officers for the Board of Trustees and would like the process revised for the Board's review.

Dr. Hamby reviewed the Strategic and Annual plans, budgets, institutional effectiveness, student learning outcomes, equity report, and the Daytona State College Foundation. Discussed the process used by the Foundation to determine funding initiatives and how the Foundation should support initiatives that benefit the students and the College. The Board indicated the mission of the Foundation is so broad and suggested the establishment of parameters or a policy to protect the Foundation and its staff from any undue pressure from the board of directors or the president.

Dr. Michael Vitale reviewed Florida Statutes, Florida Commission on Ethics, State Board of Education Rules in the resource manual.

Dr. Hamby indicated for the upcoming SACS visit the Board should be familiar with SACS core requirements and standards. She explained the main areas of focus are fiduciary, mission attainment and accountability, openness and transparency. Mr. Tanner explained in simple terms the Board sets policy and sets parameters, and administration implements.

Mr. Tanner explained with the appointment of Mr. Dwight Lewis to the District Board of Trustees, Mr. Marc Bernier was selected to replace Mr. Lewis on the Presidential Search Advisory Committee.

Mr. Davis pointed out that in the history of the District Board of Trustees the Board now has a majority of female members.

Board Retreat/Workshop adjourned at 12:25 p.m.