

**QUINCY COLLEGE
BOARD OF GOVERNORS**

**SPECIAL MEETING OF AUGUST 10, 2010
Minutes**

The meeting was called to order at 6:30 PM. The member roll was called. The following members of the Board of Governors were present at the call of the member roll: Mark Bertman; Jo-Ann Bragg; Mary Jo Brogna, Second Vice Chair of the Board of Governors; Edward Browne, Vice Chair of the Board of Governors; Francis Byrne; David Dennis, Chair of the Board of Governors; Thomas Feenan. The following members of the Board of Governors were absent at the call of the member roll: Joanne Condon-Walsh (who participated by speaker phone); Donald Gratz; William Grindlay; Pedro Viejo-Rodriguez.

Also present were: Martha Sue Harris, President and Secretary of the Board of Governors; Dr. Patricia Vampatella, Vice President for Academic Affairs; Pushap Kapoor, Vice President for Administration and Enrollment Management; Jennifer Tonneson, Chief Financial Officer/Business Administrator; Robert E. Baker, Jr., Esq., Dean of Business and Public Service Programs and Assistant Secretary of the Board of Governors; Lorri Mayer, Executive Director of Human Resources; Dr. James Magee, Special Assistant to the President for Institutional Transition and Facilitator for the Presidential Search Committee; Dr. Philip Conroy; James Timmins, Esq., City Solicitor, City of Quincy; Michelle McNulty, Esq., Murphy, Lamere, and Murphy; Matthew Tobin, Esq., Murphy, Lamere, and Murphy.

The Pledge of Allegiance was recited and a moment of silence was observed.

Mr. Dennis called upon Mr. Byrne to address his letter of June 20, 2010, calling a special meeting of the Board of Governors (please see copy, attached), in which call he was joined by Ms. Brogna and Mr. Feenan.

Mr. Feenan posed a point of parliamentary inquiry as to the meeting's agenda containing more than was on the letter of June 20, 2010, calling for the special meeting. Mr. Tobin stated that the agenda was in compliance with both the By-Laws of the Board of Governors and Robert's Rules of Order. Mr. Feenan then read aloud Chapter IV, Section 9, Page 89, Lines 1 – 6 of Robert's Rules of Order ("Special Meeting") (please see copy, attached). Mr. Tobin replied that the Board's By-Laws provide authority for the Board Chair to also call a special meeting, hence the items beyond the original call. Mr. Feenan stated that he respectfully disagreed with Mr. Tobin's position.

Mr. Dennis then again called on Mr. Byrne to review with the Board his letter of June 20, 2010. Mr. Byrne stated that he wrote the letter in response to numerous calls regarding the presidential search that he had received from Quincy College employees.

Mr. Gratz arrived at 6:40 PM.

Mr. Byrne first referenced background checks. President Harris referred to reports on the topic from Dr. Magee (please see copy, attached), and Ms. Mayer (please see copy, attached). Dr. Magee reported that an initial check was done on all qualified candidates, including background and reference checks. The process was repeated, with a CORI check and employment verification, for the final candidate.

Mr. Viejo-Rodriguez arrived at 6:44 PM.

Mr. Byrne next addressed the question of whether Dr. Magee and Dr. Conroy had any relationship prior to the presidential search. Dr. Magee referred to his letter and stated that the only candidate he knew prior to the search was Peter Tsaffaras. Dr. Magee further stated that he had no prior collegial or professional relationship with Dr. Conroy. Dr. Conroy stated that he first met Dr. Magee during the presidential search. Mr. Byrne said that his concern was raised by a current employee of Quincy College. Dr. Magee then described the process by which candidates requested documents and how he responded to those requests.

Mr. Feenan referred to an E-mail dated May 29, 2010, from Dr. Magee to Dr. Conroy regarding Dr. Conroy's candidacy and the interview schedule, and that also transmitted certain budget and NEASC documents, and that included the language "I have attached documents that you may find helpful." Dr. Magee responded that he sent these to Dr. Conroy as the result of a conversation with Dr. Conroy. Mr. Feenan described this as troubling. Mr. Browne stated that the matter was not troubling to him. Dr. Magee further stated that each candidate who requested documents received the same documents as provided to Dr. Conroy.

Mr. Byrne next addressed allegations of diversion and non-accounting of employee response forms. Dr. Magee replied that after May 27, 2010, Janet McKeen, Confidential Assistant for Community and Workforce Education and Science was responsible for distributing and collecting all such forms, and Kimberly Puhala, Director of Institutional Research, was responsible for data entry.

Ms. Puhala described her role in collection of the forms (please see copy of her affidavit, attached).

Mr. Feenan then distributed a signed affidavit from a former employee, Kevin Clapp (please see copy, attached). Attorney Tobin stated that the individual's reputation could not be discussed without notice to the individual. Mr. Feenan stated that the affidavit reflects the lack of inclusion of employee input.

At 7:06 PM, Mr. Dennis called a five (5) minute recess to allow legal counsel to confer on the issue of the affidavit. The meeting resumed at 7:11 PM with counsel's return to the meeting room. Attorneys McNulty and Tobin deferred the matter to City Solicitor Timmins as College's counsel stated that they have a conflict regarding the affiant. Mr. Timmins stated that if discussion by the Board is focused solely on the documents, then discussion can proceed. He further stated that if members of the Board feel the need to discuss the credibility of the affiant, that is a different matter. Mr. Gratz said that the documents cannot be discussed without discussing the individual. Ms. Brogna stated that the real issues are whether there is any chance that the process was sufficiently secure to ensure that no forms were left behind without being collected, and whether forms could have been disposed of. Dr. Magee stated that the affidavit was a fabrication. Ms. McKeen was called upon to read her affidavit (please see copy, attached). President Harris added that there have been five (5) incident reports pertaining to the individual who signed the affidavit distributed by Mr. Feenan. Mr. Dennis stated that based on his knowledge of that individual, he does not believe the affidavit distributed by Mr. Feenan. President Harris then instructed Ms. Mayer to retrieve the relevant incident reports.

Mr. Feenan asked if the subject of Dr. Conroy's teaching experience was going to be discussed. Mr. Dennis replied that the section of Mr. Byrne's letter that addressed that topic had already been discussed and had concluded when Mr. Dennis asked the members of the Board if they had any questions or information on that topic, and he received no responses. Upon a question from Mr. Feenan, Mr. Baker affirmed that part of the letter already having been discussed, with no responses being forthcoming to Mr. Dennis' question of whether any members had questions or information.

Motion by Mr. Gratz that the Board of Governors follow this meeting's agenda and consider only those items before the Board. The motion was seconded by Mr. Browne. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Bragg; Mr. Browne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. The following members of the Board of Governors voted in opposition to the motion: Mr. Bertman; Ms. Brogna; Mr. Byrne; Mr. Feenan. There were no abstentions. The motion was adopted.

Mr. Byrne then referred to an employee's allegation that he/she was discouraged from sharing opinions about the presidential search. Ms. Bragg responded that she never discouraged anyone from sharing their opinions. Ms. Condon-Walsh also said that she did not discourage anyone from sharing opinions. Mr. Byrne asked if at the dinners for the finalists at the Neighborhood Club Ms. Condon-Walsh witnessed any employees being discouraged from sharing opinions with Board members. Ms. Condon-Walsh responded that she discouraged nobody. Some members who attended the dinners, including Mr. Bertman, Mr. Dennis, Mr. Feenan, and Mr. Gratz, stated that they observed nobody being discouraged from sharing opinions.

Regarding the incident reports involving the affiant who is a former employee of the College, Mr. Timmins clarified that since the incident reports deal with that individual, they cannot be discussed this evening as the individual was not provided notice as required by law.

Ms. Bragg stated that if response forms were missing, that is troubling, but that she based her decision on whom to vote for President of Quincy College on the finalists' interviews. Mr. Viejo-Rodriguez stated that even if the five (5) responses in question were included, he would not have changed his vote. Ms. Brogna stated that the real question is the integrity of the process. Mr. Browne responded that the Board has heard from two (2) professionals employed by the College who have testified as to the integrity of the process.

Next addressed was the composition of the Board of Governors, specifically the number on non-Quincy residents on the Board. Mr. Dennis referred the question to Attorney Tobin, who reviewed for the Board his written opinion on the topic (please see copy, attached). He stated that on the narrow issue of whether there were Board members not in compliance on June 14, 2010, with the statutory residency requirement, that would require that counsel conduct an investigation that counsel was not called upon to do. Attorney Tobin, however, did offer the opinion that the Board of Governors, as constituted on June 14, 2010, was a de facto Board whose actions were valid. Mr. Feenan questioned the opinion and then read a statement. Ms. Bragg asked to what part of the agenda Mr. Feenan was referring. He replied that he was referring to Chapter 53, Section 2 of the Acts of 1994. He then called for the resignations of Ms. Condon-Walsh and Mr. Gratz, or for the City Solicitor to render an opinion on the issue of compliance with the residency requirement. Mr. Feenan then recited what he said were the residences of members of the Board.

Mr. Gratz said that while the residency issue is important, that there has been no rush to judgment on the selection of a new President, describing the process as slow. He stated that it is the obligation of all Board members to comply with the vote of the majority on the Presidential selection and if any member is unable to do so, he/she should resign. He recalled the oath taken by each Board member to do their best for the College.

Mr. Timmins reported that the residency issue was referred to the Office of the Attorney General for the Commonwealth of Massachusetts. Assistant Attorney General Hurley informed Mr. Timmins that since Quincy College is a department of the City of Quincy, the Attorney General's Office would not render an opinion. Mr. Tobin added that de facto Board status applies to both appointed and elected boards. As to ongoing residency compliance by individual Board members, interviews would need to take place with individual Board members but that he is unaware of anything to indicate non-compliance, and therefore the Board of Governors can proceed with business until such time as evidence of non-compliance is determined. Until such time, the Board's actions would be valid.

Ms. Brogna said that insufficient attention has been paid to detail, including the failure to designate a Board member as the alumni representative.

Mr. Viejo-Rodriguez stated that he was of the understanding that he was the alumni representative. He further said that he did not see why Board members should question the advice provided by legal counsel.

Mr. Bertman said that he is concerned that the Board selected a President without being in compliance with the residency requirements. If the Board is not in compliance, then that should be addressed and the Board should be brought into compliance. If the Board is in compliance, then it should move forward.

Ms. Bragg stated her belief that the Board is in compliance based on the opinion from counsel, and that the Board should move forward.

Ms. Condon-Walsh stated that she was reappointed a year ago by the Appointing Council, with full disclosure that she was a Florida resident. She further stated that she would not resign, and that the Board should move forward.

Mr. Byrne stated his recollection that it was said that it is important where Board members resided on June 14, 2010, and that is a simple issue. Compliance with the law is essential.

Mr. Browne suggested that the residency of Board members be reestablished whenever an Appointing Council is called to fill a vacancy on the Board of Governors.

Motion by Mr. Browne that with the next opening on the Board of Governors, that the residency of Board members be established for purposes of statutory compliance, and that the By-Laws of the Board of Governors be amended to so reflect. The motion was seconded by Ms. Bragg.

On the motion, Ms. Brogna stated that residency should be declared whenever a Board member moves.

Attorney McNulty stated that the issue of non-compliance with residency requirements, once recognized, must be addressed but that there is no existing mechanism under the enabling law to do so.

Ms. Brogna recommended that the Board of Governors designate the alumni representative, since the Appointing Council has not done so. Ms. Brogna further recommended that the burden be placed on a Board member moving and potentially putting the Board out of compliance to address the situation.

Mr. Timmins stated that because of the awareness of the issue, this situation is unlikely to happen again.

Mr. Browne withdrew his motion, and Ms. Bragg withdrew her second of Mr. Browne's motion.

Mr. Feenan returned to the issue of the Board's compliance on June 14, 2010, with the residency requirement. Mr. Browne responded that while the Board may have been out of compliance, that was not done in bad faith and the Board's actions were legal.

Motion by Ms. Bragg that the Board of Governors designate Mr. Viejo-Rodriguez as the alumni representative. The motion was seconded by Mr. Browne.

On the motion, Mr. Feenan stated that it is the authority of the Appointing Council to make such a designation, not the Board of Governors. Mr. Timmins agreed that the Board of Governors does not have the authority to make such a designation.

Ms. Brogna asked where the Board stood on the issue of compliance on June 14, 2010. Mr. Timmins offered to research the matter, confer with the College's legal counsel, and arrive at a joint advisory. Mr. Gratz asked what effect that would have on this evening's agenda. Mr. Timmins replied that unless compliance remained in play, the only issue that it should affect was the selection of a successor President. Attorney McNulty raised the issue of whether the Board should address the issue of ongoing compliance. She offered the opinion that if the Board determines that it is in compliance, it can go forward and act. If the Board believes it not to be in compliance, it should not act on anything.

At 8:55 PM, Mr. Dennis vacated the Chair, the duties of the Chair being assumed by Mr. Browne. Mr. Dennis resumed the duties of the Chair at 8:58 PM.

The following members of the Board of Governors voted in favor of Ms. Bragg's motion to designate Mr. Viejo-Rodriguez as the alumni representative on the Board of Governors: Mr. Bertman; Ms. Bragg; Mr. Browne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Ms. Brogna, Mr. Byrne, and Mr. Feenan abstained. The motion was adopted.

Motion by Ms. Bragg that the Board of Governors appoint Dr. Philip Conroy as the next President of Quincy College. The motion was seconded by Mr. Gratz.

On the motion, both Ms. Brogna and Mr. Feenan questioned whether the motion was in order given the purposes for which this special meeting was called.

Next addressed was the approval of the minutes of the meeting of the Board of Governors of June 14, 2010.

At 9:08 PM, the Chair called a recess to allow counsel to determine the legality of addressing those minutes, as well as whether Ms. Bragg's motion to appoint a successor President was in order.

The meeting was reconvened at 9:20 PM, at which point Attorney McNulty stated that Robert's Rules of Order prohibit approval of minutes at a special meeting. Attorney McNulty further stated that Ms. Bragg's motion was not within the narrow scope of this evening's special meeting. Ms. Bragg withdrew her motion and Mr. Gratz withdrew his second of Ms. Bragg's motion.

Mr. Dennis summarized that the College's legal counsel and Mr. Timmins will collaborate on an opinion as to the composition of the Board of Governors on June 14, 2010.

Motion by Mr. Feenan that the Board of Governors refer the College's legal counsel and the City Solicitor the issue of whether the Board of Governors was in compliance with residency requirements on June 14, 2010, and whether votes taken on that date and earlier dates were valid based on the composition of the Board on June 14, 2010. The motion was seconded by Mr. Bertman. Mr. Gratz offered amendments to the motion of the question of what needed to be done to get into compliance if the legal opinion reveals that the Board was not in compliance on June 14, 2010, and that the opinion be presented to the Board of Governors next week. Mr. Feenan and Mr. Bertman agreed to the amendment. The following members of the Board of Governors voted in favor of the motion, as amended: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Feenan; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Mr. Dennis stated that since a majority of the Board appears to believe that the Board is in compliance with residency requirements, the Board would proceed with Agenda Item # 9, the creation of a Negotiating Committee to negotiate a contract for President-Elect Philip Conroy.

Motion by Ms. Brogna that the Board of Governors establish a committee to negotiate a contract with the President-Elect. The motion was seconded by Mr. Feenan.

On the motion, Mr. Feenan asked that the Chairs of the Finance and Facilities and Personnel and Programs Subcommittees be on this Committee. Mr. Dennis replied that the members of the Committee already have been selected.

The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Byrne abstained and Mr. Feenan voted "present".

President Harris presented her report. She discussed a letter from NEASC (please see copy, attached). Vice President Kapoor reported that summer credit count goals had been met. Fall enrollments are on par with last year at this time.

President Harris reported on the expansion of the Plymouth Campus. She stated that to do a Request for Proposals, City Council approval must be obtained since the current landlord's proposal is for a six and a half year lease with a five year option, so that it matches the lease for the existing space.

Motion by Mr. Bertman that the Board of Governors authorize the President to bring to the City Council a proposal for the lease of additional space at Plymouth, for a six and a half year lease with a five year option. The motion was seconded by Ms. Bragg. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted.

Mr. Bertman presented the report of the Quincy College Trust. He stated that the Trust has assets as of this date of \$276,873.22, and that a certificate of deposit runs out this month. President Harris asked the Board of Governors to acknowledge the gift from College Courses, Incorporated, of \$30,061.65, of which \$26,000.00 was in the budget.

Motion by Mr. Bertman that the Board of Governors accept from College Courses, Incorporated, the gift of \$30,061.65. The motion was seconded by Mr. Gratz. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted.

At 9:45 PM, motion by Ms. Bragg that the Board of Governors enter into Executive Session to conduct strategies in preparation for negotiating with non-unit personnel. Pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (3) for the purpose of discussing strategy with respect to the collective bargaining agreement with the Quincy Education Association Unit E to reconvene in open session. The Executive Session is required due to the fact that an open meeting on this issue would have a detrimental effect on the bargaining position of this body. The motion was seconded by Mr. Byrne. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted.

Open and public session resumed at 10:10 PM. The member roll was called. The following members of the Board of Governors were present at the call of the member roll: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Feenan; Mr. Gratz; Mr. Viejo-Rodriguez. Absent were: Ms. Condon-Walsh; Mr. Grindlay.

Motion by Ms. Bragg that the Board of Governors approve the Memorandum of Agreement with the Quincy Education Association, Unit E, for the period July 1, 2009, through June 30, 2012. The motion was seconded by Ms. Brogna. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted.

Next discussed was a schedule of future regular meetings.

Motion by Mr. Browne that the Board of Governors establish regular meetings of the Board of Governors for August 18, 2010, at 6:30 PM, and August 23, 2010, at 6:30 PM. The motion was seconded by Ms. Bragg. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted.

Next discussed were budget transfers for purposes of payroll.

Motion by Ms. Brogna that the Board of Governors approve the transfer to "Payroll Reserve" from "Reserve for Appropriation" the sum of \$227,001.00, for the purpose of funding payroll obligations to the Quincy Education Association, Units D and E, and as more fully set forth on pages 75 through 80 of this evening's material (please see copy, attached). The motion was seconded by Mr. Gratz. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted.

At 10:17 PM, motion by Mr. Bertman that the meeting of the Board of Governors be adjourned. The motion was seconded by Mr. Browne. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Gratz; Mr. Viejo-Rodriguez. There were no votes in opposition to the motion. Mr. Feenan voted "present". The motion was adopted and the meeting was adjourned.