

**QUINCY COLLEGE  
BOARD OF GOVERNORS**

**Meeting of January 19, 2006**

**Minutes**

The meeting was called to order at 6:08 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; Joanne Condon-Walsh; Robert Crowley; David Dennis; Dr. Joseph Nicastro; Richard Nici, Second Vice Chair; Peter O'Neill, Esq., First Vice Chair; Daniel Raymondi, Esq.; Jerrell Riggins; Peter Tsaffaras, Esq.; Theresa Lord-Piatelli, Esq., Chair. Absent at the call of the member roll were: William Grindlay; Walter White. Also present were: Martha Sue Harris, President and Secretary to the Board of Governors; Dr. Keith Cotroneo, Senior Vice President for Academic Affairs; Pushap Kapoor, Vice President for Administrative Services; Steve Higgins, CFO; Robert E. Baker, Jr., Esq., Dean of Business and Public Service Programs and Clerk of the Board of Governors; Robert Quinn, Esq., Assistant City Solicitor.

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

The Chair called for the Open Forum portion of the meeting to take place. After two invitations for people who wished to address the Board to come forward, with no response, the Chair declared the Open Forum closed.

Motion by Mr. O'Neill to table the minutes of the Board of Governors' meeting of December 15, 2006, until the next meeting of the Board to allow the members the opportunity to review the minutes. The motion was seconded by Mr. Nici. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Raymondi; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. Bertman to approve the minutes of the Board of Governors' Meeting of January 9, 2006. The motion was seconded by Mr. Riggins. There was no discussion on the motion. The motion was adopted unanimously on a voice vote. There were no votes in opposition to the motion, and no abstentions.

Ms. Lord-Piatelli then presented the Report of the Chair. Copies of the Board of Governors' By-Laws (please see copy, attached) were distributed. The Chair posed the question of whether to appoint a special committee to review the By-Laws and to benefit in that review from the experience of those Board members who will leave this year, or wait until new members are appointed.

Motion by Ms. Condon-Walsh that the Chair appoint a special committee to review the By-Laws of the Board of Governors and report back to the Board with the results of that review by June 1, 2006. The motion was seconded by Mr. Dennis. Mr. Bertman spoke in support of the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Raymondi; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted. The Chair stated that she would, within the next week, appoint members of the Special Committee to Review the By-Laws.

Mr. Raymondi departed at 6:20 PM.

The Chair then called upon President Harris to present the Report of the President. President Harris reported that Winter Session enrollment was lower than usual but she attributed this, and lower summer enrollments, in part to an increasingly common policy of four-year institutions to prohibit transfer of credits by already matriculated students. President Harris then presented an enrollment report (please see copy, attached).

President Harris then presented an updated marketing report. Billboards are up for this semester. Red Line posters have been up for 4 – 6 weeks. Cinema ads have been placed in Randolph and Hanover. Ads have been taken in the Patriot Ledger, Quincy Sun, the Enterprise, the Metro, and the Boston Chinese News. There are over four hundred new students this spring.

Daryl Slater, Director of Marketing, was present to provide additional information. The Chair asked if the College tracked the effectiveness of advertising. Mr. Slater replied that it is not presently done but there is coding now in place so that Admissions staff can now do this based on students' answers to the question of how they heard about Quincy College. President Harris also referred to the possible resurrection of the practice of using different telephone response numbers for each ad campaign. Mr. Slater also reported that there is an increased effort to establish relationships with high school guidance counselors. Mr. Bertman suggested offering students some sort of bonus or incentive for bringing in the ad to which they responded.

Mr. Nici asked if the College was doing any E-mail advertising. Mr. Slater responded that this is currently under discussion and IT is looking at server and security issues. Ms. Condon-Walsh asked if the College could do on-line registration. President Harris replied that the College can take information but cannot drop that into the AS400 because of the age of the system. Since there are lags, a student who tries to register on-line could have a class fill before the registration is actually entered.

President Harris informed the members that the scheduling preference for the Board Retreat/Training Session, by a majority of one, is for February 17-18, 2006. She described the projected training plan.

President Harris also referenced planning documents (please see copies, attached). She recommended that the College adopt the NEASC planning model (description, appraisal, projection, implementation) as described by Dr. Cotroneo. President Harris felt that this will be a more effective means of implementing the College's various processes involving planning and proposals, as well as comprehensiveness in information gathering and transmission.

Accreditation has been going forward. The Standards Committee chairs met today. The Strategic Plan, in its current state, was distributed to the Board. The Board will have the opportunity to address the strategic plan in its sessions on February 17 and 18. NEASC has agreed to review the College's self study as editors if the College submits the self study in June, for final submission in August, 2006.

Regarding Surgical Technology, President Harris reports that she and others have met with the consultants, as well as with Aundrea Kelley of the Board of Higher Education (BHE). The BHE wants to do another site visit but the lab must be complete and a faculty person in place before the visit takes place. Ms. Condon-Walsh asked if the College was still on target for re-opening the Program by September, 2006. President Harris reported that that still is the plan. She also reported that an offer has been made to a prospective Allied Health Dean. All but one of the Program's curriculum pieces is in place. In the first year, a maximum of fifteen students will be admitted. Ms. Condon-Walsh asked if there was a Program budget. President Harris replied that some quotes are being sought so budget information on the Program can be made available at the next meeting of the Finance and Facilities Subcommittee. For the benefit of new Board members, President Harris explained the Quincy College Senate, its processes and functions, as well as the Senate committee structure.

Mr. Riggins asked if any hospitals have donated equipment to the Surgical Technology Program. President Harris said that staff have secured some donations.

Reports of Special Committees were then presented. In the absence of Mr. Grindlay, Chair of the Finance and Facilities Subcommittee, that Subcommittee's report was presented by Mr. Dennis.

Motion by Mr. Dennis that \$43,457.00 be transferred from Payroll Account to Reserve for Appropriation. The motion was seconded by Ms. Condon-Walsh. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. Dennis that \$25,900.00 be transferred from Media Services to Reserve for Appropriation. The motion was seconded by Ms. Condon-Walsh. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. Dennis that \$24,000.00 be transferred from Reserve for Appropriation to Plymouth Lease (for temporary replacement site). The motion was seconded by Ms. Condon-Walsh. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. Dennis that \$1,900.00 be transferred from Reserve for Appropriation to Facilities (for Plymouth moving expenses). The motion was seconded by Ms. Condon-Walsh. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. Dennis: that the following policies (please see copies, attached) be adopted: 9.04 (Recruitment Expenses); 7.03 (Payment Deferment); that the following policies (please see copies, attached) be amended: 3.06 (Persona Non Grata); 5.01 and 5.02 (Degree Requirements); that the specific dollar amounts be deleted from the following policies (please see copies, attached) as these amounts are subject to change on an annual basis, and otherwise amend as indicated: 5.11 (Add/Drop); 6.09 (Lockers); 7.01 (Tuition and Fee Schedule); 7.02 (Tuition Deposit); 7.05 (Withdrawal/Refund Schedule); that Policy 8.11 (Emergency Loan Fund) be deleted. The motion was seconded by Mr. Riggins. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Mr. Dennis called upon Mr. Higgins to review changes in the budget process. Mr. Higgins identified improvements in the process, stated that the campus was informed of the process, processes were standardized, and various schedules were developed. The process is more comprehensive, involving twenty worksheets. The process should be more accurate as the base data is coming from the various operating departments.

Dr. Nicastro presented the report of the Personnel and Programs Subcommittee. Motion by Mr. O'Neill that the following policy (please see copy, attached) be adopted: 5.05A (Auditing a Class); that the following policies be adopted (please see copies, attached) as amended: 6.03 (Student

Organizations); 6.11 (Student Participation in Governance); 5.07 (Incomplete Grades); 5.10 (Graduate with Honors); 6.16 (Disciplinary Process for Social or Other Violations). The motion was seconded by Mr. Riggins. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. O'Neill that President Harris be authorized to proceed with the agreement addressing the Facilitated Dual Enrollment Plan with Hull High School (please see copy, attached) for the 2006-2007 Academic Year. The motion was seconded by Ms. Condon-Walsh. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. O'Neill that the positions of Chair of the Surgical Technology Program and Clinical Supervisor for the Surgical Technology Program (please see copies, attached) be established. The motion was seconded by Mr. Nici. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Under Old Business, the Chair called upon Chris Rogers, Dan Sullivan, and Stacy Ward, all of Sullivan and Rogers, to present the Board with the report of the audit of the Quincy College Foundation (please see copy, attached). Addressing Phase I of their audit, the auditors reported that the Board of Trustees of the Foundation did not prepare annual expenditure budgets nor did they review and approve disbursements. The auditors found that three Foundation checks containing only one signature. The auditors found no reasonable assurance that expenditures were being processed and recorded correctly.

Mr. Dennis asked what the Board of Trustees did do, as opposed to what they did not do. The auditors reported that the Board of Trustees' former Chair stated that the focus of Foundation meetings was events rather than finance. A review of minutes confirmed this. Ms. Ward stated that the former Chair stated, when asked who addressed financial matters for the Foundation, "Sean and his office".

In response to a question from Mr. Crowley, Ms. Lord-Piatelli provided a history of the Foundation and its operation as it should have been. Ms. Lord-Piatelli asked how much money had been raised by the Foundation. The auditors replied that they were not engaged in an examination of Foundation revenues. Mr. Tsaffaras asked if there was found to be any consistent application of any internal procedures. The auditors' answer was "no". Ms. Ward replied that better processes was in place at the beginning, but these dwindled over time. In response to a question from Mr. Dennis, the auditors found that there were nine checks pre-signed and other checks written out of sequence. The nine pre-signed checks were signed by the Foundation's treasurer, Nancy Dyer. The other authorized signatory was Sean Barry. Mr. Quinn said that attempts to reach Ms. Dyer resulted in a response that she would be available but this happened at the end of the audit process and she has not been interviewed. He also reported that contact with Sean Barry has only been through counsel.

In Phase II, the auditors reviewed the purposes of the Foundation and found them to be very broad. Therefore, to a large extent, the allowability of expenditures could be open to interpretation. The expenditures were divided into three categories: allowable (such as scholarships); questionable (including some travel); unallowable. Ms. Lord-Piatelli asked the auditors if a questionable expenditure would be considered unallowable if the Board of Governors had never been informed of it or approved it. The auditors agreed that such would be the case.

The auditors then addressed the disbursement analysis (please see page 5 of the audit report). In response to a question from Mr. Dennis, the auditors cited the reportable conditions set forth on page 3 of the report. Mr. Dennis asked what internal controls existed. The auditors replied that bank statements were being reconciled. They went on to say, however, that there were so many instances of missing or inadequate documentation that it was impossible to say that there were internal controls.

During a discussion of Phase III, Mr. Dennis asked what constituted fraud, and did fraud occur. The auditors' response was that, based on their examination of the Foundation's disbursement process, there was no direct evidence of fraud. Ms. Lord-Piatelli stated that the Marriott Reward Points paid for by the Foundation legally belong to the College or the Foundation, not to Mr. Barry. Mr. Quinn stated that in those instances in which the City was the ultimate payer for travel, the points belong to the City. Relative to the Rewards Points, Mr. Dennis confirmed with the auditors that even though the Reward Points were accrued on events paid for by the Foundation, Sean Barry has retained the Points and to that extent he personally benefited from the Foundation expenditures.

Ms. Condon-Walsh stated that the Foundation subsidized things that do not seem to be in the best interests of the College. She said that in events such as Red Sox games, the Foundation was actually subsidizing attendance at those events. Although she had bought Red Sox tickets through the Foundation, when she learned that some of the purchase price was being subsidized by the Foundation, she paid the Foundation the difference. She said that the purpose of the Foundation was to provide scholarships, yet because of the present state of the Foundation, donations cannot be collected nor scholarships given.

The auditors stated that the conference expenses that were classified as "unallowed" were so classified because the conferences were paid for by the Foundation but not attended. Mr. Tsaffaras stated that absent an affirmation by the purported attendee that he attended when he did not, there is no fraud. Mr. Crowley stated that the Board of Governors is not in a position to make a determination of fraud.

Motion by Mr. O'Neill that the auditors' draft report on the Quincy College Foundation be referred to the Finance and Facilities Subcommittee to deal with questions as appropriate, to bring in legal counsel for assistance in that determination, and make recommendations to the Board. The motion was seconded by Mr. Tsaffaras. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Mr. Tsaffaras asked that members of the Board of Governors who are not on the Finance and Facilities Subcommittee be notified of that Subcommittee's meeting date. Ms. Condon-Walsh asked the auditors what the next step was. Their reply was that it is up to the Board of Governors whether to accept the draft audit. The auditors plan no further investigation. Even though the Foundation treasurer made herself available, Mr. Rogers said that she did that too late and that any input she might have would have no effect on the report. Mr. Crowley suggested that deferral be made to Mr. Quinn about interviewing Ms. Dyer. Mr. Quinn said that he would facilitate the interview. The auditors agreed.

The auditors were then excused. Mr. Rogers indicated that, after meeting with Ms. Dyer, that will be included in a revised draft, including any changes as a result of that interview. The revised draft should go to the Finance and Facilities Subcommittee.

The Chair and the President reported that there were no matters under New Business.

At 8:50 PM, motion by Mr. Bertman that the Board of Governors enter into Executive Session for the purpose of discussing litigation, the meeting not to return to public session but to adjourn from Executive Session. The motion was seconded by Mr. Nici. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Mr. Bertman; Ms. Condon-Walsh; Mr. Crowley; Mr. Dennis; Dr. Nicastro; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. There were no votes in opposition to the motion, and no abstentions. The motion was adopted and the Board of Governors entered into Executive Session.