

**QUINCY COLLEGE
BOARD OF GOVERNORS**

**MEETING OF JULY 30, 2008
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; Edward Browne; Francis Byrne; David Dennis, Vice Chair; William Grindlay; Pedro Viejo-Rodriguez; Peter Tsaffaras, Esq., Chair of the Board of Governors. The following members of the Board of Governors were absent at the call of the member roll: Joanne Condon-Walsh; Thomas Feenan; Jerrell Riggins, Second Vice Chair. Also present were: Martha Sue Harris, President and Secretary of the Board of Governors; Pushap Kapoor, Vice President for Administration and Finance; Robert E. Baker, Jr., Esq., Dean of Business and Public Service Programs and Assistant Secretary of the Board of Governors; Dr. James Magee, Special Assistant to the President for Institutional Transitions; Lorri Mayer, Executive Director of Human Resources; Michelle McNulty, Esq.; Matthew Tobin, Esq.

Mr. Tsaffaras announced that the purpose of this special meeting is to address the matter of legal services related to the College's separation from the City of Quincy. However, several items that cannot wait until the next regularly scheduled meeting also will be addressed.

Mr. Riggins arrived at 6:33 PM.

The report of the Personnel and Programs Subcommittee was presented by Mr. Grindlay, Subcommittee Chair, including information on the proposed Exercise Science Degree Program.

Motion by Mr. Grindlay that the Board of Governors approve the Exercise Science Degree Program, as recommended by the Personnel and Programs Subcommittee. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Mr. Dennis then presented and discussed proposed budget transfers (please see copy, attached) that previously had been recommended by the Finance and Facilities Subcommittee.

Motion by Mr. Dennis to approve the rehiring of the Special Assistant to the President for Institutional Transitions for the period of July 1, 2008, through August 31, 2008. The motion was seconded by Mr. Bertman. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

The first proposed transfer, to transfer \$108,000.00 from "Separation Expense" to "Reserve for Appropriation", then transfer \$108,000.00 from "Reserve for Appropriation" to "Payroll, President's Office", was then discussed. President Harris explained that this salary appropriation is to fund the position of Special Assistant to the President for Institutional Transitions for FY 2009.

Motion by Mr. Dennis to transfer \$108,000.00 from "Separation Expense" to "Reserve for Appropriation", then transfer \$108,000.00 from "Reserve for Appropriation" to "Payroll, President's Office", for the purpose of funding the position of Special Assistant to the President for Institutional Transitions for FY 2009. The motion was seconded by Mr. Bertman. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Motion by Mr. Dennis that the Board of Governors approve the hiring of the Special Assistant to the Vice President for Administration and Finance for Marketing for the period of July 1, 2008, through August 31, 2008. The motion was seconded by Mr. Bertman. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Next addressed was the third proposed transfer, the transfer of \$40,000.00 from "Training and Consulting" to "Reserve for Appropriation", then transferring \$40,000.00 from "Reserve for Appropriation" to "Payroll, Vice President for Administration and Finance" for the purpose funding the position of Special Assistant to the Vice President for Administration and Finance for Marketing for a period in excess of August 31, 2008.

Motion by Mr. Dennis that the Board of Governors approve the transfer of \$40,000.00 from "Training and Consulting" to "Reserve for Appropriation", then transferring \$40,000.00 from "Reserve for Appropriation" to "Payroll, Vice President for Administration and Finance" for the purpose of funding the position of Special Assistant to the Vice President for Administration and Finance for Marketing. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Next addressed was the second proposed transfer, the transfer of \$20,000.00 from "Reserve for Appropriation" to "Judgments, Settlements, and Claims". President Harris explained the background of and rationale for this transfer. Mr. Grindlay pointed out that all legal requirements must be met before payment is made. President Harris also stated that all judgments, losses, and claims must be approved by the Board of Governors before payment is made.

Motion by Mr. Dennis that the Board of Governors approve the transfer of \$20,000.00 from "Reserve for Appropriation" to "Judgments, Settlements, and Claims". The motion was seconded by Mr. Bertman. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Mr. Tsaffaras then called for interviews with attorneys regarding legal services pertaining to separation to begin.

Quinn and Morris, LLP, were called upon to make the first presentation (please see a copy of the firm's proposal, attached).

Peter O'Neill, Esq., introduced himself, stated his understanding of the College's goals, then introduced Robert Quinn, Esq., James Morris, Esq., and David Bartley. Mr. Quinn made opening remarks regarding separation, the home rule petition, and the various governmental approvals needed to make separation a reality. Mr. Bartley cited his experience in government and education, then expanded on the anticipated work cited on page 2 of the proposal. Mr. Morris then addressed the Board regarding the firm's responsiveness and the commitment that it has toward its clients. Ms. Brogna asked whether the firm has any experience in privatizing institutions. Mr. Morris replied that the firm had no such experience but that he did not see that

as an impediment to the firm's representation of the College. Mr. Bartley described his familiarity with Holyoke Community College going from municipal control to becoming part of the Commonwealth of Massachusetts community college system, which he described as a much harder process than privatization. Ms. Bragg asked for a description of the firm's proposed fee arrangement, which Mr. Bartley described in terms consistent with those of the written proposal.

Mr. Browne asked if representation of Quincy College would present the firm with any conflicts or potential conflicts. Mr. Quinn replied that there are no conflicts and the firm would undertake no representation that would be in conflict with its representation of Quincy College. Mr. O'Neill would be the point person with whom the College would typically deal. Mr. Byrne requested a client list, including any educational clients. Mr. Morris stated that the firm has not represented educational clients but each principal has extensive experience in education. Mr. Dennis asked if Mr. Morris thought that his projected timeline was realistic. Mr. Morris replied that the timeline is realistic, but when dealing with the Legislature, their agenda can interfere with predictions of time. Mr. Morris added that the firm's services would include establishing the College's non-profit status.

The Nutter firm was next to make a presentation (please see a copy of the firm's proposal, attached), represented by William Kennedy, Esq., and Julie Cox, Esq., of the Public Policy Group (dealing with government relations, legislative affairs, and business development). Mr. Kennedy stated that the firm also has an education practice. The firm, according to Mr. Kennedy, is prepared to deal not only with the Legislature but also with a range of legal issues, including collective bargaining, real estate, and employee rights and benefits.

Ms. Bragg asked for information about the firm's fees. Mr. Kennedy replied that he and Ms. Cox would be paid via the projected monthly fee, but any legal work above that would be billed on an hourly basis, at a range of \$300.00 - \$575.00 per hour, dependant on whom within the firm did the work. In response to a question, Mr. Kennedy replied that neither he nor Ms. Cox had seen the separation plan prepared by Dr. Magee. Mr. Browne asked if representation of Quincy College would present the firm with any conflicts or potential conflicts. Mr. Kennedy replied that he was unaware of any conflicts. He said that while the firm represents Curry College, given the nature of the issues involved in the respective representations, he saw no conflict. Ms. Brogna asked Mr. Kennedy how long the separation process would take. Mr. Kennedy replied that it would take two years. He also said that if the home rule petition could not be filed with the Legislature by December 2008, it could be filed as a late-filed bill, though that would require the unanimous consent of the Legislature.

Holland and Knight then made its presentation (please see a copy of the firm's proposal, attached). J.T. Smeallie, Esq., Thomas Swaim, Esq., Warren Tolman, Esq., and Paul Lannan, Esq., appeared on behalf of the firm. Mr. Tsaffaras stated that in the Campus Safety and Violence Initiative that he ran for the Board of Higher Education, Mr. Lannan ran one of the sessions in the program. Mr. Smeallie then described the services proposed by the firm, as well as the experience in education and government affairs of the attorneys. Mr. Swaim stated that he has represented the New England Association of Schools and Colleges for about twenty years. In response to a question, Mr. Smeallie stated that they have seen the separation plan prepared by Dr. Magee.

Mr. Byrne asked for an explanation of the fee proposal. Mr. Smeallie stated that creation of the entity and the legislative work are what are involved in the estimated range (estimates of \$12,000.00 - \$15,000.00 for the creation of the 501 (c)(3), \$15,000.00 - \$17,500.00 for the home rule petition, and \$7,500.00 per month for legislative work, all based on an estimate of hourly fees). Mr. Smeallie pointed out that the fee proposal is just that and subject to modification. Mr. Browne asked if representation of Quincy College would present the firm with any conflicts or potential conflicts. Mr. Smeallie said that he saw no conflict issues, and Mr. Swaim agreed. Mr. Grindlay expressed concern that if the College were to retain a national law firm that lawyers from other parts of the country, unfamiliar with the Massachusetts educational,

legal, and governmental landscapes, would end up representing the College. Mr. Smeallie said that would not be the case.

At 9:00 PM, motion by Mr. Bertman that the Board of Governors enter into Executive Session for the purpose of discussing real estate negotiations and contract negotiations, and to return to open and public session at the conclusion of Executive Session. 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. There were no votes in opposition to the motion, and no abstentions. The motion was adopted.

Open and public session resumed at 9:55 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. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. Absent at the call of the member roll were: Ms. Condon-Walsh; Mr. Feenan.

Mr. Tsaffaras stated that there were no votes to report out of Executive Session and there was no further business before the Board.

Motion by Mr. Grindlay that the meeting of the Board of Governors be adjourned. 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: Ms. Bragg; Ms. Brogna; Mr. Browne; Mr. Byrne; Mr. Dennis; Mr. Grindlay; Mr. Riggins; Mr. Viejo-Rodriguez; Mr. Tsaffaras. Mr. Bertman voted in opposition to the motion. There were no abstentions. The motion was adopted.

The meeting of the Board of Governors was adjourned at 9:56 PM.