

QUINCY COLLEGE
BOARD OF GOVERNORS

Meeting of March 16, 2006
Minutes

The meeting was called to order at 6:10 PM. The member roll was called. The following members of the Board of Governors were present at the call of the member roll: Joanne Condon-Walsh; David Dennis; William Grindlay; Richard Nici, Second Vice Chair; Peter O'Neill, Esq., First Vice Chair; Jerrell Riggins; Peter Tsaffaras, Esq.; Theresa Lord-Piatelli, Esq., Chair of the Board of Governors. The following members of the Board of Governors were absent at the call of the member roll: Mark Bertman; Robert Crowley; Dr. Joseph Nicastro; Daniel Raymond, Esq.; Walter White. Also present were: Martha Sue Harris, President and Secretary of 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; Tom Pham, Executive Director, Information Technology; Mary McNamara, Esq.

The Pledge of Allegiance was recited. A moment of silence was then observed, particularly in memory of Genevieve Bates, the mother of Adjunct Instructor Rose Marie DeCastro.

The Chair then called for the Open Forum portion of the meeting to be held. Two invitations were made for individuals who wished to do so to come forth to address the Board of Governors. With nobody having come forward after either invitation, the Chair called this portion of the meeting closed.

Motion by Mr. O'Neill to approve the minutes of the meeting of the Board of Governors of February 16, 2006. 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: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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 Ms. Condon-Walsh to accept the minutes of the Board of Governors' Executive Session of February 16, 2006. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

Ms. Lord-Piatelli then presented the Report of the Chair. She reported that today, along with President Harris and Attorney Michelle McNulty, she met with Mayor Phelan regarding the draft home rule petition. This draft, presented to the Mayor today, was the result of the Chair, President Harris, and Attorney McNulty having reviewed a prior draft several weeks ago. Attorney McNulty prepared revisions to that draft and the revised draft was what was presented today to the Mayor. The Chair reported that Quincy College, as a department of the City of Quincy, does not have the legal capacity to own real property. Attorney McNulty fashioned language in the revised draft to replicate MGL Chapter 43, Section 33 (which gives school committees the authority to control real property). Today's revised draft would give Quincy College exclusive control, custody, and occupancy of Saville Hall in perpetuity, with no further consideration, to be conveyed to Quincy College by the City of Quincy at such time as the College were to become independent of the City of Quincy. The Chair reported that Mayor Phelan had no problem with

this, and that he stated his support of the Board of Governors' decision on the future of the College, including independence.

The Chair then reported that the second part of the revised draft home rule petition addressed the College's financial obligations to the City of Quincy. The revised draft seeks to clarify what the College is paying for.

Ms. Condon-Walsh spoke about the Mayor's remarks regarding supporting Quincy College's future.

Motion by Ms. Condon-Walsh that the Quincy College Board of Governors take the action necessary to start the process for Quincy College to become autonomous of and independent from the City of Quincy. The motion was seconded by Mr. Dennis. On the motion, President Harris spoke of the length and complexity of the process of separation, and identified the Fund Balance, reserves, pensions, and the Board of Higher Education approval as issues that would have to be addressed. Ms. Condon-Walsh spoke of taking advantage during the separation process of the experience of long-standing Board members. Mr. O'Neill spoke of the desirability of starting the process, and suggested using Holyoke Community College's separation from the City of Holyoke as a possible model. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

Ms. Lord-Piatelli suggested that because of the absence of some Board members at this evening's meeting, the vote on this motion be ratified at the next meeting of the Board of Governors. Ms. Lord-Piatelli also reported on last year's City Council vote on a study of the future of the College vis a vis the City. She asked whether it would be advisable to form a committee to work with the City Council's committee. Ms. Condon-Walsh recommend that the Board of Governors address the entire issue as a Committee of the Whole. Mr. O'Neill agreed with the Committee of the Whole approach, and working with the City Council's committee. Ms. Lord-Piatelli asked what the first step should be. Mr. O'Neill recommended contacting Attorney McNulty for information on legal issues involved, and utilizing Mr. Tsaffaras' expertise regarding the Board of Higher Education's process concerning the separation of Holyoke Community College.

Ms. Lord-Piatelli then appointed Mr. Tsaffaras to serve as Chair of the Committee of the Whole to address the issue of the College's separation from the City of Quincy.

Motion by Mr. O'Neill that the Board of Governors support the Chair's appointment of Mr. Tsaffaras as Chair of the Committee of the Whole looking into the process of the College becoming autonomous of and independent from the City of Quincy. The motion was seconded by Mr. Dennis. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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 the Board of Governors develop a planning document and inventory to determine where the College stands. He also expressed a desire to call a special meeting next month.

There then was further discussion on the revised draft home rule petition. Ms. Lord-Piatelli pointed out that it calls for three members of the Board of Governors to serve on the Appointing Council. President Harris then discussed Section 3, payments to the City of Quincy. She reported that the City feels that the current process of establishing charges is onerous and would prefer to use a percentage of the payroll of the City employees who perform those services. The City's target is \$100,000.00 annually. The exception would be an hourly fee for legal services

involving representation. Mr. Higgins reported that \$100,000.00 per year has been budgeted for the last several years, but the College has yet to be informed of the charges for FY 2006. The Mayor no longer desires to be a signatory on student financial aid refunds. It is Ms. Lord-Piatelli's expectation that by the April Board meeting, there will be a final draft of the home rule petition for review. There is a deadline of June 15th for legislative approval. In order to optimize the available time for consideration of the petition, Ms. Lord-Piatelli suggested establishing a special meeting for April.

Ms. Lord-Piatelli also reported on the Board of Governors' training retreat on February 17 and 18, 2006. She described the training as having been very meaningful and valuable. She referred to a report developed by Dr. Anderson (the training facilitator) as a result of the training.

Motion by Ms. Condon-Walsh to refer the report prepared by Dr. Anderson regarding Board training on February 17 and 18, 2006, to the Personnel and Programs Subcommittee. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

President Harris was then called upon to present the Report of the President.

Motion by Ms. Condon-Walsh that Agenda Item X, Strategic Planning, be taken out of order. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

President Harris reported on strategic planning (please see "Quincy College: Mission and Vision", 3/15/2006, copy attached). She stressed the value that students place on mentoring experiences and the relationships that students form with faculty and staff. Dr. Cotroneo was then called upon to discuss strategic planning themes (please see copy of material, attached). He said that themes were developed, and then input was sought on the themes from faculty, staff, and students. Dr. Cotroneo will be seeking assistance from the Chamber of Commerce in identifying external entities that will comment on the themes.

Motion by Mr. Riggins that the Strategic Plan be referred to the Personnel and Programs Subcommittee. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

President Harris then presented to the Board of Governors the Quincy College Preliminary Draft Budget FY 2007 (please see copy, attached). Mr. Grindlay asked why the budget is called a draft. Ms. Lord-Piatelli suggested that it is because it is preliminary document, subject to change, and would not be out of draft status until it is adopted by the Board. Ms. Condon-Walsh reminded the Board that the budget typically undergoes many revisions before it becomes final. Mr. Tsaffaras described it as a proposal for consideration.

Motion by Ms. Condon-Walsh that the preliminary draft FY 2007 budget be referred to the Finance and Facilities Subcommittee. The motion was seconded by Mr. Grindlay. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

Ms. Condon-Walsh thanked department heads for the reports and submissions provided to the Board (please see copies, attached).

Motion by Ms. Condon-Walsh that the department heads' reports and submissions provided to the Board be adopted. 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: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; Mr. Nici; Mr. O'Neill; Mr. Riggins; Ms. Lord-Piatelli. Mr. Tsaffaras abstained. There were no votes in opposition to the motion. The motion was adopted.

At 7:18 PM, Ms. Lord-Piatelli vacated the Chair. The duties of the Chair were assumed by Mr. O'Neill.

The report of the Finance and Facilities Subcommittee was presented by Mr. Grindlay, the Subcommittee Chair. Mr. Grindlay reported on Attorney McNamara's work on the Quincy College Foundation, and that she had stated that as nobody is running the Foundation at this time, a committee of members of the Board of Governors should be appointed to oversee the Foundation and assist in the creation of a new foundation, including petitioning for non-profit status, and drafting a mission statement and by-laws.

Motion by Mr. Tsaffaras that the Chair appoint a committee of members of the Board of Governors to oversee the old Quincy College Foundation and the creation of a new Foundation. 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: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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. Grindlay also addressed the budget and asked that public hearings be held prior to the final Board vote on the budget. He said that the Finance and Facilities Subcommittee would hold hearings both before and after the public hearing.

Ms. Lord-Piatelli resumed the Chair at 7:24 PM.

Ms. Condon-Walsh said that if the public hearing is held and then changes are made, there would have to be a second public hearing. Ms. Lord-Piatelli said that once the finalized budget is established, it is presented for public comment. She suggested using the Open Forum portion of a meeting for comment. Ms. Condon-Walsh also reminded the Board that all budget meetings are open to the public. Mr. Tsaffaras suggested an initial meeting to solicit comments and a public hearing prior to the final vote. Ms. Lord-Piatelli suggested putting this on the agenda for the next meeting.

Motion by Mr. O'Neill to provide on the agenda of the next Board meeting a specific entry for public comment on the budget. The motion was seconded by Mr. Grindlay. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

The Chair appointed Ms. Condon-Walsh, Mr. Grindlay, and Mr. O'Neill to serve on a special subcommittee to oversee the old Foundation and assist Attorney McNamara in the creation of a new foundation.

Attorney McNamara stated that under the enabling legislation, a Quincy College foundation board calls for, at a minimum, the following membership: the College president, or designee; two members of the Board of Governors; one faculty member (as determined by an election process).

Attorney McNamara asked the Chair for the names of the Board members who will be serving on the board of a new Quincy College foundation. President Harris recommended using the community meeting scheduled for March 17, 2006, for the purpose of holding an election to determine the faculty member to serve on the foundation board.

The Chair then appointed Mr. Bertman and Mr. Nici to serve on the board of the new foundation.

Ms. Lord-Piatelli then asked what could be done about awarding scholarships in May. Attorney McNamara said that Quincy College Foundation funds should not be touched, that there should be no disbursements or deposits since the results of the Foundation audit are uncertain. She then said that if contributions are coming in, the College should apply for a tax ID number, open a bank account, and pay scholarships out of that account. A letter would need to go to donors thanking them for their donation, indicating that the Foundation status is under review, and that they will be given notification in the future of the IRS's determination of non-profit status.

Motion by Mr. Nici that the election process for the faculty member of the foundation, pursuant to the enabling legislation, shall be by Australian ballot at a regular or specially held meeting of the College community called by the President annually. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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. Grindlay that there be a special meeting of the Board of Governors at 4:00 PM on April 3, 2006, for the first public hearing on the budget and to discuss the home rule petition. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Grindlay; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. Mr. Dennis abstained. There were no votes in opposition to the motion. The motion was adopted.

Motion by Mr. Riggins to change the date of the April Board of Governors meeting from April 20, 2006, to April 18, 2006, to include the final public hearing on the budget to commence at 6:00 PM. The motion was seconded by Mr. O'Neill. There was no discussion on the motion. The following members of the Board of Governors voted in favor of the motion: Ms. Condon-Walsh; Mr. Grindlay; Mr. Nici; Mr. O'Neill; Mr. Riggins; Mr. Tsaffaras; Ms. Lord-Piatelli. Mr. Dennis voted in opposition to the motion. There were no abstentions. The motion was adopted.

Motion by Mr. O'Neill that the meeting be adjourned. 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: Ms. Condon-Walsh; Mr. Dennis; Mr. Grindlay; 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.

The meeting of the Board of Governors was adjourned at 8:11 PM.