

**OFFICIAL MINUTES  
BOARD OF GOVERNORS MEETING  
WEST VIRGINIA NORTHERN COMMUNITY COLLEGE**

**Thursday, January 29, 2004 -- 5:00 P.M.  
B&O Board Room**

A meeting of the West Virginia Northern Community College Board of Governors was held on Thursday, January 29, 2004 in the B&O Board Room.

**1. Call to Order**

Mr. Jones convened the meeting at 5:05 p.m. Mr. Jones introduced Orphy Klempa who succeeds Dr. Cathy Sistilli who resigned.

**2. Roll Call**

Roll call was taken by Linda Dudash. Members in attendance were: Dr. Darrell Cummings, Tom Danford, Mary Dudley, Frank E. Gilmore, Keith Jones, Danny Kaser, Orphy Klempa, David Robertson and Zac Wycherley. Excused: Brenda Botizan, Conner Boyd and Anne Dieckmann Harman.

Other guests included: Larry Bandi, Dean, Business/Financial Affairs; John Daley, Dean of Instruction; Bob DeFrancis, Dean, Community Relations and Institutional Advancement; Dr. John Jones, Dean, Computer Information and Communications Technologies; Mike Koon, Vice President, Workforce and Economic Development; Sue Pelley, Title III Coordinator; Brad Blair, Bank One; David McKinley and Denis Gill of McKinley and Associates; Shelly Phillips and Kenneth Kerzner of Bank One, Chicago, IL.

**3. Presentations on College Square Project**

**A. McKinley and Associates**

Dr. Hunter requested Board action on four issues relative to the College Square project. (See attached.)

David McKinley and Denis Gill, both of McKinley and Associates, gave a report on where the firm is regarding the warehouse building. They explained how McKinley and Associates evolved to the College Square Concept. Mr. Gill developed a report for Phase I of the College Square Concept. A summary of findings on the warehouse building was distributed. A full-color drawing of the warehouse was shown to the Board.

Dr. Hunter asked the Board's approval to move to Phase Two of the project which would be to grant authorization and approval for the President and his team to issue an RFP in order to acquire the services of a bond underwriter, bond counsel and corporate counsel in order to proceed with the development of alternative funding packages in the form of a local bond issuance.

**B. Bank One**

Mr. Bandi introduced Shelley Phillips and Kenneth Kerzner from Bank One, Chicago, IL. A presentation was given which explained the following: short-term and long-term tax-exempt and taxable rates, tax-exempt structuring alternatives (tax-exempt fixed rates vs. tax-exempt variable rates), rate swap agreements and procedural considerations. An estimated fee chart was reviewed. Information was disseminated to the Board.

Presenters stated that Bank One has a group of specialists that work in higher education and cultural areas. Ms. Phillips reviewed scenarios and alternatives available to the College. Three different funding levels were discussed.

### **C. Alternative Funding**

Dr. Hunter stated that the total cost of the College Square project is \$11 million. President Hunter plans to meet with congressional delegates to seek \$5 million of that amount from federal funding. A trip to Washington, D.C. to meet with Congressman Mollohan, Senators Rockefeller and Byrd is scheduled for early February. The State bond issue was discussed. If adopted, the College's allocation from the bond issue could be between \$5 million and \$7.5 million.

Another source of funding will be through the Foundation's Capital Campaign. If all falls into place, the College will then grapple with increased costs to students.

After discussion of the four issues presented to the Board as action items relative to the College Square project, Mr. Danford made a motion that the Board approve the President's requests on the four issues presented on the College Square project (attached). Mr. Robertson seconded the motion. Motion carried.

### **4. Approval of Minutes (November 20, 2003)**

Mr. Gilmore made a motion to approve the minutes of the meeting of November 20, 2003. Mr. Danford seconded the motion. Motion carried.

### **5. Board Chair Report**

#### **A. Hearings and Petitions**

There were no hearings or petitions.

#### **B. Board Chair Report**

Mr. Jones reported that he attended the last HEPC meeting and training session. He will distribute notes on this meeting soon.

### **6. Legislative Report**

Mr. Koon gave a report on legislation. A summary of key legislation was distributed to the Board. Topics reported on were: Tuition and Fees Simplification Bill (HB 4034, SB 165), Flexibility Bill (HB 4035, SB 169) and the Governor's Budget Bill.

Dr. Hunter reported on Project Securitization – Maximizing the Opportunities from West Virginia's Tobacco Settlement.

## **7. President's Report**

Dr. Hunter informed the Board that Higher Education Day at the Legislature will be held on February 3. Students and staff will team up to meet with Northern Panhandle legislators. President Hunter has set up meetings with various legislators. The President asked the Board, if they have any contact with legislators, to remind them of the necessity of the bond issue being adopted and to check it to make certain WV Northern is included.

## **8. Administrative Staff Reports**

### **A. Financial Report**

Regarding the financial statement, Mr. Bandi stated that he is aware of the Board's direction to distribute financial information for review prior to Board meetings. However, he reported that he sent out information before having an opportunity to review it. He then discovered that tuition seemed out of line and, therefore, distributed a revised financial statement at the meeting. He explained that what happened was that there was a transaction in the amount of \$72,000 that was booked from one revenue account to another, so the amount was missed. The revised statements reflect this information. Mr. Kaser made a motion to accept the revised financial report. Mr. Robertson seconded the motion. Motion carried.

Mr. Bandi reported the College has received a bid opening on the second wall repair. The College received \$160,000 from the State in October in the second round. With focus on McKinley and Associates, the College had seven bidders and the project came in under bid. McKinley will make a recommendation to go forward. A Pittsburgh firm came in under bid.

### **B. Academic Report**

Mr. Daley reported on several academic initiatives--digital class lists and on-line recorded grades. He stated that continued enrollment growth has increased the need for adjunct faculty. A weekly enrollment comparison report was distributed to the Board. Mr. Daley stated that the College took top State honors in Respiratory Therapy.

### **C. Foundation**

Mr. DeFrancis stated that the Foundation will meet on February 12 at noon to provide and

present further deals on the College Square Capital Campaign. Bill Wilmoth will be chair of the campaign.

#### **D. Weirton Steel Report**

Mr. Koon stated that the College is working with Weirton Steel to determine how to help unemployed steel workers. The College has been working with the Workforce Investment Board appraising them of the type of programs available. Meetings are being set with people in Weirton to determine ways in which to work with workers. There has been some concern about how CEWE organization (partnership with Weirton Steel) will be affected by this process. However, there hasn't been any change in status. The College is working with the State to make certain CEWE will survive.

### **9. Old Business**

#### **A. Travel Policy**

Changes recommended to the Travel Policy at the last meeting have been incorporated into the policy. Recommended changes are underlined and additions have been made. Changes are as submitted by Anne Dieckmann Harman who agreed to do the wording.

Mr. Gilmore made a motion to accept the policy with recommended changes and additions as incorporated into the policy. Dr. Cummings seconded the motion. Motion carried.

### **10. New Business**

#### **A. Spring Strategic Agenda**

Dr. Hunter stated that the spring Strategic Agenda is a modification of the Strategic Agenda which was adopted in August 2003. President Hunter explained the process for developing the spring Strategic Agenda. At the end of the fall semester, an evaluation is done on how well the College has done; if refinements need made a new agenda is developed. Mr. Gilmore made a motion to adopt the spring Strategic Agenda as presented. Dr. Cummings seconded the motion. Motion carried. Dr. Hunter stated that Mr. Koon is the editor of the Strategic Agenda which was distributed to the Board.

#### **B. Adoption of Tuition Per Credit Hour**

Dr. Hunter presented information to the Board relating to the benefits to the College of charging tuition by the credit hour. He referred to a memo to Chancellor Mullen dated December 4, 2003 in which he stated WV Northern requests flexibility in charging students for every credit hour attempted without a cap when a student reaches full-time status. If the College is permitted to adopt the per-credit-hour tuition policy, the institution will gain an additional revenue of up to \$355,000. Mr. Robertson made a motion to adopt the proposal to apply to HEPC for approval to charge tuition by the credit hour. Ms. Dudley seconded the

motion. Motion carried.

### **C. Policies Approval**

After much discussion regarding lack of opportunity for faculty and staff to review policies on the agenda, Mr. Robertson made a motion to table the policies until the March meeting. Mr. Gilmore seconded the motion. Motion carried. The following policies were tabled pending review by Faculty Senate Officers and Classified Staff Council: Academic Freedom, Classified Staff, Classified Staff Work Schedule and records, Ethics, Faculty Professional Development, Sexual Discrimination/Harassment, Tenure (Notification of Termination Due to Discontinuance of Program and Notification of Termination due to Financial Exigency). Dr. Hunter stated that the Conflict of Interest policy was withdrawn so that he could meet and review with faculty prior to its presentation to the Board once again.

President Hunter will have further discussions with faculty and staff for better understanding of governance requirements. A protocol on governance will be prepared by Dr. Hunter. Mr. Klempa suggested that a special meeting be held to address only policies. However, Mr. Robertson recommended the Board review Dr. Hunter's protocol before agreeing to set a special meeting on policy review.

### **11. Executive Session**

Mr. Robertson made a motion to go into Executive Session at 7:30 p.m. to discuss personnel matters. Dr. Cummings seconded the motion. Motion carried.

Mr. Robertson made a motion to come out of Executive Session at 7:50 p.m. Mr. Gilmore seconded the motion. Motion carried.

### **12. Adjournment/Next Meeting**

Meeting adjourned at 7:50 p.m. The next meeting will be held on March 25, 2004 at 5:00 p.m. in the President's Board Room.

Minutes Respectfully Submitted By,

Approved By,

Linda K. Dudash  
Executive Secretary to the President

David Robertson  
Secretary

**ATTACHMENT**

**College Square Project Action Items  
Requested of the WVNCC Board of Governors  
WVNCC Executive Board Room January 29, 2004**

- Issue #1: The Board of Governors will provide authorization and approval for the President and his team to proceed to Phase #2 of the College Square Initiative project.
- Issue #2: The Board of Governors will provide authorization and approval for the President and his team to issue an RFP in order to acquire the services of a bond underwriter, bond counsel and corporate counsel in order to proceed with the development of alternative funding packages in the form of a local bond issuance.
- Issue #3: The Board of Governors will provide authorization and approval for the President and his team to proceed with the development of and attendance to the proposed timeline in establishing the potential to issue local bonds in the event that the anticipated level of optimal funding participation fails to reach the published goals.
- Issue #4: The Board of Governors will authorize the President and his team to interview potential respondents to the published *Request for Expressions of Interest and Qualifications of Architectural/Engineering Service* in order to make a recommendation for selection of Phase 2 architect to the Board of Governors.