



Erie County Community College

Board of Trustees

October 14th, 2020 Meeting Minutes

1. Called to Order by Chairman DiNicola at 5:18 pm
 - a. Board Present: Ronald DiNicola, Annette Wagner, Cheryl Rush Dix, Rev. Charles Mock, Justin Gallagher, David Mitchell, Tom Benson, Kathryn Sintal, Christina Vogel
 - b. Additional: Attorney Tom Talarico, CPA Joe Maloney, Dr. Roy Church (via Zoom), Emily Finke; open to public

2. Pledge of Allegiance

3. Hearing of the Public
 - a. No one requests to speak.
4. Approval of Special Meeting Minutes of September 30, 2020
 - a. Motioned by Mr. Gallagher, seconded by Mr. Benson. All in favor.
 - b. Discussion on whether or not roll call is needed on motions.
 - i. Mayor Mitchell says that to avoid problems later on, that you do need a roll call on all motions. If you get too informal, you run into confusion with regards to whether or not you do the roll call. Today is the day to establish that precedent. In roll call you have the distinct record of each member on record. There are stipulations within a roll call vote, that a member can change their vote during the meeting. Mayor Mitchell asks Attorney Talarico how that is determined.
 - ii. County Council and most government bodies use a roll call vote. There are times when people want to change their vote. Some newspapers like to know who is the person voting one way or another and the roll call vote allows them to see that. The roll call vote is in the bylaws. Since those bylaws are not yet approved, it is open on how to proceed with the roll call vote.

- iii. Mayor Mitchell says that for consistency we need to start out one way or another.
- iv. Chairman DiNicola says that since we do not have bylaws in place at the moment, we should vote on the question on whether with regard to minutes we want to go with the roll call vote or not.
- v. Ms. Rush Dix says that in comparison to what Mayor Mitchell has mentioned, she is accustomed to a roll call vote in its being very efficient. Since there are 9 trustees, she does not think there is an issue of time. It does not have to take a lot of time.
- vi. Ms. Sintal says she can ensure that it is in the bylaws if that is the motion she wants to go with.
- vii. Mr. Gallagher makes a motion to proceed with roll call vote on a motion. Ms. Rush Dix seconds.
- viii. Minutes have been passed and Ms. Sintal says that they will be put up on the county website.
- ix. Mayor Mitchell says that the Chairman is the key on deciding when the roll call is done.
- x. Ms. Rush Dix highlights that there may be some confusion in regard to the roll call that was just taken whether it applied to approving the minutes or applied to the procedure in respect to roll call voting.
- xi. Mayor Mitchell says that it is highly unusual to have a motion within a motion, which is what we did. We should try to stay away from that.
- xii. Chairman DiNicola says we can correct that by reintroducing the motion.
- xiii. Mr. Gallagher makes a motion to approve the special meeting minutes of September 30, 2020. Ms. Rush Dix seconds. Roll call is taken, motion passed.

Old Business

5. Report of the Solicitor on Registration, Articles of Incorporation, and Federal Tax Identification Number, D & O Insurance
 - a. Once again, we are having problems with the articles of incorporation.
 - i. The problem is that there is no one down state in that office. Nobody is working as we speak, and no one has gone back to work since Covid started. We are at the whim of someone going into the office. Attorney Talarico says that his office has called the office every day for the last three weeks and have emailed

four or five times. They will not respond. They have been filed and we know that they received them. They are yet to approve them. They will keep trying to contact them until they respond. Because of the Covid-19 problem, a lot of these things have been slowed down. He cannot say that the articles have been accepted. That is contingent upon us opening a bank account in our name. It would get complicated, but we could open in account in anyone's name and have the money come into that account from the county. After the articles are passed and we open a community college account, we could transfer everything to that account, but it is not necessary. We have the money and know that they county has it. Whatever initial expenses we might incur over the next month or two we could get reimbursed from the county.

- ii. We have applied for insurance. None of them will give us a bid and we have completed and submitted the application. They all want to know everything about the community college even though we haven't started. We have provided them with what the board has received so far including this year's and next year's budget, projected student counts and academic costs over the next five years. Attorney Talarico told them we only want D & O insurance at this time. He would expect a quote this week.
 - 1 Both the insurances and the bank we choose want a list of the board of trustees' addresses and contact information. They will also want to know who has access to the account.
- iii. Chairman DiNicola asks when we can get a bank account. He thanks Attorney Talarico for getting the insurance policies filled out. He asks what the process is for getting a bank account and if it is something the treasurer can assist us with.
- iv. Attorney Talarico says we first need to decide which bank or banks we want to go with. In order to do this, we need to provide the bank with the articles of incorporation and a list of the board of trustees and their addresses. We will also need a couple of people to sign signature cards and the federal tax ID number. All of this hinges on the articles of incorporation.
- v. Mr. Gallagher says he would not feel comfortable opening a bank account in any individual's name until we have the articles of incorporation approved and the tax ID.

- vi. Chairman DiNicola asks if we do not have the deliverables discussed, is that a full stop on our effort to get a bank account.
- vii. Attorney Talarico says yes, it is a full stop.
- viii. Ms. Rush Dix says that herself and Attorney Talarico have been in discussion to move things along and were successful in some parts especially with the department of education and what was needed from them. Ms. Rush Dix offers a second time to be of assistance and is prepared to do that at your willingness.
- ix. Attorney Talarico says that he would be happy to have Ms. Rush Dix involved and if she has someone or a phone number of someone at the department of state that would be helpful.
- x. Pastor Mock mentions the bank Attorney Talarico was referencing when he discussed a bank that might be used for the BOT. He wanted to offer Citizen's Bank as an option because it is a minority owned bank.
- xi. Attorney Talarico responds by saying he has no predilection to the choice of the bank. That would be up to the board.
- xii. Chairman DiNicola adds that he has talked with Pastor Mock about this issue and that he concurs that Citizen's Bank is a minority owned bank. He agrees that it should be on the list of banks we are considering doing business with.
- xiii. Pastor Mock also offered a name of a minority in respect to a possible BOT insurance. It is an agency out of Cleveland. His interest is to make sure that there is diversity and choice. He wants to make sure that name is submitted.
- xiv. Ms. Rush Dix asks for a clarification on the name of the entity. Pastor Mock says that it is an Erie Insurance Agency out of Cleveland.
- xv. Attorney Talarico says that the Chairman would decide who has access to the bank account and that the board might want to implement a limitation where the chairman can act on his own or whoever he chooses to have access. The chairman would have to have the approval of the board at large.
- xvi. Ms. Sintal says that according to the bylaws no one person can sign any one check.

Mayor Mitchell says that he thinks that in any organization it is only proper to have two signatures. He says that it is a relief

to the person signing the check and that it may be inconvenient but that then it does not come into question.

- xvii. Pastor Mock asks when Ms. Sintal's concern about the bylaws would come up in the agenda.
 - xviii. Chairman DiNicola says that Ms. Sintal will raise that issue in the old business and we will discuss that issue then.
- b. Ms. Sintal raises the matter of draft two of the bylaws of the Erie County Community College Board of Trustees. There are several items on the bylaws where there is a 2-2 tie. We would like the board to bring closure to some of the ties.
- i. Chairman DiNicola says that we are awaiting a motion to amend the agenda to take up as old business the issue of the bylaws.
 - ii. Attorney Talarico says that to amend the agenda you would have to proceed by motion. You would have to amend it so that the secretary gives her report as old business rather than new business.
 - iii. Mayor Mitchell motions to allow Ms. Sintal to give her report on the bylaws under old business rather than new business. Dr. Wagner seconds. Roll call is taken, motion is passed.
 - iv. The bylaws have been drafted from a template like bylaws from Allegheny County Community College. We have also incorporated things from Philadelphia Community College and Butler Community College. Tried to focus on bylaws from community colleges in our state because she felt they would be the most relevant.
 - v. Dr. Wagner asks if we can pose questions related to the bylaws rather than going through all of the bylaws.
 - vi. Ms. Rush Dix asks if we should do a share screen so that everyone can view the bylaws in front of them.
 - vii. Chairman DiNicola follows up with Dr. Wagner's question. He says that he believes that many of the board is seeing the revised bylaws for the first time and says that this could mean they have not fully read or digested the bylaws. He suggests allowing time for everyone to read the bylaws so they can have an understanding of the document. Then we could hold another special meeting dedicated to the bylaws or have a period where the members of the board can offer suggestions.
 - viii. Chairman DiNicola would like for everyone on the board to have an opportunity to speak on a topic. If others want to speak

on the issue, he suggests they do so and then we can return to those who have spoken already.

- ix. Mayor Mitchell wants to make a motion to table the bylaws in regard to the outline the chairman suggested. He agrees that time is necessary for the board to review the bylaws and to hold a separate meeting to discuss and approve the bylaws. Mayor Mitchell motions to table the bylaws until such a time the chairman deems it necessary to bring them back to the board for discussion and approval. Mr. Gallagher seconds. Roll call is taken. 6-3 vote to table the bylaws.
- x. Chairman DiNicola adds that no one has worked harder than Ms. Sintal on preparing the bylaws and we really do value and appreciate the work she has done on many levels. He thinks that although we're deferring this consideration today, he believes that it will allow the members of the board to read and better understand the bylaws so that they can more meaningfully participate in the final consideration. He assures Ms. Sintal that we will make it a top priority so we can get this done.
- xi. Ms. Sintal motions to hold a zoom meeting in regard to the bylaws. Attorney Talarico says that the agenda would have to be amended to allow for the scheduling of such an event.
- xii. Mayor Mitchell disagrees with Attorney Talarico and says that Ms. Sintal's motion is pertinent to the issue and the discussion. He has never run into having to amend the agenda to take a discussion in progress and separate it as a change in the agenda. By tabling the motion and Ms. Sintal bringing back something that was pertinent to the discussion of the motion, Attorney Talarico thinks that it was in order.
- xiii. Attorney Talarico says that once a motion is tabled, it is done. There is no more discussion on it. You would have to amend the agenda to put the proposed work meeting together. It only needs a motion and a second.
- xiv. Ms. Rush Dix would like to suggest the time spent on the bylaws be more than one meeting so there is more time to vet and hear each other on them before we respond and move. She is ready to make a motion to add to the agenda the planning of a study session as new business if that is where it belongs. Ms. Sintal seconds.

- xv. Dr. Wagner asks if everyone can review the bylaws by Monday so that we can be prepared for a special meeting concerning the bylaws.
- xvi. Chairman DiNicola says that it seems to be congenial with Ms. Rush Dix's suggestion and asks if it would be an amendment to her motion.
- xvii. Ms. Rush Dix accepts this as an amendment.
- xviii. Ms. Vogel asks for a brief explanation of when discussion is allowed and when it is not.
- xix. Chairman DiNicola explains that what the solicitor made clear is that when a motion has been made to table, there is no discussion.
- xx. Attorney Talarico reminds the chairman that for someone to speak, they first have to address him.
- xxi. Ms. Rush Dix repeats the motion to amend the agenda to include under new business the planning or scheduling of a study session in regard to the bylaws. Pastor Mock seconds. Roll call is taken.

New Business

- 6. Retention of Professional Services: Joseph Maloney, CPA CFE
 - a. Chairman DiNicola said we entered into an agreement with Mr. Maloney at the September 16 board meeting at the public safety building and he has prepared two budgets since that time. He only has to do three more budgets before the end of the year. His role in the community college effort is well known.
 - i. He presented at public town hall meetings and before numerous business and industry boards. In addition, he has presented to county council, the department of education, the board of education. He is one of the founding fathers of this community college movement.
 - ii. Originally, he was given a 60-day term because we were just getting started. We are proposing now to extend our agreement to the end of the year.
 - iii. Secondly, he is feeling the strain of bringing these names up in this cluster. Part of the challenge is that we have had to do a year's worth of work in four months and are proceeding under exigent circumstances. We are still in litigation and are attempting to secure funding from the state, attempting to build out our curriculum, and attempting to organize our board.

This is a very intense period of activity which can cause for a timeline that is not ordinarily liked.

- iv. The chairman is sensitive to the concern that we have tried to rush this matter. The people we are looking to bring on is going to be essential to our continued progress. He cannot imagine what we would do if we lost any of the three we are attempting to keep at this time.
 - v. These statements were made so everyone understands this is not the normal course of business. It is a circumstance we find ourselves in because we have to do so much.
- b. We have Mr. Maloney's scope of work. One thing we did not have when he was brought on board on September 16 was his hourly rate which we now have (\$200/ hr). We have his scope of work and his biography. The solicitor has a formal agreement for each potential hire. This is presented to the board as something very important to us.
- c. Mr. Gallagher makes a motion to retain Joseph Maloney as the financial advisor for the board of trustees until December 31, 2020 as presented. Mr. Benson seconds.
- i. Ms. Sintal says that the price we had from a previous meeting for professional services was \$125,000 and the first thing she asked was how it was going to be used and broken down. She says \$200/ hr is kind of steep. Ms. Sintal says that it is up to Mr. Gallagher as the leader of the financial group to say have you looked at other people, but this is your best pick and the way we want to go. She adds that we are run by committee.
 - ii. Mr. Gallagher says that in order to move forward and vet this position properly, which we will do next year under normal circumstances, it is going to take a couple of months which we do not have. He adds that if we did not have Mr. Maloney the whole operation would come to a screeching halt.
 - iii. Ms. Rush Dix says she looked forward to a report from the finance committee and their process in terms of comparing and making a selection that many of us will have to follow in terms of the committee piece. Where we are right now is important in our process. She adds to make sure we are transparent and including comparison as part of the selection and is looking forward to that in any committee including the one she participates in. She says we do need to move forward and quickly and we need to do right in process as well.

- iv. Pastor Mock says that given what Mr. Gallagher stated and what he believes is being behind the eight ball, the public is looking for progress on our part. He believes we should cosign these persons for the end of the year. He also thinks we should have immediately processed the develop by which we will vet these persons for any kind of contractual services. He thinks that it is very important and does not believe we should wait for the bylaws to be approved but to make it a policy that comes through the personnel or finance committee.
- v. Dr. Wagner understands the time commitment. Her concern is that as she was researching each person, to present this on an agenda and to include resumes because they are people you know and for those of us who are new to the board, we have to trust you. We also need to be transparent about it. She doesn't think the committees that have been set up should be undermined or to know that all three work for Empower Erie. A lot of things now are starting to blur. It feels to her that Empower Erie and the board of trustees are meshing a lot of things to get things done quickly. This rolls over into everyone becoming a part of the personnel and the board of trustees. She expresses that she stands as needing these people as part of the personnel, but the procedure on how to go about it leaves out a large portion of members as an extension of Empower Erie. They have laid the foundation for us and we are currently building up the framework which we have to distinguish and have the independence to say who we want and that there are other qualified people in Erie as well which needs to be opened up to them.
- vi. Mr. Gallagher had the same concern and still does but putting this time stop on it as December 31, allows us to take the next couple of months to properly vet these positions and their functionality through the personnel committee. His opinion is that we task the personnel committee with finding and having an open transparent process while not coming to a halt especially with Mr. Maloney who is under contract for 60 days and does not think we have the time to get there.
- vii. Ms. Rush Dix adds that we have been at the same spot several meetings ago and the rational for putting the temporary piece in place so we could do a better job right now. If we don't hold ourselves accountable for some of the pieces referred to from personnel, we will just keep moving the line which she does not

think is quite necessary. We need to adopt the high standards and put them in place and use them now.

- viii. Mayor Mitchell has worked with Joe for 20 years. He was their county council finance liaison. He has witnessed many instances where Joe's wisdom has changed the course of where we were going because he gave the advice we needed. Mayor has a standard of performance and he always met that standard and even went well beyond it. Joe has also trained and worked with new members of council and believes he would work with anyone. Joe has retired from his role in county council and they have struggled over the years to get someone to replace him. Mayor Mitchell has been an outsider and watched the process. Mayor Mitchell believes Joe brings two other things to the table. He understands the structure of county government and the interplay between the agencies within the government. It is important to have a financial advisor to be on top of that.
- ix. Mayor Mitchell talks on Mr. Talarico as well. Tom has a wealth of experience dealing with intergovernmental etc. These skills are needed within the next year to bring us forward. You can go out with RFPs and hire someone else, but you have to make sure they have the skill set. Otherwise we will be making decisions in a fog. He fully endorses Joe taking us through this process and knows where we're going and will help take us there.
- x. Pastor Mock says that as a former member of Empower Erie he is very biased in his understanding of what needs to be done right now. He doesn't want us to lose sight on the point being made in respect to how we proceed. Those not as familiar with the persons who are designated may not be at the same place as those who have been. We need to move immediately in order to satisfy the transparency issue and open-ended employment issue. We are responsible for the public and we are a community college which carries a certain mission and responsibility. Pastor Mock hopes we understand that it is not the persons themselves and their credentials that we are dealing with but the process and that we want to make sure that we make this a new way of acting which will be the responsible of each board member.
- xi. Ms. Sintal thinks that it is great others have an opinion of Joe and that he has done a great job, but that has never been an

issue. It is the fact that it is the financial committee that chooses them. If they have come to an agreement, using Ron as the intermediary, that's fine. She doesn't want her committee to be given someone she doesn't know or have looked at to do her job as a board member. She says she needs to keep the rules of committee work strong and work together in teams. She has read four books since being elected and the team and committee concept is how the board stays together and gets things done in a fair environment.

- xii. Chairman DiNicola adds an additional comment. The concern is coming through loud and clear. In the case of our transition, you may recall we were provided with some support services as we began our board and at that time, in the case of Joe, he had been engaged by the county prior to our engagement of him for the board of trustees. He was establishing the continuum of work and communication in Harrisburg. It was a relationship that naturally flowed into our board.
- xiii. Roll call is taken on the motion to retain Joe Maloney as the financial advisor until December 31, 2020. The vote is 6-3 in favor of retaining Joe.

- 7. Retention of Professional Services: Dr. Roy Church, President Emeritus
 - a. Chairman DiNicola says that much of what he said about Joe Maloney can be said about Dr. Church. He was introduced to us through the Erie Community Foundation. He became a vital part of the effort to establish a community college in Erie. He also participated in countless public hearings in Erie both across rural Erie County and Erie City. With Joe Maloney, he participated in a great number of briefings and votes of endorsement across the industrial and manufacturing sectors of the community. He was the principal architect of the curriculum portion of the plan for the community college working closely with the madam vice chairman and other leading economic and industrial leaders from the community. His work was credited by the department of education and the board of education. He was the lead expert on the quality of our curriculum and the need for a community college. Since August 31, he has been working for us and has brought to our attention the significant issue of making sure we were preparing the pathways in the form of courses that would lead to the three degrees we need to present to the department of education in the fall of 2021. His arrangement would also be until the end of the calendar year. Chairman highly recommends his contribution and recommends him for this position. He takes into account our circumstances.

- i. Pastor Mock moves that the professional services of Dr. Roy Church be secured by this board of trustees until the end of the year. Mr. Benson seconds.
 - 1 Ms. Vogel agrees that the committee should oversee the people they are putting in. She thinks that the vice chair should address the need for Dr. Church.
 - 2 Ms. Sintal says that Joe has worked with Mr. Gallagher and he seems comfortable with him. She claims that he does not want to get another person because he thinks he can work well with him. She does not know the relationship between Dr. Church and Ms. Rush Dix. Cheryl is good at what she does and she knows what's happening. Ms. Sintal thinks that she should be allowed to get her team together from the advisory team to the professional hire team and the board members on her team and should lead it how she has been given the opportunity to. Ms. Sintal says she does not have anything against anyone and wants to see the board work in a committee-based decision-making organization.
 - 3 Ms. Rush Dix had hoped to look forward to in the formation of the curriculum and academics program committee of having the pleasure of sharing with the participants the candidates for our technical support for our programmatic support. She looked forward to being able to share as fully as her experience leads Dr. Church's interest, willingness, and background as part of a selection process that would be an exemplar of what personnel would help us develop. She is stanch in her expectation that the curriculum and academic programs would be able to go through that process including all of those opportunities and do not want to be denied that piece and by reason of best practice process, she stands aside from the motion made.
 - 4 Mr. Gallagher asks the vice chair how long she thinks it would take to vet and go through that process for this intermediary time before voting in a president.
 - 5 Ms. Rush Dix says within a period of time that would not impede our deliverables and that we would be able to get it done. She adds that as a priority, it would come soon. She thinks that they could make a recommendation by the next board meeting.

- 6 Mr. Gallagher asks the solicitor if he thinks that now that we have a motion and a second with a discussion on the floor if we could table this motion until the next board meeting to allow time for the committee to vet this vote.
 - 7 Mr. Talarico says that any member of the board has the opportunity to table anything at any time.
 - 8 Mr. Gallagher moves to table the motion on the floor. Ms. Rush Dix seconds.
 - a Mr. Talarico says that once a motion is tabled, it stays there until the chairman brings it up for discussion again.
 - b Roll call vote is 6-3 in favoring of tabling the motion.
8. Retention of Professional Services: Scott Westcott, Public Relations
- a. Chairman DiNicola says that as a public relations person for the board, due to the circumstances he thinks it warrants a person such as this with the level of experience that Mr. Westcott has. He has been involved with the community college movement since the inception. He was very engaged in the process of preparation and delivery of the plan, the marketing of the plan. He has been involved in all of the major movements of the community college effort in spreading the word and supporting an effort to make sure the public is aware. One of the key features of the community college effort was the need to make sure the people of Erie were behind the community college and to do that we needed to create a plan to educate them as to the benefits of the community college and Scott Westcott led that effort. He is a seasoned veteran of the media. He has spent 10 years with Erie Times News as a reporter and journalist. He has supported and worked with nonprofits. The importance of having someone who can tell the stories of the board is one that is important and will continue to be important to the board's ability to continue to thrive behind the community college and to raise the profile of the effort. It will keep the public aware of the activities and actions of the board. He also would be a consultant until December 31, 2020. His rate is \$125/ hr. Chairman DiNicola highly recommends him to serve the board of trustees and the community college effort.
 - i. Ms. Vogel asks if he will also be employed with Empower Erie along with the board of trustees.
 - ii. Mr. DiNicola says that he does not know his status with Empower Erie. He adds that he has resigned from Empower

Erie, so he does not know that answer. He has worked substantially for Empower Erie and was a communication advisor to Ron when he was a candidate for US Congress in 2018. His work with us on the committee would be on a part-time basis at the rate of \$125/ hr.

- iii. Ms. Sintal says that she has been appointed the chairman of the communication and public relation. She was not aware this was coming toward her. She would like to vet a few people that might do this. She has asked Ms. Vogel and another person to be on her team. She says the team will be technology driven for the opportunity to make the college of our future. The only way she would use someone like Mr. Westcott would be giving interviews. As far as keeping him on her team and reporting only to her, she thinks that it would be dangerous if he kept meeting with the chairman. She does not think it would work. She says that he has worked with Ron for so long that there is trust, and that she would not feel comfortable with that.
- b. There is no agreement within the group to move positively forward with this item. There needs to be more discussion to save time and to look at it more clearly. Mr. Talarico does not think that we need to take any action tonight and that we can bring it back to the next meeting. He adds that he wants to ask Mr. Benson to clarify that it is the executive committee and chair's prerogative to set the meetings. He asks if we have to have a motion on every meeting.
 - i. Mr. Benson says that there has not been a motion to establish a schedule of meetings for the year. It should be done. The bylaws say there should be a certain number of meetings held each year. It would be up to the board to schedule those meetings throughout the year so that they would not have to be scheduled for the future at every meeting. It has not been done yet. At this time, there is no meeting unless the chairman calls for a meeting or three members of the board call for a meeting.
 - ii. Ms. Sintal asks for a clarification. In the bylaws, it says there should be six meetings a year and those meetings will be scheduled in January. At that time, we will know where we will be for all six meetings. This meeting is a special meeting which can be called by up to five people within the board. Within 10 days, the executive committee will form that meeting and get an agenda out within three days. If the executive committee does not, those requesting the meeting can go ahead and have the meeting anyways. For a special meeting, there is 24 hours

to get the agenda out and post it in the paper so the public can hear. It all can be found in the bylaws.

- iii. Chairman DiNicola says that we have had a lot of activity. We have scheduled meetings on a special basis largely because we have almost had to attend things on a weekly basis. He says that it seems likely that every other week will probably be the norm for us because we are in such a heavy period of activity. In the interim period, he would have the committees meet in the weeks between so that they can report during board meetings. The chairman expects to look at every other week for a board meeting, holidays as an exception, to meet the heavy deadlines we have coming up.
- iv. Pastor Mock believes that the community is looking for some kind of report from us on our progress. It needs to be a positive report from our perspective. Since this ask has to do with between now and the end of the year, it is why he believes that we should do as much as we can without violating any major legalities. He does not think that by hiring Scott Westcott, we would be violating any legalities or taking away any responsibilities of the committee. We need to be able to report positive things some of which have to do with professional services. He thinks once we have the bylaws and specific responsibilities of each committee, that our board will be in a better position to weigh in on the way forward, so it is the board that is making the decisions. Until that time, we need to make as many positive steps as we can and is why he supports the retention of Mr. Westcott until the end of the year.
- v. Pastor Mock moves for the professional services of Scott Westcott be secured by the board until the end of the year. There is not a second. The motion fails.

9. Report of the Personnel and Policy Committee

- a. Mr. Benson says they have been busy the last couple of weeks. He reintroduces the committee to include Ms. Sintal, Mr. Gallagher, Mr. DeFranc, and himself. They have made great progress.
 - i. They have been recently tasked with two things. (1) To find a secretary for the board. An ad has been put together and posted in the Erie Newspaper, Ziprecruiter, and soon to be on Facebook. There have been 34 responses so far. No one out of those candidates is truly qualified. (2) To develop a job description for the president of the community college. Mr.

DeFranc was very helpful in this. So far, a three-page job description has been formed. This was sent to Mr. Talarico for review and they are waiting for comments. They are also finalizing the RFP form for the president's position. It is very important to find a president.

- ii. Ms. Rush Dix asks if the secretary is put forward as an administrative assistant in the ad.
- iii. Mr. Benson explains that it says secretary / administrative assistant because it is customary. People call them either name.

10. Assignment of Expanded Duties to Finance Operations Committee

- a. Chairman DiNicola assigns overseeing the acquisition of spaces for the college to this committee. After the community college president arrives, it will have a major impact across many of the areas we are functioning. The role of the finance committee will be one of oversight with regard to the financial decision being made at the college by the chief financial officer. That will be the time where there will be an increased focus on the sight for the college. It seems congenial to have the finance committee to take on the primary lift on vetting locations and facilities for the college. He has discussed this with the treasurer and believes they are accepting of the additional responsibility.
 - i. Mr. Gallagher adds that the board will have the opportunity to weigh in discussion of the bylaws. If the board decides we want to restructure the committees, that will be a prerogative of the board.
 - ii. Ms. Sintal brings up the discussion on having three board members on each committee. This was set so that we could come to a consensus. The committee just added a fourth member. This would mean that it would be a quorum and would have to be open to the public. It would add complexity.
 - iii. Mayor Mitchell says that he talked with the chairman earlier and that he declined to be a part of the finance committee due to time constraints right now.
 - iv. Mr. Gallagher says that as of right now there are two people on the committee. It was their intension to expand the committee in hopes of having more diversity of experiences but at this point the finance committee is made up of Ms. Vogel and himself.
 - v. Ms. Vogel clarifies that the other person was not on the committee so it would not be a quorum.

11. Report of Treasurer and Finance and Operations Committee

- a. Mr. Gallagher addresses the importance of establishing a bank account. From Attorney Talarico's report, we heard that there are some difficulties with that. There are some bills beginning to accumulate. This should be a top priority.
 - i. Last week, Joe, Ron, and Justin talked to the state regarding what budgets need to be prepared and had a discussion about funding, etc.
 - ii. Joe Maloney says that the state requested three more budgets other than the two already prepared. (1) For six months January – June 30. This would be the end of their fiscal year. He hopes that there would be some way when the state does a rebudgeting that we can get some funds into that budget. As of now there are no funds and no line items we could receive any funds from. (2) Two month budget for July and August of 2021. This would be the end of the period for our first year of operation. The first year of operation is funded differently from the state. The first year of operations is considered capital so the period from September 1 until August 31 is considered capital. We would have to do a two month budget to meet that and have it funded by the commonwealth. (3) July 1 2021 – June 30 2022. This is the fiscal budget for the state. It would be needed by the governor to put into his budget he announces February 2021.
 - iii. Ms. Rush Dix asks about the last budget and when it is required by the governor. Joe says that by his understanding it needs to be to the state by the end of December 2020 because in order to get into the governor's budget by February, it has to be there already.
 - iv. Mr. Gallagher says that since the last time we met, they had a preliminary budget we voted on and a final budget was emailed out this morning. In the meantime, they had looked at the salaries, inquired with Elizabeth Bolden to see if they could get salary information and they couldn't, looked at other salary surveys from a community college association. They met on how they wanted to move forward to project salaries of jobs that we have no job descriptions for. They decided to put a line item into the budget for contingency so that if salaries need to be increased, there will be money set aside for that. That is a change from the preliminary budget.

- v. Ms. Rush Dix asks the size of the contingency. Mr. Gallagher says that it was \$225,000 which made up 15% of the total administrative salaries in the budget which was 1.5 million dollars.
 - vi. Ms. Sintal asks what she is supposed to do with the receipts she is being sent. Mr. Gallagher responds that it is just a place to house them for now. He says that once we get an administrative assistant on the board, then they will keep them.
- b. Mr. Gallagher makes a motion to approve the 2021 budget as presented. Dr. Wagner seconds. Roll call is taken. Motion passes.

12. Report of the Chief Information Officer

- a. Ms. Sintal says that the meeting minutes and agenda are posted on the county website. We will be trying to get our own website. She asks to take a vote on a domain name.
 - i. ECCCPA.org is available. When we get accredited that could change to ECCCPA.edu. She asks if it would be better to use that or ErieECC.org. She asks if there are any other ideas or if we would like to vote to obtain this and start the web process as soon as we can.
 - ii. Ms. Rush Dix asks if that is a complete list of our options. She asks if there are any other endings used that could be options.
 - iii. Ms. Sintal says .com is also used.
 - iv. Ms. Sintal asks if there is a motion so that we can put this as our domain name and start the process.
 - v. Mr. Talarico says that these have all been classified as reports from committees. They do not appear on the agenda as business to be discussed or voted on. If there is something that a representative of a committee wants the board to vote on, that should be separately listed so that the board members know what they are voting on. Otherwise, you could argue that it violates the Sunshine Law and it does not put on public notice what is on the agenda and is hidden in the report.
 - vi. Ms. Sintal says we also need to get a logo and a font for the letterhead. We need to get an RFP out to get a design. Elizabeth Bolden gave a name of a group that did her website. Hopefully by the end of November, we will be transferring all of the stuff on the county website to our own. The county has given us until December 31, 2020 to remove all of our material

from their website. We want to have a link on their website so that people can be directed to our website.

- vii. Chairman DiNicola says that we need to make sure that this gets on the agenda for next week and that it is great work.
- viii. Ms. Sintal adds that we also need to look at social media options for our activities, so they are known.
- ix. Pastor Mock looks for clarity in Mr. Talarico's comment. As we move forward, should it be our assumption that whenever a committee meets, they will bring forward a report.
- x. Mr. Talarico says that standing committees are always in the process of meeting and discussing things. It is typical that they report to the chairperson and the board what they are working on and their progress is. If the committee gets to a point where they want something done, that has to be voted on by the board, it must be listed separately. It is not a report, it is an item the board has to vote on.
- xi. Ms. Rush Dix says that with those notes, we can consider those reports of points of information enough for discussion and reflection, but to hold on when we would ask for a motion or action from the board.
- xii. Pastor Mock says that if a committee brings a report and it looks like the committee is giving us a point to adopt, can we do that.
- xiii. Mr. Talarico says that the board would then have to amend the agenda to place an item on the agenda. He says that the way it should work is that when a committee is ready to place an item on the agenda, they should place that on the agenda at least a week before the meeting so that the agenda can be prepared days before the meeting. You have to distinguish between a report from a committee and an item they want to put on the agenda.
- xiv. Chairman DiNicola says that if a committee person wants board action on an item, they should carve that out as a separate item on the agenda.
- xv. Ms. Sintal says she still needs the office membership.
- xvi. There is a zoom account. Any committee can use it. Ms. Sintal also says we need to arrange a way to share and edit documents so that everyone can view the most updated version. Everyone was given a board contact list and website information.

13. Report of Academic and Student Affairs Committee

- a. Ms. Rush Dix explains that they are in the process of creating their advisory group who would come from three different categories of professionals. They would be volunteers with special experience in programs described in the plan itself. The members of this committee would be the professional services people who would help us move forward in the challenging tasks we have during this timeline.
 - i. She adds that we have been able to reach out to some of our regional professionals who are interested in supporting us like Amy Murdock at the regional chamber of commerce in terms of those who she knows would be happy to support the work and volunteers.
 - ii. Mr. DiNicola asks Ms. Rush Dix to elaborate on the professional services piece she mentioned. He asks if she will be vetting professional service candidates in respect to the curriculum or would that be a function taken up by the personnel committee.
 - iii. Ms. Rush Dix says that her expectation is that that could be a collaborative piece. She is hoping for their support to help demonstrate the transparency and standards that she is sure the personnel and policy is putting forward. As a solo entity no, as a supportive collaborative piece that demonstrates our commitment across the board to those things, yes.

14. Report of Christina Vogel on Community College Research

- a. Ms. Vogel explains that after Elizabeth Bolden spoke a few weeks ago, she reached out to her to see if there was a possibility sending a list of questions to the 14 community college presidents in the state of Pennsylvania. She put together 15 and Ron suggested expanding that list so that we do not keep going back to those same presidents. Elizabeth has agreed to put together a survey monkey with the questions we gather and distribute them to the presidents. She would then facilitate us getting their results. Ms. Vogel says that if anyone has any questions that they would like to send to the presidents, to email them to her so they can be added to the existing list of 15 questions. She would like to have the questions to her by next Wednesday.

15. Continuation of Bylaw Discussion

- a. Ms. Sintal thinks that it should be a zoom meeting so that everyone can be in their own environment and so she can show the bylaws on

the screen as they meet. It will help for everyone to understand what is behind us.

- b. Ms. Rush Dix says that the doodle poll is a scheduling function. Our needs could be met by the free version of doodle poll. Everyone indicates their availability here.
- c. Dr. Wagner suggests that if we read ahead, those who have questions should have them prepared and where they are located so we can move through it.
- d. Mr. Gallagher says that there are some provisions within the bylaws that the full board does not agree on. He asks Attorney Talarico how we can make adjustments and vote on the controversial matters throughout the meeting.
- e. Mr. Talarico says that if there is an agreement before the meeting, you only need a motion to vote on the entire bylaws. If during the meeting there is discussion on the bylaws and someone raises an issue and wants an explanation or to change something, then the discussion would ensue. There could be multiple requests for changes. This would mean there would be multiple amendments. We would keep track of those amendments rather than vote on each one individually and then see if they could all be voted on at one time. If the board wanted to in a certain case, one amendment could be voted on. He likes Dr. Wagner's idea. There are provisions in the bylaws that are very difficult to understand. He does not favor a process to go page by page through them. He thinks the board should read the bylaws then record their questions. Mr. Talarico says that he could answer the questions as well. There have only been three changes to the bylaws since September. In addition to scheduling a time to meet, Mr. Talarico suggests setting a date for the board members to write to Kay and himself any questions or suggestions in the regards to the bylaws. Then each one could be addressed in a letter back to the board or a meeting.
- f. Ms. Rush Dix says that she thought a study session was before them. She thought that voting on the bylaws and reflection, etc. would come after.
- g. Chairman DiNicola asks about the format of the study session. Would it be to review and provide notes.
- h. Dr. Wagner says there requires ample preparation so that we are not on the zoom call for hours.
- i. Chairman DiNicola says that not all board members have to do this. It seems that we have gotten to the point where everyone is going to be

involved in the bylaws. Normally, it is sometimes delegated to a smaller group. He would agree that the process of everyone reading the bylaws and having a deadline to give their notes on the bylaws that someone would determine whether or not the notes are adhered to. Then there would be another period to review the document as a whole.

- j. Mr. Gallagher says if we did a first and second read, that there is no opportunity for the board to pull out specific sections and vote on them. He thinks we need to look at the sections that there is disagreement on and vote on those sections. Attorney Talarico could look at peoples' comments and see where the points of contention are and then explain those at a meeting. Then we could vote on those points.
 - k. Ms. Rush Dix asks if it would be satisfactory to set a date for people to put forward their questions and notes, establish a date for responses and then have a shorter convening on the matter so there can be two-way communication. There then could be recommended edits at a regular meeting.
 - l. Ms. Rush Dix moves that each of the trustees puts forward their notes and questions to Ms. Sintal by Friday, October 16 with the expectation that there be responses by the following Monday and a streaming meeting that Wednesday. Mr. Gallagher seconds.
 - m. Mr. Talarico suggests that the board members respond by Monday, October 19, and he and Kay will respond by Friday, October 23.
 - n. Ms. Rush Dix accepts this as a friendly amendment to her motion. Roll call is taken. Motion passes.
16. Chairman DiNicola brings up one more new matter. He says that we appreciate Attorney Talarico and all he has done. Mr. DiNicola has talked with Mr. Benson to begin the search for his successor and he is prepared to take that up. On behalf of the board, Mr. DiNicola wants to thank him for his service and continued service.

Adjournment – Chairman DiNicola moves to adjourn at 8:07pm. Ms. Sintal seconds.