

Erie County Community College

Board of Trustees

Minutes of the Special Meeting – October 28th, 2020

Caucus 5:00 pm Meeting 5:15 pm

Location of Meeting

Bayfront Convention Center, East Ballroom

1 Sassafras Street

Erie, Pa 16507

Or Using Zoom (Specific information on the County Website)

Present at Meeting

Mr. Tom Benson

Mr. Ron DiNicola

Mr. Justin Gallagher

Mayor Dave Mitchell

Rev. Charles Mock

Ms. Cheryl Rush Dix

Ms. Kathryn Sintal

Ms. Christina Vogel

Dr. Annette Wagner

The Special Meeting of the Board of Trustees of Erie Community College was called to order at 5:09 pm on October 28, 2020. Chairman Mr. Ron DiNicola Presiding.

- I. Caucus with Chairman DiNicola at 5:10 pm**
- II. Call to Order**
- III. Pledge of Allegiance**
- IV. Hearing of the Public**

No one requests to speak.

V. Caucus Topics Considerations:

1. Christina Vogel: Submission to Elizabeth Bolden Board questions and expects to get a reply by mid-November. At that time Christina will present answers to board. (Add to Old Business)
2. Chairman Ron – Two Pieces of Correspondence to discuss - Added to agenda
 - i. Two Page report from the Academic Committee
 - ii. Email from Tom Talarico – Distributed by Chairman Ron DiNicola at meeting with the topics below:
 - 1 Bylaws: Did not have time to address issues
 - 2 D&O

VI. Review of Previous Meeting Minutes

Review of the previous meeting were reviewed and unanimously approved

VII. Roll Call

Action: Find out the responsibilities of the Secretary calling roll or using a clerk.

Added for clarification of Roberts Rules

DEBATE ACTION COMPLETED: Debate Investigation as requested by
Chairman: Robert's Rules of Order State that a Board Secretary calls the Roll for both attendances and votes. As far as attendance, once completed, if there is not a quorum of Board members, the Chairman dismisses the meeting. Once a vote is called the Chairman gives the count of a vote to the secretary for inclusion into the minutes. Votes can also be by standing and sitting; thus, the secretary will record the tally. Over 50% standing would mean a vote is passed. A vote can also be called by a Yea or Ney vocal request.

VIII. Report of the Academic and Student Affairs - Standing Committee

Chairman: Cheryl Rush Dix (Handout given to Board & Attached to Minutes)

1) Professional Services Update:

a) Workload Definition for Professional Services

- Two Professional Resume, Three Referrals
- Definition of Committee relationship to Professional Hires.

b) Working with the Department of Education

- Outlining the plan with target dates
- Targeting inter-cooperation between committees and shifting workload to college staff
- Program Manager professional support is being considered to keep target dates
- Degree Stamp based on the 120 Day Plan by April 2021
- Course Development
- Statement of Work
- Budget

2) College Plan Outline

- Shows we are at Chapter 3 entering Chapter 4
- Many inter-relations between major phases of the plan depend on hiring the college president and the staff the president brings in.

3) Discussion from Board Members - Summary

- Statement: Priority one is President must be Hired to set the vision for the school and how that person will implement the vision.
- Statement: Understanding the limitation of Board Members.
- Statement: Timing, the amount is very low for what we have to ensure gets done. Must tackle low-hanging fruit to ensure that when the President comes on board, we have given that person enough to go forward with out lag time.
- Statement: College Course definitions can be accomplished by experts we have in a professional hire situation. These must be defined within a year of College Approval.
- Question: Are we going to be able to draft an actual plan that we follow?
- Question: is there a possible alternative plan to Plan A, Plan B?
- Question: When does the 120 days start?
 - i. If the classes start on Sept 1, then back that up 120 days to see our target date.
 - ii. If we need to have an approved degree within a year of the establishment of the college, which could mean July, that date could be earlier.

- iii. We have a need to approve 50/70 courses. Timing and details must be put in place. What are the minimum requirements and expectations?
- Question: We are not reinventing the wheel. Why so much development when we have many colleges doing the same classes. There will not be much difference in the coursework. Two-Year degrees are outlined with basic traits.
 - i. Its is a matter of logistics and timing for our particular tasks.
 - ii. We are using the private college model
 - iii. We expect to have our recommendations for the professional services offers out in a week.
- Statement: We need to see a calendar with actual dates to shape our vision of the possibility we will succeed.

Moving Forward: MS Dix is looking at two avenues to get to a point within a week to build the start of these academic needs via a plan. The first is the defining the scope of collaboration and the second is the actual scope of required work from the professional hires.

IX. Report of the Personnel and Policy Committee

Chairman: Tom Benson, Board Members: Kay Sintal, Justin Gallagher, Advisory: Jay DiFrank

A. There are Four areas that we have in front of our Committee. Three we have been actively working on:

1. Presidential Search.

- a) There are 5 search copies that we sent our RFP to. Tom has also communicated via phone calls to these firms.
- b) We hopefully will start receiving answers within the next 10 days.
- c) We know some our biggest hurdles are the time of year, holidays, plus the added Covid-19 restrictions.
- d) Once the candidates start to roll in , we will start the Screening/Vetting, thus clarifying our positions.

2. Legal Counsel RFP

- a) We sent out a statement to the local Bar Association
- b) Two firms to date has requested the RFP

3. Administration Assistant

- a) Job Ad placed in the last two Sunday papers, along with this past Thursday's paper.
- b) We have a pool of 43 people
- c) We built a spreadsheet of applicants with the skill sets defined for each applicant
- d) The top ten will be called for clarification of information
- e) The top four will then be interviewed by the team via Zoom
- f) The offer will be then given to the top, then down the list till one accepts.

4. Public Relations – Not being addressed at this time

B. Discussion from Board Members – President Search Summary

1. Question: Will the search include a Diverse number of Candidates? Answer: we will accept any suggestion to search firms, but once in the search firm hands, they will give us the best candidates. The search firms will take our diversity needs into account when looking for the right candidate.
2. Question: Do you think we should reach out to dedicated search firms for a diverse candidate list? Suggestions: NAACP. Historical Black Colleges, Scope beyond traditional searches. Answer: Given one we would.
3. Question: Can we have the document so if we have people outside normal channels, we can bring them forward/ Committee has no problem with that as long as they have the qualifications.
4. Statement: Suggestion of talking to other Erie firms that Hire from a diverse pool like Erie Insurance Exchange.
5. The committee has agreed to put the list of search firms in this meeting minutes with the websites of the search firm, so board member can take a look at their policies.

BOARD REQUEST COMPLETED

Identify the Search Companies that we sent the Requirements for our President search, along with their website addresses as requested:

Storbeck Search and Associates: www.StorbeckSearch.com

R.H.Perry & Associates: www.rhperry.com

AGB Search: www.agbsearch.com

Boyden Associates: www.boyden.com

C. Discussion from the Board Members – Assistant Hiring

1. Determining the selection criteria for the Administration person:
2. We are clarifying the skill set of 10 applicants on the type of technology needed at a college office. We need someone who will not have to call someone all the time to keep the office up and running in a computerized office.
3. Hopefully we will know something within two weeks but the starting date and workload would need the BOT Office, Computer Equipment and services in the office.

X. Report of the Treasurer, Finance & Operations Committee

Chairman: Justin Gallagher, Board Members: Christina Vogel

A. Operations Bank Selected

1. The finance committee has chosen a hometown community bank, Marquette Saving Bank. We now have a EIN Number to open the account

B. Committee has a new Motion added to agenda in New Business: motion below to explain the signature requirements.

C. Committee has a new Motion added to agenda in New Business: We have a motion below to determine process to pay the Bill incurred by the Board

D. Our CPA will provide a spread sheet for the Board to oversee what has been paid

E. Discussion from Board Members: None

XI. Report of the Ad-Hoc Committee on the BOT Facility

Chairman: Annette Wagner, Board Members: Tom Benson, Christina Vogel

- A. This Ad-Hoc Committee was formed to take on a single/Short term purpose of getting a College Board/Executive Office space.
- B. The committee has involved four different real estate office that deal with commercial building rentals.
1. Sherry Bower
 2. Howard Hanna
 3. Marsha Marsh
 4. Coldwell Banker
- C. Several Listings have been given to the committee to view on Monday Nov 2, 2020. The chairman of the committee has asked if any Board member wants to join them for the 'Look and See' they are more than welcomed.
- D. The Committee is also working with the finance Committee for guidelines on the price of the space with all of the added features required.
1. Square Footage
 2. Safety & People Traffic
 3. Janitorial Services
 4. Communications, via phone, internet, etc.
 5. Parking and snow removal
 6. Location
- E. Discussion from Board Members
1. The question arose to when this committee was taken out of the Finance committee and made an AD-HOC Committee. Chairman specified he should have notified all members of this change.
 2. Board wants to know location as soon as it is decided, since they want to express that to their communities.

XII. Report of the Chief Information Officer / Secretary, Communications Committee

Chairman: Kay Sintal, Board Members: Dr Annette Wagner, Ms. Christina Vogel

A. Communications Work

1. Working with a web developer (Go Daddy.com) to get our website up and running before the end of the year as requested by the County Council.
2. Purchased the Domain Name is ecccpa.org for two years. Note: The .edu suffix will be allowed when the College meets the requirement of accreditation, usually after the second year of classes. The college IT staff will change that domain at that time. Wrote the initial text and reviewed with committee.
3. Took Class on the Web Press Application for Web Building that GoDaddy uses to ensure we can update website when we need to add meeting minutes, Agendas, News, committee work etc. Our GoDaddy contract ensures updates for one year but the College IT department will be able to redesign and take over anytime. This flexibility was enabled by having the skills on the board.
4. There are 15 email IDs that were requested with our domain name. Those emails will be used for board members and the president and his staff. This committee will write the procedures for initializing these emails. (example the email administrator@ecccpa.org for our admin person when hired. They will also get all Q&A from the public and give out to the relevant Board member to answer)
5. Determining how to share files without all of this passing of large emails. There was comment on the size of meeting minutes. Kay will look into the standards for file sharing between board members.

B. CIO/Secretary work

1. Changes to the meeting minutes and update the process so that they reflect workloads not just translations. Sent out an email that covers the changes needed to be in line with Roberts Rules. This meeting minutes document reflects those changes.
2. Continually writing the procedures for our administrative assistant, since that person will be attending to many of the details when hired.
3. The website that everyone can pick up the Zoom information and the agenda plus times of our meeting is currently on the county website, they have changed the URL. Below is the link that you can use until we have our own website

- a. <https://eriecountypa.gov/community-college/agendas-meetings-and-minutes/>
- b. <https://eriecountypa.gov/community-college/>

XIII. Old Business:

A. Retention of D&P Insurance Policy

Note: Legal Source not available for this meeting.

1. Questions:
 - a) Do we have all of the information needed to make a decision?
 - b) Have we met all of the financial criteria? Finance Committee?
 - c) What is our Coverage? Coverage Limits? Is our Coverage within industry limits.
2. Motion: Justin Gallagher: Although we do not have the answers to the above questions answered yet, can we vote on going forward with a D&O that doesn't exceed 10,000, so when we get the answers, we can get this finished. Motion Seconded and Carried

3. Discussion on Motion: Review Quotes with Legal source when the person approves it. Explain to the Board the coverage that has been approved and price of that coverage

B. Consideration of the Board of Trustee Bylaws

1. Conclusion at the end of Topic

- a) Bylaws not approved. Bylaw issue Tabled. Focus seem to be when the new legal council is hired for the board, this issue will be re-addressed. Concern that even though the executive committee was the committee working on the bylaws, maybe we need an Ad-Hoc committee to be in place to deal with issues that are not resolved with the new council.

2. Discussions from the Board

- a) Three conditions are still in question. The conditions in dispute:
- b) Change bylaws to reflect a 9 to 15 members of the Board as the maximum number on the board. Although the state of PA allows for 15, the state law does not require that number. The number had been changed to 9 due to the local sponsor(the County of Erie) of the board setting that number. If there ever comes a time when the local sponsor want to add to the board, the bylaws could change with the vote from the board.
- c) A Change to the bylaws to remove the Communication Committee as a standing committee but change it to an AD-HOC committee with the extending workload being in the hands of the new President and the administration. There was a suggestion at the previous board meeting of the communications activity can be run by a professional hire doing Public Relations professional hire when at the drop of a dime, any time and any place needed, the person would be available. That motion was not seconded, thus not passed. The alternative thought has been that communication in the initial stage is driven more by Web and social media informing the public of the Board activities and advancement in planning, with update every time, not waiting for TV or Newspaper to bring forward. That would be seen as enhancements to the other means used. The College Marketing talking points should be known to all of Board members. PR person within the committee would know the talking points and messaging that the Board agrees to.

- d) Discussion: Communications as an Ad-Hoc committee just to the ensure the Empower Erie Communications Database is in the correct condition to hand over to the new president, thus giving the president information about resources within the community. Other thoughts was that if this database would be useful, a professional DBA be hired to give this information captured the strength of Data Name Fields, Correct Data Associations, Correctness of Data including research and validity, Data backup with server placement and security, and most important a method for Querying the data so the results that would help the president would be not only easy to use, but be the correct answer to the query. The communications committee could oversee the professional hire.
- e) Grammar, Formatting, and the look and feel of the document needs improved. Suggestion, have the administrative assistant we hire who has experience in the presentation of information to get the document into shape for safe keeping for years to come.
- f) Printed Email brought to the Board meeting by the Chairman from the Board's Legal source who explained to all that the bylaw document was in poor shape, not legally examined, and should start over. Board agreed that 4 drafts have been passed out for over a month and legal never commented. Boards Legal Source is changing thus the Board will give the document to the new legal source to address the issues and get this in line for voting on.

C. Retention of Dr Roy Church (Tabled from the Oct 14th Meeting)

This Topic was not addressed at the Meeting

XIV. New Business

A. Motion: Approve Marquette Saving Bank as Operational Account for the College

Chairman: Justin Gallagher, Board Members: Christina Vogel

1. Motion from Justin Gallagher / Seconded

2. Discussion on Motion: None

Motion Passed

B. Motion: Check Signing Authority

Chairman: Justin Gallagher, Board Members: Christina Vogel

1. Motion from Justin Gallagher / Seconded

2. Discussion on Motion: None

Motion Passed

C. Motion: Check Signing number of Board Members per check

Chairman: Justin Gallagher, Board Members: Christina Vogel

1. Motion from Justin Gallagher / Seconded

2. Discussion on Motion:

Justin Gallagher and Christina Vogel will be the Board members that have permission to sign the checks. The number of persons to sign the checks will depend on the amount of the check. Checks from 0-1000 dollars only require one signature. Checks from 1001-10,000 dollars require two signatures, checks over 10,000 will require Board Approval.

Motion Passed

D. Motion: Procedure for the Payment of Bills

Chairman: Justin Gallagher, Board Members: Christina Vogel

1. Motion from Justin Gallagher / seconded

2. Discussion on Motion

The accountant will supply the board with spread sheets on the expenses paid out to the those the board owes money to.

Motion Passed

E. Motion: For All Winter, Special and Regular Meetings be conducted on Zoom

1. Motion Amended by Board Member Mayor Dave Mitchell.
2. Motion Amendment Rescinded.
3. Motion Amended by Board Member Justin Gallagher to read the all Board members could make their own personal decisions if to attend in person or on Zoom.
/Seconded
4. Discussion on Motion:
 - a) Winter bringing on higher Covid-19 Numbers.
 - b) Attendance should be a personal choice
 - c) Cost of Meeting/AV place high, if many stay at home
 - d) Winter Driving not an issue since many are from this area.

Motion Passed with 7-2

Other Business Introduced

Opinion on Sunshine laws discussed, Board wants clarification on the laws. The Laws spelled out for the State of PA on the following Website

<https://www.openrecords.pa.gov/SunshineAct.cfm>

XV. Meeting Adjourned – Motioned / Seconded