

**North Central State College
Board of Trustees' Meeting
May 27, 2020**

I. CALL TO ORDER

NOTE: Due to the special circumstances brought about by the COVID-19 situation, the offices of the Ohio Attorney General and Secretary of State have temporarily approved Trustee participation in Regular Open Meetings via teleconference and similar means. Such participation may also be counted for Trustee attendance and applied towards meeting quorum requirements for that meeting. This was also based on currently and temporarily approved legislature bill. Subject to the College closure due to COVID-19 this meeting was held exclusively online via Zoom.

Chair Mowry called the meeting to order at 5:34 p.m. in a Zoom virtual video and audio meeting space. At that time, she asked all to rise and join her in reciting the pledge of allegiance followed by her reading of the Global ENDS Policy for North Central State College.

II. ROLL CALL

The Secretary, Mr. Stephen Williams called the roll.

Present (online):

- Mr. Mark Masters
- Dr. Dwight McElfresh
- Mr. Roger Miller
- Ms. Elisabeth Morando
- Ms. Pamela Mowry
- Ms. Linda Nelson
- Mr. Matthew Smith
- Mr. Steven Stone

III. INTRODUCTION OF GUESTS

Board Chair, Ms. Pamela Mowry welcomed Ms. Lou Whitmire of the Mansfield News Journal and Mr. Fred Cooke representing the OSU-M Advisory Board. She asked President Diab to introduce the rest of our guests present. Without naming them individually, President Dorey Diab indicated the presence of president's staff, faculty and staff also online which included: Dr. Karen Reed, Vice President of Academic Services; Ms. Lori McKee, Vice President of Business Services; Mr. Tom Prendergast, Vice President of Student Services; Ms. Chris Copper, Executive Director of the NCSC Foundation; Mr. Keith Stoner, Executive Director of Marketing; Mr. Doug Hanuscin, Executive Director of Human Resources; Ms. Margaret Puckett representing the Faculty (who is joined by (19) members of the Faculty); Ms. Lori Ziegler representing the Staff

Caucus (who is also joined by (16) members of the Staff);; and Ms. Melissa Orton, a Student of North Central State College to address the Board.

IV. FOCUS OF THE MEETING – Ms. Pamela Mowry

Ms. Pamela Mowry explained that the primary focus of tonight’s meeting are the main items on the agenda: A Report from our President and our Foundation. We will attend to our Required Approvals Agenda, our Policy Governance Agenda and our Training items. There will be an Executive Session with no business expected afterward.

V. OSU-MANSFIELD ADVISORY BOARD REPORT

Board Chair, Ms. Pamela Mowry thanked OSU-M Advisory Board Member, Mr. Fred Cooke for joining us for today’s virtual meeting and granted him the floor for his report. Mr. Cooke shared that he was a new member of the OSU-M Board and a resident of the Shelby area and a retired Agricultural Teacher from Shelby High School. Mr. Cooke reported the following:

- On July 2nd the OSU-M Board will be welcoming two new members: Ms. Michele Gorman and Mr. James Davis, Sr. (Student Trustee), the student term is only for one year.
- Mr. Dave Daniels and Mr. Antwan Woods (Student Trustee) will be leaving the Board. Michele Gorman will replace Dave Daniels and James Davis, Sr., a non-traditional student will replace Antwan Woods. Their terms will begin July 1. Michele’s first term will be three years and the term for James is one year with eligibility to be reappointed for a second year.
- The OSU-M Board members are making personal calls to students twice to see how they are doing. Students report that they valued their professors and they missed the in-person classes.
- OSU will be announcing their plan for the fall semester but will know more around mid-June.
- Planning for the local campus is taking place as Drs. Jones and Diab are talking about plans for our campus.
- OSU will be keeping buildings closed all summer and will be going virtual until fall.
- The new four-year Engineering Degree is moving forward with their first class in the fall.
- With the buildings closed down during the pandemic, they have realized approximately a \$10,000 savings in utilities and plan to continue that savings throughout the summer.
- The new Campus Entrance Sign is expected to be done in August with plans for a ribbon-cutting ceremony.
- They will be installing four new Brutus Buckeye statues across campus and will be scheduling an official unveiling.

VI. PUBLIC PARTICIPATION – Ms. Pamela Mowry

1. Board Chair, Ms. Pamela Mowry recognized Ms. Melissa Orton. Ms. Orton is a student in the ADN program and has requested to speak to the Board regarding the FY2020-2021 Budget Considerations that will be discussed on today's agenda. After complimenting the College and speaking of her positive experience with the nursing program and its faculty, Ms. Orton comments focused on her desire not to see cuts in funding and staff to the program. Following her address, Ms. Mowry thanked Ms. Orton for her input.

2. Board Chair, Ms. Pamela Mowry recognized Ms. Lori Ziegler. Ms. Ziegler is the Facilitator for the College's Staff Caucus and has requested to speak to the Board regarding the FY2020-2021 Budget Considerations that will be discussed on today's agenda. Ms. Ziegler commented that the hour reduction should be gradual with employees of higher salaries getting higher reduction in hours starting at 4 hours, and reduced down gradually so employees making less than \$40k do not receive a reduction in hours. Following her address, Ms. Mowry thanked Ms. Ziegler for her input.

VII. PRESIDENT'S REPORT – Dr. Dorey Diab

A. Phi Theta Kappa (PTK) and Sigma Alpha Pi (SAP) Updates

National Society for Leadership and Success (NSLS) (Sigma Alpha Pi)

The chapter had 25 students complete the steps of induction online. Members are watching speaker broadcasts, setting SMART goals, completing the DISC assessment and attending leadership training. We have waived the 5 hours of service requirement to keep them safe. Although, we have a member who works at Outback and as her service project, she brought 30 meals to campus for our Trio members for free.

Ms. Pam Shopieray and Chapter Advisor, Ms. Barb Keener are meeting bi-weekly to plan for fall. Chapter officers are documenting annual accomplishments, so the chapter can get credit for its work on pillars. The chapter's goal is to complete them all and to receive a large discount on annual dues. The chapter will also apply for a scholarship to cover the remaining dues to support the institutional budget.

Ms. Barb Keener is taking orders for stoles, tassels, and cords for both honor societies.

Phi Theta Kappa (PTK)

The chapter has put their green initiative on hold. They had a meeting scheduled with Ashland University to learn about the steps they have taken to make their campus more environmentally friendly, but had to cancel the meeting due to COVID-19. They will reschedule when permitted to do so.

Next spring, PTK will be purchasing bee hives to have on campus. Bees are becoming extinct, and are necessary to pollinate much of the food we eat.

The chapter is creating a list of things everyone can do on campus to move to a “green” campus. Their goal is have that available in the fall for all employees and students.

B. North Central State College Foundation Development and Update - Ms. Chris Copper

Ms. Chris Copper presented the Foundation Development and Update Report as follows.

Emerald Club 2020

Goal: \$300,000

Total: \$700,000

2020 percent to goal: 230%

PPP Grant

- Chris submitted for a PPP grant and the SBA will not approve the application due to the payroll taxes being paid by the College via 941 IRS form- officially. The foundations pays the payroll taxes back to College- but it’s a step away from actually paying so it did not move forward.

Scholarships

- Award letters are out, 50% have been accepted and follow-ups with Advisors are occurring.

Grant Coordinator

- **NSF-IUSE-Due 8/4**
 - Linda Hess is leading the actual submission and Chris is helping draft the budget and narrative.
 - The committee is meeting regularly and building an outline for when the RFP comes.
- **Ohio Department of Higher Education Perkins V**, Dr. Gina Kamwithi is submitting it.

Foundation Events

- **Hall of Excellence**: Details reconfirmed and is still set for Thursday Sept 10 from 5:30 pm to 9 pm. The event is dependent on the Governor’s directives and opening up gatherings of 50 or more people.

Fundraising

- The Richland Gives Now COVID-19 Relief effort and Crawford Gives Now were well supported. A huge thank you goes out to the Board. Over \$12,600 was generated from the two events.
- An unrestricted gift from an anonymous, “Friend of the Foundation” came in for \$25,000.
- A grant request was submitted to the Conard Foundation for \$50,000.
- A third meeting was held with the SN Ada Ford Fund-Certificate Program gift for - \$75,000. The committee meets to make a final decision the week after Memorial Day.

Foundation Board

- Resource Development- Investments are down \$424,938 since January 31, 2020
 - January to March was down \$832,873
 - Gained back \$404,945 March to April
 - A huge thank you to Matt Smith for his leadership and counsel and joining each of the investor calls.
 - FY21 Foundation budget has been approved to go to the full Foundation Board.
 - The RDC Executive Committee met with the Richland County Foundation investment firm and reviewed our current funds. Historically I have met annually with Brady and discussed our comprehensive relationship. This most recent meeting was very informative and Brady is being invited to present at the August Annual Board meeting.

Crawford Success Center

- Discussions are underway for an FY2021 Arts for Success.

C. Monitoring Report: Executive Limitations Policies – Global Limitations Policy (4-00)

Dr. Dorey Diab explained that the monitoring report discussion is continuing with going over the six Ends policies and the 10 Executive Limitations.

This report focuses on the Global Executive Limitations Policy.

The policy states, *“The CEO will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.”*

- President Diab reported that to the administration awareness there has no intentional activity, decision, or circumstance that led to legal action against the College over the past year. Inappropriate practices and complaints by or from students, faculty and staff have been addressed.
For instance a grievance was brought up by the Faculty Association with regard to required attendance at open forum. It was addressed during the negotiation process.

Another faculty concern was brought up about extending a faculty member probation until the fourth year, which was handled and ended up being the case.

There was a student concern about delay in graduation due to clinical requirements. The College could not address this due to lack of flexibility on the part of the clinical agency.

There was a student concern about being encouraged to withdraw rather than fail. This situation is continuing and has not been resolved.

D. Updates/Other

1. Changes impacting the Fiscal year 2020-2021 Budget.

President Dorey Diab reported that while they are working to assemble a budget proposal to present to the Board, there is much uncertainty in the assumptions that form the foundation of the budget. This uncertainty comes from both internal factors and external factors. A major internal factor lies in the uncertainty in what students want to do for the fall semester and next year. The traditional factors leading students toward pursuing higher education at this time have been skewed with health and economic considerations that were not as prevalent before the COVID-19 pandemic. Health considerations are causing students and their parents to consider taking a year off (a gap year) to give time for the dust to settle before making the investment in higher education and the perception of potential health exposure to the virus in the public setting of a college campus, especially in residence halls. Another student factor is some students' preference for in-person courses vs. online.

A major external factor lies in the impact from the State budget funding for higher education. Income for the College comes from two primary sources: student tuition (~50%) and State support in the form of tuition subsidy (~40%). The challenges with the State budget due to lack of income and sales tax revenues, and increased expenses due to paying for unemployment, lead to uncertainty in receiving State funding. With this uncertainty in both primary funding sources, it is difficult to project income expectations from which to build the remaining elements of the annual budget for the coming year at this time.

2. President Diab reported taking the following budget cut measures pending additional information from the state and enrollment numbers especially for the fall semester:
 - a. No raises for the coming year
 - b. Reduced department budgets by 20%
 - c. Have a hiring freeze and don't intend to replace most positions
 - d. We have cut travel and professional development
 - e. We are reviewing scheduling and class sizes efficiencies, and plan to cut academic program(s)
 - f. We are talking with faculty and staff to determine the best way to move forward and close the budget deficit, while minimizing the impact on personnel, and salary and benefits.

Lastly what we are going through is very unfortunate, unprecedented, and none of our doing. Due to the financial measures we have been taking, our situation is much better than so many institutions in the state to weather this storm. We have many blessings to be thankful for including our health and safety, our families and our jobs.

VIII. REQUIRED APPROVALS AGENDA

CONSENT AGENDA

The Chair presented the Consent Agenda and called for any items that should be removed from the consent agenda for further discussion. On a motion by Ms. Linda Nelson and seconded by Dr. Dwight McElfresh and passing unanimously, the following items were approved:

A. Approval of Minutes for April 21, 2020 “Regular Meeting”

B. Consideration of Approval of Employment of College Personnel – R-2020-16

CONSIDERATION OF APPROVAL OF EMPLOYMENT OF COLLEGE PERSONNEL

R-2020-16

NEW HIRES

BE IT RESOLVED: *by the Board of Trustees that the following faculty member are hereby employed as stipulated below:*

BEGINNING August 13, 2020

Travis Green, Chemistry Faculty

Bowling Green State University, Ph.D., Photochemical Sciences

BEGINNING August 13, 2020

David Koepke, Criminal Justice Faculty/Program Coordinator

Tiffin University, M.S, Criminal Justice

EXPLANATIONS OF NEW HIRES FOR RESOLUTIONS R-2020-16

Travis Green is hired as Chemistry Faculty to replace Hannah Cronk.

David Koepke is hired as Criminal Justice Faculty/Program Coordinator to replace Anne Strouth.

REGULAR AGENDA

A. Treasurer’s Report for April 30, 2020 – Ms. Lori McKee

Ms. Lori McKee presented the Treasurer’s Report for the period ending April 30, 2020. She stated that revenues for the month totaled \$768,333. Expenditures were \$1,341,053 leaving a deficit of \$572,720. Year-to-date revenues totaled \$19,258,790. Year-to-date expenditures totaled \$14,836,027 leaving an excess of \$4,422,763. The Month End Investment Balance for April 2020 was \$6,089,010 (\$3,043,006 in Star Ohio and \$3,045,954 in Richland Bank). Ms. McKee described the trends that are demonstrated by the Tracking of the Monthly Cash Flow feature as well as the dashboard indicators.

ACTION TAKEN: Ms. Elisabeth Morando moved for approval of the Treasurer’s Report for the period ending April 30, 2020. Mr. Mark Masters seconded the motion and the motion carried unanimously.

IX. POLICY GOVERNANCE

A. Nominating Committee Report – Dr. Dwight McElfresh

Dr. Dwight McElfresh indicated that he had reached out to both candidates to give them updates on governor’s appointment and that they had not been forgotten. Dr. McElfresh asked Board Secretary, Mr. Stephen Williams if there was any further information from the Governor’s Office? Mr. Williams reported that he had spoken to the Governor’s Office earlier in the day and was told that they are currently working on the appointment and had received the recent communication regarding the importance in making the appointment in time for the upcoming Board Planning Retreat. Mr. Williams explained that it would be important to get the new Trustee onboard at least one week prior to the retreat in order to acclimate them to the Carver Policy Governance Model in addition to some other information that would be important for them to know prior to the retreat. The Governor’s Office indicated that they understood the importance and would try to accommodate the timeline.

B. Discussion of Agenda Planning – Ms. Pamela Mowry

1. Review of Actionable Items.

Board Chair, Ms. Pamela Mowry reviewed the listing of Actionable Items which Included:

- a. Discuss the format/content/timing of the Annual Board Retreat. – This item is currently on the agenda for this meeting.
- b. Reach out to (2) Trustee candidates with update on selection process. This item is currently on the agenda for this meeting.

c. Schedule New Trustee Orientation – This remains an actionable item pending an appointment from the Governor’s Office.

d. Discuss this year’s ACCT participation – This item is currently on the agenda for this meeting.

e. Annual Update/Report on the College’s Sustainability position – Update/Report is to be part of the Board’s annual planning retreat.

2. Owners Connections.

Mr. Mark Masters – Shared an update on the NCSC classes held at the bank for bank employees. There were ten employees in the class and all indicated that they had an enjoyable experience. Their instructor Ms. Jen Adkins did a great job with the class. From this experience, two of the ten have enrolled in a degree program at NC State. Dr. Dorey Diab thanked Mr. Masters on behalf of the College and Ms. Jen Adkins for exploring this opportunity and making it a success for the employees.

Ms. Linda Nelson – Shared that she had attended a webinar presented by Govern for Impact regarding leadership through the COVID-19 pandemic. She indicated that while it was informative, it didn’t really shed anything new that the College wasn’t already doing. Mr. Matthew Smith indicated that he was also on that webinar and concurred with Ms. Nelson’s assessment. Still, they would welcome attending some future webinars from Govern for Impact and look forward to those opportunities.

C. Board Policy Governance Training (IAW 02.70) – Ms. Pamela Mowry

1. Policy Governance Policy Review (IAW 02.14) – training will continue to include a review, refresher, and reassessment of current Policy Governance policies. Mr. Roger Miller led the discussion and review of Board-CEO Linkage policies 3.0. Global Board-CEO Delegation, 3.1 Unity of Control, and 3.2 Delegation to the CEO.

2. Mr. Mark Masters introduced Policy Governance Principle #2 Governance Position. The concept of principle 2 is: with the ownership above it and operational matters below it, governance forms a distinct link in the chain of command or moral authority. Its role is commander, not advisor. It exists to exercise that authority and properly empower others rather than to be management’s consultant, ornament, or adversary. The board—not the staff—bears full and direct responsibility for the process and products of governance, just as it bears accountability for any authority and performance expectations delegated to others.

X. BOARD CHAIRPERSON REPORT- Ms. Pamela Mowry

A. 2019 Financial Disclosure Statement Filing

Ms. Pamela Mowry reminded Trustees of the extended deadline to file as July 15, 2020.

B. BOT June Regular Meeting and Annual Planning Retreat for June 24th.

Ms. Pamela Mowry called for discussion of the upcoming Board Annual Planning Retreat. President Dorey Diab explained that the current pandemic had delayed the activities that go into the data that formulate the majority of monitoring reports so that piece of the retreat may not be completed for the June retreat. Board discussion of further considerations ensued. Following discussion, the Board Chair announced that the Annual Planning Retreat would not be held in conjunction with the Regular June Board meeting, and likely to be held in July. President Diab will survey the board members, and keep the Board informed of potential dates as information becomes available.

C. ACCT Leadership Congress (September 30-October 3, Chicago, IL)

Ms. Pamela Mowry called for discussion of the upcoming Leadership Congress and suggested that in light of the COVID-19 situation the Board should consider limiting participation at this year's event. President Dorey Diab explained that there were several factors to consider in attending this year's event including: Our commitment to participating in the Pre-Congress Academy that we have been invited to, our reputation for success with the Carver Policy Governance Model and developing other trustees nationally, the location of the congress in Chicago being considered a COVID-19 "hotspot", and concerns for personal safety of trustees who may consider themselves as high risk. Taking these factors into consideration, discussion among Board members ensued. Following discussion, the Board supported submission of presentation proposals pending acceptance by ACCT. Once presentation approval is established, we can make decisions on accepting the approval or not and use that information to base further attendance. Highest priority should be placed on those participating in the Pre-Congress Academy at this point.

C. Foundation Events

Ms. Pamela Mowry reminded Trustees that the North Central Ohio Hall of Excellence has been rescheduled for September 10, 2020.

XI. EXECUTIVE SESSION – Ms. Pamela Mowry

The Chair called for an Executive Session at 6:46 p.m. Ms. Linda Nelson made a motion and it was seconded by Mr. Steven Stone to adjourn to Executive Session to discuss preparing for, conducting, or reviewing collective bargaining strategy. Ms. Mowry announced that she did not expect any further business following the executive session. A roll call vote on the motion was approved unanimously by all members present.

Mr. Mark Masters – “yes”
Dr. Dwight McElfresh – “yes”
Mr. Roger Miller – “yes”
Mrs. Elisabeth Morando – “yes”
Mrs. Pamela Mowry – “yes”
Mrs. Linda Nelson – “yes”
Mr. Matt Smith – “yes”
Mr. Steve Stone – “yes”

At 7:39 p.m., Chair Mowry declared the Executive Session concluded and the Regular Session resumed.

REGULAR SESSION RESUMED

XII. MEETING EVALUATION (IAW 02.16) – Ms. Pamela Mowry

Board Chair, Ms. Pamela Mowry called for a discussion on tonight’s meeting evaluation. Trustees commented that tonight’s Zoom meeting went well especially with such a high number of participants. Board attendance was good with all present. It was a very good review of Policy Governance Principle 2 by Mr. Masters and policies by Mr. Miller. Good public participation.

XIII. TIME AND PLACE OF NEXT MEETING

The next Regular meeting of the Board of Trustees is scheduled for Wednesday, June 24, 2020 at 5:30 p.m. and will not include the Annual Planning Retreat.

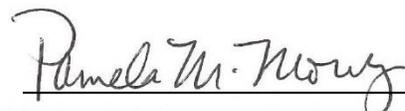
XIV. ADJOURNMENT

The Chair called for any additional information items.

ACTION TAKEN: As there was no further information items, the Board Chair, Ms. Pamela Mowry declared the meeting adjourned at 7:41 p.m.
Respectfully submitted:



Mr. Stephen R. Williams, Board Secretary



Ms. Pamela Mowry, Board Chair