CALL TO ORDER AND INTRODUCTIONS: After establishing quorum, Interim Chair Tom Peisch called the meeting to order. 8:03 a.m.

Review and Approval of Minutes – Interim Chair Peisch asked for the review of the prior meeting minutes for August 4, 2015.

**MOTION:** Trustee Ken Der made the motion to approve the minutes of the August 4, 2015 Board of Trustees’ meeting as presented and Trustee Sylvia Beville seconded. Tom Dretler abstained.

APPROVAL OF THE CONSENT AGENDA – (Items 2-5)

Items reviewed by the Finance, Compliance, Personnel and Audit Committee at their September 8, 2015 meeting include: August 2015 Student Accounts Receivable Report; June 2015 Local Funds Cash Position Report; June 2015 Ten Year Cash Balances Report; Cash Projection Report; Contracts Report; Personnel Items. Trustee Price requested one of the contracts be deferred for discussion until his arrival.

**MOTION:** Trustee Ken Der made the motion to approve the Consent Agenda with the exception of one contract; Trustee Dan Juliani seconded. The motion passed unanimously.

The Acting Chair announced that a Special Meeting will be scheduled tentatively for October 7, in order to approve the Financial Statements which are due to the Comptroller October 15. The auditors are awaiting information from the Commonwealth regarding GASB68 information. Audit will be done prior to the 15th.
FOUNDATION BOARD REPORT

Sue Bonaiuto, Vice Chair of the MassBay Foundation reported on Foundation activities.

- Donations in July were just over $10K. August donations were slightly over $4K. The Foundation income is pretty much dormant during the summer.
- Parent Letter and Alumni Appeal will take place in October.
- 5K Race honoring Krystal Campbell is scheduled for October 18. The Foundation is looking for runners & sponsors, a variety of sponsorship levels are available.
- The Donor Appreciation Scholarship Award Dinner is scheduled for October 22. This event offers a great opportunity to tell the story of MassBay.
- Momentum is building – fantastic new Board Members, more names are being put forward.
- The Foundation is looking forward to working on a revision of the Strategic Plan in collaboration with the Board of Trustees.
- Karen Britton will distribute dates of Foundation activities.
- Foundation members visited Gateway Community College and got some great fundraising ideas. Trustee Dretler asked if the Foundation might consider asking other colleges to sponsor the 5K event, and offered to share contacts he has with various institutions.

BOARD COMMITTEE REPORTS

FINANCE ITEMS

FY15 Budget vs. Actual Budget Comparison Report for June and July 2015 (Item 6) –

Vice President Kirleis presented two budget v. actual reports. The first for June, the last month of FY15, shows the budget results for FY15. Audit adjustments such as depreciation are not included, but will be presented in next month’s financial statements.

Interim President Salomon-Fernandez charged the Executive team with reviewing their budgets for discussion at the Cabinet meeting on Thursday. Cuts will not be unilateral or consistent across the college. A revised budget will be proposed to the board at its October meeting.

**MOTION:** Trustee Dan Juliani made a motion to accept the June and July 2015 Budget vs. Actual Comparison Report with the understanding that a new budget will be proposed. Trustee Lyris Bauduy-Liautaud seconded, and the motion passed unanimously.

Review of Board Budget (Item 7)

The Trustees’ Budget was presented for review. The Trustees discussed options for reducing the Trustees’ budget. The Board Retreat will be held at MassBay in order to save funds, and a consultant will not be required. The Interim President will research a request for business cards for the Trustees.

**MOTION:** Trustee Tom Dretler moved to reduce the budget by 50% by for the current fiscal year and Acting Chair will be in charge of where that cut is taken. Ken Der seconded the motion and the motion passed unanimously.
COMPLIANCE ITEM

Update on Full College Accreditation Process

Interim President Salomon-Fernandez reported that the New England Association of Schools and Colleges (NEASC) identified 8 areas of strengths and 9 concerns. A meeting has been scheduled for November 19 to review the concerns. The Interim President has been working with Vice President of Academic Affairs, Lynn Hunter on a document that addresses the concerns raised. NEASC recommended in April that the college not combine Finance and Administration with Student Development and Enrollment Management. In preparation for the NEASC interview, it is recommended those functions be separated and Associate Vice President Lisa Slavin be assigned responsibility for Enrollment Management. This topic is addressed by an Agenda Item later in the meeting. The College anticipates conditional accreditation as a result of certain areas of concern we cannot address.

If we provide draft report to NEASC by October 15, they will provide feedback. Response is due by November 1 ahead of the November 19 meeting.

Accreditation Commission for Education in Nursing (ACEN) (Item 8a)

Vice President Lynn Hunter reported that huge strides have been made in the Nursing Program. All conditions have been removed. Director of Nursing Patti Ann Collins provided background on the accreditation process. The program received approval for the next 5 years from ACEN.

An increase in the day program has been realized and faculty have been invited to present curriculum at a national conference later this year. A January cohort is being considered.

Joint Review Committee on Education in Radiologic Technology (JRCERT) (Item 8b)

Vice President Lynn Hunter reported that program was awarded the maximum of 8 years accreditation. Congratulations to Dean Davis and the faculty.

Final Audit Determination Letter Request (Item 9)

The Department of Education sent determination of the A-133 Audit. Findings:

The Department of Education accepted our plan to address the findings. Systems and policies need to be established and followed. It is anticipated that these findings will be present in FY2015 as the final Audit Determination Letter was for FY14.

Finding 1 – National Student Loan Data System (NSLDS) Reporting. Interim President Salomon-Fernandez noted that Faculty must become involved as problem solvers and recognize the impact to the college and their jobs if they fail to report attendance or allow exceptions for work study students. The Union leadership will be requested to stress the importance of compliance. The topic will be addressed at Professional Day on September 25.

In response to a request for guidance from the Acting Chair, Liaison to the Board of Higher Education, Jennifer Perkins offered to establish a connection with other Colleges that face the same issues in order to share information.

Vice President Kirleis also noted that there are system issues to be addressed and administrative procedures to be put in place to resolve this finding.

Finding 2 – Failure to Return Refund Checks. Clear processes and procedures are being developed. This finding is for the most part, resolved.
Vice President Kirleis noted that the FY15 A-133 audit is underway; the auditors will come to address the Board in November or December.

The Board noted that the college would have 3 years in a row of bad audits and that administration must resolve these issues.

New Business

Acting President Salomon-Fernandez received notification that the College was out of compliance on the Gainful Employment report. The College's ability to award financial aid for any new programs has been suspended until the report is filed. The College has also been notified that the Department of Education will initiate an administrative action against the College for its failure to report Gainful Employment.

Communication had been sent to President O’Donnell and former Financial Aid Director Liz Enos on August 29, 2015 requesting action. Because both accounts were disabled, the reply was sent automatically to the mailbox from which it was received. The return mailbox was an unmonitored address. All federal entities will be informed and we are monitoring emails coming in.

The Department of Education has advised the College to file its past due reporting as soon as possible. Staff came in over the weekend and completed the report which is being submitted this morning.

A Compliance Risk Reduction Plan is being developed and will be presented by November. This plan will include coordination across the board with appropriate accountable managerial responsibility assigned and consistent policies developed.

The next Gainful Employment Report for award year 2014-2015 is due October 1. Interim President Salomon-Fernandez will follow up to make sure it is received.

Acting Chair Peisch noted that the Clery Report is also outstanding.

Sabbatical Leave Request (Item 10)

Vice President Hunter introduced a letter from former President John O’Donnell recommending sabbatical leave for Professor Guy Lochiatto. The topic of the sabbatical is to explore the intersection of arts and business in our region, and what it means to us in terms of curriculum development and teaching.

MOTION: Trustee Sylvia Beville moved to accept and approve a sabbatical leave request for Professor Guy Lochiatto in the Business and Professional Studies Division for a half-year leave at full salary for the Spring 2016 semester. Trustee Emmett Price seconded the motion. The motion passed unanimously.

Delegation of Personnel Authority (Item 11)

Acting Chair Peisch reported that the Board needs to delegate personnel authority to Interim President. This action spares the Board involvement of day to day operation. This action authorizes Interim President Yves Salomon-Fernandez to consult with the Chair and make personnel changes she deems necessary. The Board of Trustees has a responsibility, but not at an operation level.

MOTION: Trustee Tom Dretler moves that the Board delegate to
Interim President Salomon Fernandez its authority and responsibility over personnel matters, including the appointment, promotion, transfer, and dismissal of personnel, as follows:

Interim President Salomon Fernandez may exercise personnel authority over all non-cabinet level employees after consultation with the Chair of the Board of Trustees. Concerning cabinet-level employees, Interim President Salomon Fernandez shall advise the Board of any proposed actions and require the Board's approval before proceeding.

This delegation of authority shall be effective immediately and shall remain in effect until such time as the Board modifies or withdraws said delegation.

Trustee Ken Der seconded the motion and the motion carried unanimously.

Presidential Search (Item 12)

Acting Chair Peisch communicated to the state the Board's enthusiasm and support of the interim president and that this Board will be inclined to make this a permanent situation. Response has been that the state exercises ultimate authority, and guidelines say the College must go through this process. An alternative might have been to challenge the situation under the "unusual circumstances" caveat, but the Interim Chair does not recommend this. This Commissioner has reiterated he would not support. It was noted that the candidate pool is greatly diminished if a sitting president is part of the pool.

Another option is allowing the Interim President to rescind the position before the search begins. That preserves our option and is in the best interest of the college, we will not lose Yves' leadership. The Board enthusiastically supported Yves as Interim if it did not exclude her from the pool.

MOTION: Tom Dretler moved to extend to the interim president that she would step aside immediately, return to her previous position, and allow her to apply for the presidency. The motion was not seconded.

A third option is to proceed with the process, noting that it will have to be an incredibly exceptional candidate to replace Yves.

An additional concern is the search contract. The ACCT contract is for $35,000 not including candidate travel costs which could be an additional $15,000. Vice President Kirleis noted that all our contracts are subject to appropriation. If the Board does not appropriate the funds, contract is voided.

In light of the decision to cut the Trustee budget by 50%, delaying the search could also be a viable option. Jennifer Perkins noted that there is a precedent for delaying a search.

The Board recognized the topic deserved a more focused in-depth discussion. The effect of term-limits and composition of Board, the associated costs, the ongoing issues at the College regarding enrollment, compliance and morale all need to be considered.
MOTION: Trustee Ken Der moved to schedule a meeting this week to discuss the Presidential Search. Trustee Amanda Cataldo seconded the motion. The motion passed unanimously.

A discussion of possible dates indicated that Friday, September 18, 2014 at 4:00 p.m. was the best for the majority. A call in number will be established, and the Public Meeting Notice will be posted. Jennifer Perkins will also be invited.

The Trustees were reminded the retreat is scheduled for Saturday, October 17, 2015 at the Wellesley Hills Campus. Details will be forthcoming.

DISCUSSION ITEMS

- Interim President Salomon-Fernandez reported that meetings are ongoing with DCAMM. The College is currently negotiating with Framingham and Ashland to extend the leases.

- The College is developing the following plans this semester: 1) Enrollment Management Plan; 2) Academic Master Plan; 3) Student Retention Plan; 4) Compliance Risk Reduction Plan. Student Success Report will be deferred to the next Board Meeting

EXECUTIVE REPORTS

Acting Board Chair addressed the Election of Vice Chair – Tom Peisch became Acting Chair when Pam Richardson left. The Chair also becomes ex-officio of the Finance, Compliance, Personnel and Audit Committee (FCPA). The Acting Chair entertains nomination for the position of Acting Vice Chair.

MOTION: Trustee Sylvia Beville nominates Ken Der as Chair of the Finance, Compliance, Personnel and Audit Committee. Trustee Tom Dretler seconded the motion. The motion passed unanimously.

Due to the lateness of the hour, the additional topics are cancelled. Next meeting is scheduled for Friday, September 18, 4:00 p.m. in the Alumni Board Room.

Meeting Adjourned 10:26 p.m.

Respectfully Submitted,

Yves Salomon-Fernandez
Interim President

Thomas E. Peisch
Acting Chair