COMMUNITY COLLEGE SYSTEM OF NEW HAMPSHIRE
BOARD OF TRUSTEES
December 9, 2010


Regrets: Virginia Barry, Lori Hitchcock, Tara Reardon, and Governor Lynch.
Note: 1 vacancy – Alumni

I. Call to Order

The meeting was called to order at 4:10 p.m. at The Gateway Center, Hill Ave, Concord, NH.

II. Adoption of Minutes

VOTE: The Board, on motion of Mr. Guyer, seconded by Mr. Hitchcock, voted unanimously to approve the minutes of the October 6, 2010 meeting as presented.

III. Reports from Standing Committees

It was noted that the agenda packet included all the meeting minutes referred to by the Committee Chairs as part of their reports.
A. Executive Committee

Mr. Holloway noted the minutes represent his written report. No questions were asked.

B. Personnel Committee

Trustee Trisciani indicated that the Committee held a conference call meeting and had two items to bring before the Board.

VOTE: The Board, on motion of Ms. Trisciani, seconded by Mr. Guyer, voted unanimously to approve of the 2010-2011 CCSNH Collective Bargaining Agreement as presented through June 30, 2011.

It was noted that there were no changes made to the draft agreement which was sent to the Board. Mr. Gustafson indicated that the agreement was ratified - 78% of those voting voted in the affirmative.

The agreement becomes effective upon signature by both sides.

Ms. Trisciani indicated that the CCSNH/SEA tentative bargaining agreement makes a one-time payment to covered employees in the amount of $500 for full-time employees and $250 for part-time employees who are on an active status as of December 1, 2010. The request from the Committee is to approve the same payment for those executive officers and administrative, managerial, and confidential operating staff excluded from the bargaining unit, which requires approval of the Board.

VOTE: The Committee, on motion of Ms. Trisciani, seconded by Mr. Paquette, voted unanimously to approve awarding a one-time cash payment to executive officers and administrative, managerial, and confidential operating staff who are excluded from the bargaining unit and have an active status as of December 1, 2010. Payments shall be made in the amount of $500 for full-time and $250 for part-time employees and shall be paid on January 14, 2011.

Future meeting dates: January 24, April 4, June 27 and September 26, 2011

The Board expressed its appreciation for all those who worked on this agreement.

C. Facilities & Capital Budget

Mr. Mallat reported that the committee has not met. The Facilities Update dated December 8 was circulated. It was noted that all capital funds are spent/encumbered
and that 17 items funded through ARRA funding will be out for proposals by December 10.

Trustee Trisciani recommended that the Facilities Committee meet at Nashua CC to address the many remaining construction issues.

D. Finance & Audit committee

Trustee Rioux reported on the September 23 meeting. Three votes are required.

Chancellor Gustafson referred to the presentation from the legislators at today’s retreat saying that our colleges play a vital role in workforce training and economic development for the state, and urging us to show that we work with business and industry. The funds requested will be used to augment our public messaging around our role supporting NH industries, providing opportunities for retraining and workforce development. This is a system marketing effort.

VOTE: The Committee on motion of Mr. Rioux, seconded by Mr. Paquette, voted unanimously to approve the transfer of $75,000 from the lapse account for state-wide marketing.

Dr. Gustafson reported on the ADP project as it is a major piece in our transition. In order to move this project, we require assistance throughout the payroll implementation process to include processing and converting the existing payroll data from the State’s GHRS system to the new ADP system. Executive Alliance has significant experience in higher education payroll systems and conversions similar to ours.

VOTE: The Committee, on motion of Mr. Rioux, seconded by Mr. Lawler, voted unanimously to approve the transfer of $225,000 from the lapse account to cover the contract with Executive Alliance to support the ADP implementation.

Mr. Rioux indicated that Lakes Region CC requests authorization to charge in-state tuition rather than the New England Regional rate for all New England residents enrolling in the General Motors ASEP program.

Dr. Edelstein explained the reasons for this request.

VOTE: The Committee, on motion of Mr. Guyer, seconded by Mr. Paquette, voted unanimously to approve Lakes Region CC charging the in-state tuition rate rather than the New England regional rate for all New England
residents enrolling in the General Motors ASEP automotive program, effective fall 2011.

E. Academic and Student Affairs Committee

Mr. Hill reported that the committee held a telephone vote to approve the elimination of the Restaurant Management program at Nashua CC.

President Jordan explained that since the sale of Les Roches International School of Hospitality, the costs to us have doubled and students are not applying. All students enrolled in the program have graduated.

VOTE  The Board, on motion of Mr. Hill, seconded by Mr. Hitchcock, voted unanimously to approve the elimination of the Restaurant Management (Switzerland program) program at Nashua CC effective July 1, 2010.

Future meeting date:  February 24, 2011

F. Governance Committee

Mr. Holloway thanked Ms. Roy-Czyzowski for coordinating the retreat. It was very informative.

Ms. Roy-Czyzowski thanked Mr. Lopez and President Jordan for coordinating the panel presentations.

She reported that, at the suggestion of Trustee Rioux, the Governance Committee is recommending the separation of the Finance and Audit committee. The auditors would report directly to the Audit Committee. This is a by-law change and requires the approval of the Board.

Mr. Rioux added that it is a best practice model to separate these two functions. Currently, the audit reports do not get enough time at meetings to appropriately cover subject areas. This change would enable the function to have an independent committee providing oversight. The current trustee membership on the F&A Committee would be the same on both of the separated committees at least until next April.

Mr. Rioux explained the relationship of the auditors to the Audit Committee. The auditors would report directly to the Audit Committee with a dotted line to the Chancellor. The current audit procedures are fine and will continue. Presidents will have an opportunity to review audit drafts to resolve any issues prior to the final report going to the Audit Committee.
VOTE: The Committee, on motion of Ms. Roy-Czyzowski, seconded by Mr. Guyer, voted unanimously to approve the by-law changes to separate the Finance and Audit Committee as follows:

Section 100 By-Laws
Section 2. Standing Committees

B. Finance Committee

There shall be a Finance Committee whose members and chairperson shall be appointed by the Chairperson of the Board.

The Finance Committee, in accord with Board policies, shall have the responsibility to:

- Monitor financial planning and reporting
- Review and recommend proposed capital and operating budgets to the Board
- Approval of annual operating budgets and certain budget transfers and special expenditures
- Approval of contracts and purchasing
- Manage the investment of operating and reserve funds

C. Audit Committee

There shall be an Audit Committee whose members and chairperson shall be appointed by the Chairperson of the Board.

Utilizing internal and external parties, the Audit Committee will determine compliance with established policies, procedures and applicable state and federal regulations and ensure that appropriate remedial action is taken in a timely manner.

The Audit Committee, in accord with Board policies, shall have the responsibility to:

- Review proposals and make recommendations regarding the engagement of independent audit services.
- Oversight of financial reporting and related compliance issues
• Meet with management to discuss key risks, status, issues, investigations, and potential actions.
• Monitoring program effectiveness
• Oversight of Internal Auditing and internal control
• Oversight of external auditing
• Maintain in-depth understanding of internal audit best practices and how internal audit is functioning

All references to Finance and Audit Committee in all other Board and System policies will also reflect this change.

IV. Other Reports

A. Chairperson’s Report

Chair Holloway reported as follows:

We continue to work with the Governor on our long-range capital budget request.

Webster Care did not make a required payment under the terms of the purchase and sales agreement for the purchase of the Stratham property and therefore the agreement is breached. The legislative Long Range Capital Utilization Committee has been notified and advised us to market the property. We have asked Webster Care for all reports such as environmental etc., which have since been received by Mr. Arvelo. We will now seek bids from realtors.

B. Chancellor’s Report

The Chancellor reported as follows:

The Stratham property has been shown to two interested groups but we will also pursue a realtor.

Following today’s retreat, we will take action on suggestions from legislators.

Legislative breakfasts have been scheduled. Board attendance is strongly encouraged.

The SEA agreement is now completed but we will begin the process again in January for the next contract.

Dr. Annal continues to work on the workforce certification project
Our slogan of “On the move” continues and we have significant momentum.

Dr. Gustafson explained that we are moving forward with the final steps to achieve 501(c) 3 status for the CCSNH. We are completing the extensive application paperwork and have provided all the information and materials required. Atty. Brad Cook of the Sheehan, Phinney, Bass & Green law firm in Manchester is assisting us in this process.

One of the last steps is for the Board of Trustees to adopt the Dissolution Clause language detailed below. Initially we should adopt this as a Board resolution and then send it along to the Governance Committee for consideration as an addition to our by-laws for the Board of Trustees. It would then come back to the Board at its February meeting as a recommended by-law change.

**VOTE:** The Board, on motion of Mr. Paquette, seconded by Mr. Mallat voted unanimously to adopt the Dissolution Clause language as follows:

In the event of dissolution of the Community College System of New Hampshire (the “System”), the Board of Trustees shall, after paying or making provision for payment of all the liabilities of the System, return all funds to the State of New Hampshire for use for community colleges or similar educational purposes as directed by the Legislature of the State of New Hampshire, provided the funds are used exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as exempt uses pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or superseded.

C. Foundation Report

Trustee Mahar reported as follows:

The ending market value for the Foundation’s portfolio as of July 1, 2010, the start of the fiscal year was $7,048,433. The ending market value as of November 30, 2010 was $8,589,686 representing a change in account value to-date of $1.9 million.

Last year, we disbursed $2.2 million in UNIQUE Annual awards for the full year, to 2,785 students. So far, this year – just the fall semester, we have disbursed $1,088,500.00 to 2891 students.
Richard Fox has resigned from the Board due to time commitments. The Foundation will be looking to replace the open director slot with someone who has a professional financial background.

We have two new scholarships funds – Latinos Unidos fund for 10 Running Start scholarships for Manchester and Nashua high school students, and the Quentin Walsh Memorial Fund for students in the Building Construction program at Manchester Community College.

The Foundation reception was excellent and very appropriate to have honored Ron Rioux. Amy Bourgault was acknowledged for coordinating this event.

D. Fundraising Task Force Report

Ms. Palestino had to leave the meeting prior to this topic. She will report at the next meeting.

E. Chancellor’s Search Committee

Ms. Roy-Czyzowski reported that the Committee has been established. The scope of the position has been updated and finalized. Isaacson-Miller has begun their work.

F. ACCT Conference Report

Ms. Mahar reported on the ACCT conference held in Toronto. The morale was high because of the federal resources that will be directed towards Community Colleges. Dr. Gustafson noted that some funds will be geared toward workforce development efforts.

The key themes of the conference were access, access, access and student success. The interpretation of student success will be measured differently – not just earning an associate degree. It will be measured based on achieving what the student needed and attained whether it is a certificate, specific training needs etc.

V. Consent Agenda

VOTE: The Board, on motion of Mr. Rioux, seconded by Mr. Heath, voted unanimously to approve Karen Van Der Beken and Lisa Hagemann to serve on the Manchester CC advisory Committee for a term ending June 30, 2013.
VI. Non-Public Session

Not required

VII. Other

No other items.

NEXT MEETING: February 2, 2011

The meeting adjourned at 4:50 p.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor