



Board of Trustees Regular Meeting Minutes
9:30 a.m.

*Hampton Inn, Idaho Center
Island Park Room
5750 E. Franklin Road, Nampa, Idaho
December 9, 2014*

CALL TO ORDER AND VERIFICATION OF QUORUM

Chairman Stan Bastian called the meeting to order at 9:05 a.m. and verified that a quorum of the Board was present at the meeting.

ATTENDANCE

Trustees: Stanley Bastian – Chair
Mary “M.C.” Niland –Vice Chair (arrived at 9:10 a.m.)
Gordon Browning – Secretary/Treasurer
Guy Hurlbutt
Mark Dunham
Emily Walton—Trustee Elect

Also present: David Shellberg, EVP Instruction and Enrollment and Student Services
Cheryl Wright, VP Finance and Administration
Craig Brown, VP Resource Development
Lillian Talley, Executive Director, Human Resources
Jennifer Couch, Executive Director, Marketing and Advancement
Marilyn Griggs, Director, Financial Analysis
Jodi Daugherty, Eide Bailly
Nick Miller, Attorney, Hawley, Troxell, Ennis & Hawley (HTEH)
Tom Mortell, Attorney, HTEH
Anitra Townsend, Board Liaison

PLEDGE OF ALLEGIANCE

INTRODUCTION OF VISITORS

- Chairman Bastian invited visitors to introduce themselves

CALL FOR PUBLIC COMMENT

- None

CANVASS OF THE VOTE

- Election Official, Cheryl Wright, posted the official results of the vote

FAREWELL TO GORDON BROWNING

- Chairman Bastian presented Trustee Browning with a crystal clock that recognized his commitment to student success. Chair Bastian thanked Trustee Browning for his enthusiasm and tenacity.
- Trustee Hurlbutt commended Trustee Browning for his exemplary dedication to students
- Trustee Niland commented on Trustee Browning's thorough preparation, including his walking the land that the College was considering purchasing.
- Trustee Dunham thanked Trustee Browning for making such a difference in his life both personally and professionally.

SWEARING IN OF TRUSTEES

- Cheryl Wright swore in new Trustee, Emily Walton, for her first term as CWI Trustee, Seat 2.
- VP Wright swore in Stanley Bastian for his third term as CWI Trustee, Seat 1.
- Trustees Walton and Bastian signed their oaths of office.

TRUSTEE OFFICER ELECTIONS

1. (M/S) HURLBUTT/WALTON. MOVE TO NOMINATE TRUSTEE MARY NILAND AS BOARD CHAIR. MOTION PASSED UNANIMOUSLY.

- Chair Niland thanked the Board for the vote of confidence and welcomed Emily to the Board.

2. (M/S) NILAND/DUNHAM. MOVE TO NOMINATE TRUSTEE GUY HURLBUTT AS VICE CHAIR. MOTION PASSED UNANIMOUSLY.

3. (M/S) NILAND/BASTIAN. MOVE TO NOMINATE TRUSTEE STAN BASTIAN AS SECRETARY/TREASURER. MOTION PASSED UNANIMOUSLY.

CONSENT AGENDA

4. (M/S) BASTIAN/HURLBUTT. MOVE TO APPROVE THE CONSENT AGENDA AS PRESENTED. MOTION PASSED UNANIMOUSLY.

5. (M/S) BASTIAN/WALTON. MOVE TO CHANGE THE AGENDA TO CONSIDER THE POLICY DOCUMENT ORIGINALLY PRESENTED BY TRUSTEE BROWNING. MOTION PASSED UNANIMOUSLY.

DISCUSSION. This item was moved on the agenda to accommodate former Trustee Browning's schedule. He wanted to be present in the audience for the discussion, and could not stay until the originally-scheduled time.

POLICIES & PROCEDURES

- **Policy Development Discussion:** Trustee Browning explained that he introduced the discussion as a way to ensure that the Board has involvement with all policies. Trustee Bastian cited BP2160 as mandate Board leadership in policies.
 - Trustee Walton asked for President Glandon's view; President Glandon suggested that a Board member might serve on a subcommittee for policy development.
 - Policies go through an internal review process and go through the President and his Cabinet before coming to the Board.
 - Trustee Hurlbutt expressed belief that the Board still has no unifying vision of policies and procedures, and that new policies should be rare.

AUDIT REPORT

- Jodi Daugherty and Marilyn Griggs gave the report.
- There were no issues with CWI's performance.

6. (M/S) DUNHAM/BASTIAN. MOVE TO ACCEPT THE AUDIT AS PRESENTED. MOTION PASSED UNANIMOUSLY.

- Chair Niland thanked Jody for her and her team's work on the audit.

WORK SESSION: BOARD LEGAL REQUIREMENTS

- Tom Mortell briefed the Board and took questions about Idaho Public Meeting and Public Records requirements.

7. (M/S) NILAND/WALTON. MOVE TO CONSIDER THE COLLEGE COUNCIL CO-CHAIRS PRESENTATION AT A LATER MEETING. MOTION PASSED UNANIMOUSLY.

- **Discussion.** Chair Niland explained that the agenda was running behind, and the reception following the meeting necessitates that the meeting stay on schedule. This change would bring the meeting back on schedule.

POLICIES & PROCEDURES

- AP5201 Employee Benefits (Employee Educational Benefits)
- AP4045 Tuition Waivers

- The Board decided by consensus that they would rather see Procedures as informational only, even if they will affect Tuition and Fees revenue.
- These procedures will be implemented by the College as presented.

LUNCH

- The Board broke for lunch at 12:10 p.m.

8. (M/S) BASTIAN/HURLBUTT. MOVE TO CONSIDER THE PRESIDENT’S REPORT NEXT ON THE AGENDA BEFORE THE GOVERNANCE INSTITUTE FOR STUDENT SUCCESS. MOTION PASSED UNANIMOUSLY.

- **Discussion.** Trustee Bastian explained that the representative from the GISS was not quite ready for their call.

PRESIDENT’S REPORT

- President Glandon presented the report items to the Board.
- The financials approved by the CWI Foundation Board were provided to the Board.

GOVERNANCE INSTITUTE FOR STUDENT SUCCESS

- Trustee Bastian summarized Katherine Mullins’ thesis.

9. (M/S) NILAND/BASTIAN. MOVE TO FINISH THE GOVERNANCE INSTITUTE DISCUSSION AT THE JANUARY MEETING. MOTION PASSED UNANIMOUSLY.

- **Discussion.** Chair Niland explained that conducting the phone call with GISS would take time from the Executive Session.

EXECUTIVE SESSION

At 3:06 p.m., Chairman Bastian MOVED, AND TRUSTEE NILAND SECONDED, THAT THE BOARD, PURSUANT TO IDAHO CODE § 67-2345(1) (b) & (c), CONVENE IN EXECUTIVE SESSION: To consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need; and to acquire an interest in real property which is not owned by a public agency AND THE VOTE TO DO SO BY ROLL CALL:

- | | |
|----------------------|-----|
| ● Mary “M.C.” Niland | aye |
| ● Stan Bastian | aye |
| ● Emily Walton | aye |
| ● Mark Dunham | aye |
| ● Guy Hurlbutt | aye |

The Board returned to public session at 2:58 p.m.

10. (M/S) HURLBUTT/DUNHAM. MOVE TO INCREASE PRESIDENT GLANDON'S SALARY TO COVER THE INCREASE IN TAXES FROM THE BENEFITS PREVIOUSLY APPROVED. MOTION PASSED UNANIMOUSLY.

- **Discussion.** The Trustees agreed to gross up Bert's pay so the tax on benefits do not reduce his take home for both the Dec 25th and ongoing.

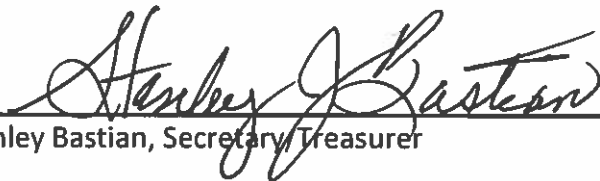
The Board took a break until 3:04 p.m.

FOUNDATION BOARD PRESENTATION

- Foundation Board President, Mary May, and Executive Director, Mitch Minnette, provided the update.
- Mitch explained that the top priority has been to build the Foundation Board, which has been successful so far.
- The Foundation has seen two new endowments and its first planned gift.

11. (M/S) BASTIAN/DUNHAM: MOVE TO ADJOURN. MOTION PASSED UNANIMOUSLY.

Chair Niland adjourned the meeting at 3:31 p.m.


Stanley Bastian, Secretary, Treasurer


Date Signed