

**BOARD OF TRUSTEES
FREDERICK COMMUNITY COLLEGE**

**January 24, 2024
Regular Meeting**

The Board of Trustees of Frederick Community College met in regular session on Wednesday, January 24, 2024 in the Conference Center (E126AB). A virtual option to participate was provided. Participating in person were: Trustees Carolyn Kimberlin, Chair; Tom Lynch, Vice Chair; Theodore Luck; Tracey McPherson; Dr. William Reid; and Myrna Whitworth.

Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Adam Konstas, PK Law, College legal counsel; Avis Boyd, Chief of Staff to the President; Dr. Anne Davis, Provost and Vice President (VP) for Teaching, Learning and Student Success; Dr. Bridgette Cofield, VP for Talent and Culture; Dr. Barbara Larson, Interim VP for Finance and Administration; Dr. Benita Rashaw, Interim VP for Student Affairs; Adam Reno, Interim Chief Information Officer (CIO); Dr. Molly Carlson, Associate Vice President (AVP) for Continuing Education and Workforce Development; Dr. Renee Davis, AVP, Center for Teaching and Learning; Lewis Godwin, Chief of Operations; Dr. Vell Lyles, AVP for Strategic Enrollment and Innovation; Pamela Murphy, Labor Relations Specialist; Dr. Sandy McCombe Waller, AVP for Academic Affairs/Dean of Health, Business, Technology & Science; Dr. Brian Stipelman, AVP for Academic Affairs/Dean of Liberal Arts; Jeanni Winston-Muir, Interim AVP for Student Affairs; Kathy Francis, Executive Director of the Mid-Atlantic Center for Emergency Management and Public Safety; Dr. Leslie Puzio, Chair, Faculty Association; Dr. Savita Prabhakar, Assistant Professor, Program Manager, Biotechnology; Kari Melvin, Recording Secretary; and other guests.

Participating virtually were Trustee Dr. John Molesworth; Janice Spiegel, Special Projects Manager/Budget Office Frederick County Government; Dr. Daniel Phelan, Consultant; Dr. Kevin Martin, Administrative Staff Association (ASA) Executive; Esther Slack-Metellus, Support Staff Association (SSA) Executive; Nichole Pollard, Interim AVP for Student Success; and other guests.

CALL TO ORDER

The meeting was called to order by Chair Kimberlin at 4:35 p.m.

APPROVAL OF MINUTES

Chair Kimberlin called for approval of the minutes of the November 15, 2023 regular meeting.

On a motion made by Vice Chair Lynch, the Board unanimously approved the November 15, 2023 regular meeting minutes, as presented.

Chair Kimberlin called for approval of the minutes of the December 1, 2023 board retreat.

On a motion made by Vice Chair Lynch, the Board unanimously approved the December 1, 2023 board retreat minutes, as presented.

BOARD & CEO COMMENTS

FCC student and basketball player Justin Morrissey and members of his family; Interim Director of Athletics Rodney Bennett; Sports Information Coordinator Michael Simone; Head Coach Darryl Whiten; Assistant Coaches Cedrick Jackson, Mario Gill, Shaynon Thompson, and Curtis Jackson; and teammates Jaden Arrington, Bryson Boyd, Richard Burke, Michael Davis Jr., Jean-Claude Dugue, Maxwell Harriday, Solomon Hillman, Randolph Johnson, Cole McKeever, Terrell Neal, Nate Owusu, Will Rodriguez,

Ryan Turner, Mike Williams, and Malik Witherspoon joined for this portion of the meeting.

Chair Kimberlin and President Cheek recognized Justin Morrisey for being named the National Junior College Athletic Association Division II Region 20 Player of the Month for December 2023. Mr. Morrisey shared details about his path to FCC and his future plans. All in attendance applauded.

President Cheek congratulated Dr. Savita Prabhakar, Program Manager and Assistant Professor of Biotechnology for being named a Top 50 Empowered Leader for Frederick County by the Frederick County Office of Economic Development for her innovative work in advancing FCC biotechnology programs. All in attendance applauded.

President Cheek then reported she attended the Frederick County Office of Economic Development Business Insight Forum on January 5, 2024 where results from a business sentiment survey conducted for the Frederick County Office of Economic Development by Salisbury University's Business Economic and Community Outreach Network (BEACON) were shared. Key takeaways include: identified skills gaps when hiring talent are industry specific experience, technical skills, communication, problem solving, and leadership and management skills; nearly 50% of survey respondents believe the labor force will have a negative impact on their businesses short-term growth prospects; and support is needed in workforce training and development programs in the manufacturing sector in particular. She stated that FCC must increase its ability to provide solutions to the challenges being faced by area employers. President Cheek also attended the Maryland Association of Community Colleges (MACC) Trustee Leadership Conference and Legislative Reception in Annapolis with Trustees McPherson, Reid, and Whitworth on January 22, 2024. Trustees Lynch and Molesworth participated virtually. It

was noted that FCC was recognized during a presentation from Dr. Laura Dawson Ullrich, Senior Regional Economist from the Federal Reserve Bank of Richmond, for its work on closing equity gaps. President Cheek announced that Governor Moore's budget was released on January 17, 2024 and includes a Budget Reconciliation and Financing Act (BRFA) that proposes rebasing the Cade Funding formula from 29% to 26.5%, which would cut operating fund support provided to the State's community colleges by nearly \$23M, which is a 5% reduction from FY 2024. Due to FCC's enrollment growth, the College fared better than most in the Governor's proposed budget. She expressed appreciation for Governor Moore's continued support of higher education in Maryland and noted that MACC will be advocating for a return to full Cade funding through the legislative process.

CONSENT AGENDA

The following items were submitted and distributed to the Trustees in their meeting packet:

- **Approval of Recommendation to Award – RFP 24-CPPM-03 for Architectural/Engineering Services for the New Campus Services Building Project to RRMM Architects, PC in the amount of \$799,990**
- **Approval of Recommendation to Award – RFP 24-CPPM-04 for Construction Manager at Risk (CMR) with Guaranteed Maximum Price (GMP) for the New Campus Services Building Project to Dustin Construction, Inc. in the amount of \$100,000 for pre-construction services**
- **Approval of Piggyback Contract with Henley Construction Co., Inc. for Miscellaneous Campus Improvements Projects in the amount of \$489,457, plus a 10% contingency of \$48,946 to cover any potential unforeseen or hidden conditions,**

at a total proposed cost of \$538,403; Piggyback of the Frederick County Public Schools (FCPS) Contract #21MISC3 Qualifications of General Construction Contractors for Minor Construction Projects

- **Approval of Piggyback Contract with GRC General Contractor, Inc. for Construction Services for Renovations for the Monroe Center Baking & Pastry Lab Project in the amount of \$396,194, plus a 10% contingency of \$39,619 to cover any potential unforeseen or hidden conditions, at a total proposed cost of \$435,813; Piggyback of the Frederick County Public Schools (FCPS) Contract #21MISC3 Qualifications of General Construction Contractors for Minor Construction Projects**
- **Approval of Piggyback Contract with Schneider Electric for Design/Build Services for the Visual & Performing Arts Center (Building F) – HVAC Project in the amount of \$893,897; Piggyback of the Omnia Contract #R221504/RFP #22-15 for Energy Solutions**

Chair Kimberlin noted that these items were placed on the Consent Agenda as opposed to Action Items as part of the Board’s transition toward Policy Governance. Any procurements over \$100,000 will continue to come to the Board for approval per Maryland law, but will appear on the consent agenda if they comply with the Ends Policy and Executive Limitations Policies, and are included in the annual operating and capital budgets that the Board has already approved. She asked if any Board member wanted to remove an item from the consent agenda.

There was discussion among Trustees regarding the various procurement methods. President Cheek will provide the current policy and process to Trustees.

It was also questioned and clarified that the contract with Schneider Electric does not have a contingency, but it is at a guaranteed price.

On a motion made by Trustee Luck, the Board unanimously approved the consent items, as presented.

INFORMATION/DISCUSSION ITEMS

Review of Draft Board-CEO Delegation Policy – Monitoring President

Performance – The Board reviewed this policy. There was discussion regarding the evaluation of the President being limited to monitoring organizational performance against Board policies on Ends and on Executive Limitations, without the opportunity for additional information to be considered. It was clarified that the President can only be evaluated based on Board-approved policies. The Board can revise the policies at any time, but must give the President sufficient time to make adjustments. Dr. Phelan will work with President Cheek to provide sample monitoring reports to the Board so they can begin thinking about the framework and context in which their monitoring report exists. No changes were proposed.

Review of Draft Executive Limitations Policy – Planning – The Board reviewed this policy. No changes were proposed.

Review of Draft Executive Limitations Policy – Land Use – The Board reviewed this policy. There was discussion regarding the use of facilities also being in line with the development of facilities. The first paragraph was revised to add “or use” after “The President shall not allow development.” It was also clarified that “joint ventures or partnerships” in item 2 refer to controlling the terms of how something is built on campus that may or may not be independent of the institution.

Review of Draft Governance Process Policy – Global Governance Commitment –

The Board reviewed this policy. It was noted that the Governance Process Policies are those the Board uses for its self-evaluation and that the Board will have to begin thinking about how they do this. No changes were proposed.

Review of Draft Governance Process Policy – Board Job Contributions – The Board reviewed this policy. There was discussion regarding the Board linkage with the Ownership and the Board’s role to represent the community’s needs, gathering information and shaping policies to achieve economic development and workforce development goals. There was also a lengthy discussion regarding the meaning of “worth” in item 2.1 and whether to use “cost” or “value” instead. It was decided to leave it as “worth.” Item 2.3 was revised to replace “task” with “performance of its responsibilities.”

Review of Draft Governance Process Policy – Role of the Board Chair – The Board reviewed this policy. It was noted that the Chair’s role is to articulate the decisions of the Board, not make decisions on behalf of the Board. Item 2.3 was revised from “Therefore, the Board Chair/CGO has no authority to independently supervise or direct the President” to “Therefore, the Board Chair/CGO has no individual authority to supervise or direct the President.”

Review of Draft Governance Process Policy – Role of the Vice Chair – The Board reviewed this policy. No changes were proposed.

Review of Draft Governance Process Policy – Board Code of Conduct – The Board reviewed this policy. There was discussion regarding the Board’s loyalty to the Ownership and possible conflicting views. It was clarified that the Board must prioritize interests and requests based on a preponderance of what they believe are in the best interests of the residents of Frederick County based on the work that they have been doing with the

Owners, ever mindful of the hierarchy of law. There was also discussion regarding the use of the word “legitimacy” in item 9 and the phrase “a perceived violation between Trustees” in item 13. Item 9 was revised to delete “legitimacy and” and item 13 was revised to change “between Trustees” to “by a Trustee(s).”

These policies will be considered for approval at the February Board meeting.

CLOSED SESSION

At 5:49 p.m., the motion was made by Vice Chair Lynch to convene in closed session and unanimously approved by the Board.

This action was taken in accordance with Maryland’s Open Meetings Act, Section 3-305(b)(7) to consult with counsel to obtain legal advice; Section 3-305(b)(9) to conduct collective bargaining negotiations or consider matters that relate to the negotiations; and Section 3-305(b)(13) to comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter. Attending in person were: Trustees Carolyn Kimberlin, Chair; Tom Lynch, Vice Chair; Theodore Luck; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Trustee Dr. John Molesworth had to leave after the regular meeting and was unable to participate. Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Adam Konstas, PK Law, College legal counsel; Avis Boyd, Chief of Staff to the President; Dr. Anne Davis, Provost and Vice President (VP) for Teaching, Learning and Student Success; Dr. Bridgette Cofield, VP for Talent and Culture; Dr. Barbara Larson, Interim VP for Finance and Administration; Pamela Murphy, Labor Relations Specialist; and Kari Melvin, Recording Secretary.

The Board reviewed closed session minutes from November 15, 2023.

On a motion made by Trustee Whitworth, the November 15, 2023 closed session minutes were approved 6-0-1, as presented, with Trustee Molesworth absent.

The Board reviewed closed session minutes from December 1, 2023.

On a motion made by Trustee Whitworth, the December 1, 2023 closed session minutes were approved 6-0-1, as presented, with Trustee Molesworth absent.

The Board obtained legal advice on matters related to potential unionization and collective bargaining strategy and potential positions.

On a motion made by Vice Chair Lynch, the Board approved 6-0-1, with Trustee Molesworth absent, to revise the amount the FCC bargaining team can expend up to a specified amount on fiscal items for 2024-25 contained in the collective bargaining agreement with United Academics AFT/AAUP Frederick Community College Chapter, contingent upon the approval of the President.

Provost/VP Davis, VP Cofield, Interim VP Larson, and Labor Relations Specialist Murphy left the meeting.

The Board obtained legal advice on the legal implications of public scholarship programs. No action was taken.

The meeting adjourned at 7:16 p.m.

NEXT MEETING

The next regular meeting of the Board will be held on Wednesday, February 21, 2024.

**Dr. Annesa Payne Cheek
Secretary/Treasurer**

Prepared by Kari Melvin
Office of the President
Frederick Community College