

**BOARD OF TRUSTEES
FREDERICK COMMUNITY COLLEGE**

**September 20, 2023
Regular Meeting**

The Board of Trustees of Frederick Community College met in regular session on Wednesday, September 20, 2023 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; Dr. John Molesworth; and Dr. William Reid. Trustee Tracey McPherson was unable to attend.

Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Edmund O'Meally, PK Law, College legal counsel; Avis Boyd, Chief of Staff to the President; Jerry Boyd, Special Assistant to the President for Institutional Effectiveness; Dr. Anne Davis, Provost and Vice President (VP) for Teaching, Learning and Student Success; Dr. Bridgette Cofield, VP for Talent and Culture; Deborah Powell, Executive Director for the Office of Institutional Advancement and the FCC Foundation; Dr. Benita Rashaw, Interim VP for Student Affairs; Adam Reno, Interim Chief Information Officer (CIO); Lewis Godwin, Chief of Operations (COO); Amy Stake, Associate Vice President (AVP) for Finance; Dr. Molly Carlson, AVP for Continuing Education and Workforce Development; Esther Slack-Metellus, Support Staff Association (SSA) Executive; Nichole Pollard, Interim AVP for Student Success; Michael Anderson, Director of Career and Academic Planning Services; Pamela Murphy, Labor Relations Specialist; Theresa Dorsey, Administrative Coordinator, President's Office; Crystal Svec, Application Sales Manager, Higher Education, Oracle; and Kari Melvin, Recording Secretary.

Participating virtually were Trustee Myrna Whitworth; Janice Spiegel, Special Projects Manager/Budget Office Frederick County Government; Dr. Barbara Larson, Interim VP for Finance and Administration; Leslie Puzio, Chair, Faculty Association (FA); Dr. Darrin Berkley, Administrative Staff Association (ASA) Executive; Corwin Parker, Chair, College Senate; Robin Shusko, Vice Chair, College Senate; Caroline Cole, Director of Communications to the President; Fred Hockenberry, Executive Director of Auxiliaries, Procurement and Special Projects; and other guests. Dr. Daniel Phelan, Consultant, participated virtually for a portion of the meeting.

CALL TO ORDER

The meeting was called to order by Chair Kimberlin at 4:31 p.m.

APPROVAL OF MINUTES

Chair Kimberlin called for approval of the minutes of the June 27, 2023 special meeting, August 8, 2023 special meeting, and August 16, 2023 regular meeting.

On a motion made by Vice Chair Lynch, the Board approved the minutes 5-0-2, as presented, with Trustees McPherson and Molesworth absent.

BOARD & CEO COMMENTS

Chair Kimberlin expressed a special thank you to the FCC Foundation Board and Executive Director Powell and all of her staff for a very well planned and successful golf tournament. She also recognized the Marketing department and everyone involved in the production of wonderful FCC pamphlets she picked up the other day. She was particularly impressed by the ones for potential students with steps on how to enroll. Chair Kimberlin then wished much success for all of the inaugural activities.

President Cheek noted that last week was the launch of a series of activities associated with inauguration month. The entire month of September will showcase FCC

and provide opportunity for increased scholarship support for students. We kicked off our Innovators of Thought speaker series with a panel of distinguished guests who shared insight about a variety of challenges and opportunities tied to technology innovation. President Cheek thanked Dr. Molly Carlson and Dr. Renee Davis for their leadership in planning this series and invited everyone to tomorrow evening's second public presentation in the series, which features a dynamically insightful presenter on embodying diversity, equity, and inclusion.

President Cheek also thanked all 62 members of the Inauguration Planning Committee, in addition to those supporting their efforts. This talented team of professionals is responsible for any and everything you see and experience tied to the inauguration. We wouldn't be able to do what we're doing without each and every one of them, she said.

President Cheek said she had the pleasure of attending the Adult Education Graduation Ceremony, along with Chair Kimberlin and Trustees Whitworth, Reid, and Molesworth. It was a proud moment for FCC and the community of Frederick. Last year, more than 1,000 individuals were served through the adult education program. This is an example of one of the many programs here at FCC that support the equitable participation of individuals in our economy, our society, and our democracy that are aligned with Federal and State continued investments in workforce development.

President Cheek announced that, as a result of FCC's partnership with the United Way of Frederick County, 200 free Chromebooks were distributed to FCC students last week as part of a statewide effort to address the digital divide. The distribution was made possible through an initiative called Connected Devices and supported by a grant provided by Frederick County Government via the Maryland State Department of Housing and

Community Development. She thanked Dr. Nichole Pollard for her leadership on this initiative.

President Cheek then introduced Dr. Bridgette Cofield, who began serving as the Vice President for Talent and Culture on September 5 and shared a short bio for her. Dr. Cofield commented that she is excited to be here and has hit the ground running. She looks forward to working with everyone. Trustees welcomed Dr. Cofield.

CONSENT AGENDA

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

- **Approval of Piggyback Contract with Murphy & Dittenhafer for Architectural/Engineering Design Services for the Children’s Center Improvements Project in the Amount of \$90,300; Piggyback of the Frederick County Government Contract RFP #23-227 Indefinite Delivery Quantity for Architectural and Engineering Services**
- **Approval of Recommendation to Award – RFP 23-OPS-03, Engineering Consulting Services for Central Plant Optimization to FSi Engineers in the amount of \$63,820**

Chair Kimberlin asked if any Board member wanted to remove an item from the consent agenda. Hearing none, she asked for a motion for approval.

On a motion made by Trustee Luck, the Board approved the consent items 5-0-2, as presented, with Trustees McPherson and Molesworth absent.

INFORMATION/DISCUSSION ITEMS

Policy Governance Discussion – Chair Kimberlin led this discussion.

Dr. Phelan joined the meeting virtually and Trustee Molesworth arrived in person during this discussion.

Chair Kimberlin stated that in an ongoing commitment to advancing governance excellence, the FCC Board of Trustees has embarked on a transformative journey to embrace the principles of Policy Governance, a well-structured framework designed to enhance the effectiveness of governing bodies. This work also aligns with the Middle States Standards for Accreditation, Standard VII related to Governance, Leadership, and Administration. She highlighted key milestones and activities undertaken by the Board, to-date, to implement Policy Governance.

In October 2022, she had the privilege of attending the national ACCT Leadership Congress along with President Cheek and Trustees Luck, Lynch, and Molesworth. The Congress is a significant forum for governance insights and best practices. The session titled “Advancing Student Success by a Board's use of Covenant Governance,” led by Dr. Dan Phelan, President of Jackson College, and John Crist, Board Chair of Jackson College, proved particularly enlightening. This session shed light on the practical application of governance principles and showcased the successful adoption of the Policy Governance model by Jackson College and several other community colleges across the nation.

Upon returning from the Congress, Chair Kimberlin shared key insights with the Board during the November 2022 Board Retreat. Notable takeaways from this session include: the Board’s vital role in articulating its will and expectations through policy and establishing a forward-thinking direction; the necessity of addressing the desired organizational culture through policy; a shift in focus from operational practices to driving long-term strategy for the future; the importance of establishing a collaborative framework of policies between the Board and the President; emphasis on regular assessment and performance monitoring of the President; acknowledgment that day-to-day operations fall under the President's purview; the need for clarity among Board members regarding the

constituents they serve; the imperative for data-oriented, year-round monitoring of Ends (or critical outcomes), charged to the President; commitment to enhancing the orientation and professional development of Trustees; encouragement for Trustees to engage with the community collectively to better understand the College's purpose and stakeholders; the need to develop a systematic environmental scanning process; alignment of annual strategic priorities with budget development; and recognition that the College's performance, relative to the Ends, correlates with the President's performance.

In pursuit of a deeper understanding of Policy Governance, Dr. Dan Phelan, a recognized authority in the field, was invited to facilitate the Board's retreats in March and May 2023. These retreats were instrumental in solidifying the Board's commitment to this governance model. The March retreat provided an orientation to the Policy Governance Model, with Trustees expressing unanimous support for its adoption. The May retreat focused on crafting new Board Bylaws in alignment with Policy Governance principles, the development of the inaugural Ends Policy, and outlined a timeline for the creation and implementation of the remaining policies: Executive Limitations, Board-CEO Delegation, and Board Process.

The Bylaws and Ends Policy were discussed extensively at the May 24, 2023 regular meeting and the Bylaws were subsequently approved at the June 14, 2023 regular meeting, signifying a significant step forward in the Policy Governance journey.

To maintain momentum, the Board convened another Policy Governance retreat on September 16, 2023 to finalize the Ends Policy, deliberate upon the next set of policies, including Executive Limitations and Board-CEO Delegation, and bring forth drafts for further discussion during this meeting.

Chair Kimberlin noted that the policy governance model distinguishes Board policy from Administrative/ Operational policy. There are four types of Board policy. Directions to the CEO, which include Ends (results for who at what value) and Executive Limitations (operational boundaries governing risk); and Directions to the Board, which include Board-CEO Relationship (delegation, accountability, support, evaluation of the CEO) and Governance Process (the philosophy, approach, and processes of governing).

Vice Chair Lynch interjected before the Board reviewed the policies to provide further information on how the Board arrived at this place in time. He explained that Trustees are appointed by the Governor of Maryland to serve as fiduciaries of the institution. Each serves for a term of five years and may be reappointed for a maximum of three terms. However, some Trustees may leave their position sooner. One of the benefits of the Policy Governance model is that it provides continuity on a governance approach for the Board. He added that it also provides a way for Trustees to establish policies that reflect the interests of the entire College community and the stakeholders we serve.

Chair Kimberlin then led the review of the Ends policy, six Executive Limitations policies (General Executive Constraint, Treatment of Employees, Treatment of Students, Financial Conditions and Activities, Communication & Support to the Board, and Organization Culture), and three Board-CEO Delegation policies (Unity of Control, Delegation to the President, and Accountability of the President).

Chair Kimberlin called attention to item five in the Financial Conditions and Activities policy, which states “[the President shall not] allow the College’s cash position in any month to be less than is needed to satisfy obligations in that month” and “[the President shall not] allow a combined operating fund balance reserve to be less than the Government Finance Officers Association recommended minimum of 16.6% (two months)

of annual operating expenses. She stressed the importance of having these reserve funds in case of a catastrophic emergency. The current policy only provides for 7% of the annual operating budget.

Chair Kimberlin also called attention to two items in the Delegation to the President policy. Item one in this policy states “The Board appoints the President as the Chief Executive Officer of the College, and delegates to the President the authority to develop and oversee administrative policies and procedures which advance the mission and day-to-day operations of the College.” Additionally, item six reads “As long as the President utilizes the written interpretation deemed reasonable by the Board for Ends and Executive Limitations, the President is authorized to establish all further [Administrative] policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.” A chart visualizing the distinction between Board and Administrative/Operational policy based on the College’s existing 49 policies and procedures was shared on the screen. Through the Board-CEO Delegation policy, the President will be granted the authority for oversight of the College’s Administrative/Operational policies. The Board understands that under President Cheek’s leadership, the College began a collaborative process last year to revisit and redefine the manner by which Administrative policies are reviewed and approved, and that this work is ongoing.

Trustees discussed and provided feedback on each of the policies. The final drafts will be brought forward at the October 18, 2023 Board meeting for approval.

Trustees thanked Dr. Phelan for all of his work.

Chair Kimberlin noted that the Board remains steadfast in its commitment to the principles of Policy Governance. They anticipate continued growth and refinement in their governance practices as they advance along this path.

This item was presented for information only – no action was taken or requested.

Dr. Phelan left the meeting.

Threshold for Small Procurements – President Cheek stated that this is an information only item. It does not need to be approved by the Board. House Bill 543 passed during the Maryland Legislature’s 2023 session amended the Code of Maryland Regulations (COMAR) definition of small purchases from \$50,000 to \$100,000. Effective October 1, 2023, State agencies, including Maryland community colleges, have the authority to make awards of small procurement contracts up to this limit. Purchases exceeding \$100,000 will come to the Board of Trustees for approval.

This item was presented for information only – no action was taken or requested.

ACTION ITEM

Approval of the 2023 Performance Accountability Report to the Maryland Higher Education Commission – President Cheek stated that the governing body of each Maryland public college and university is required to submit a performance accountability plan to the Maryland Higher Education Commission (MHEC) that aligns with the goals of the *2022 Maryland State Plan for Higher Education, Student Success with Less Debt (MSP)*. A progress report regarding implementation of the plan is due to MHEC by October 1 of each year. Trustees received the 2023 report in their meeting packet, prepared in accordance with MHEC’s guidelines.

Each college in the state develops its own five-year benchmarks for the MHEC indicators that are used for their PAR reports. Of the 63 indicators, 44 are benchmarked.

President Cheek noted the following from the report, based on meeting benchmarks by Fall 2025:

- For the MSP Goal Access, 22 benchmarked indicators are tracked. The College is currently exceeding on 11 of the 22 benchmarks and is on track to meet the remaining 11 benchmarks.
- For the MSP Goal Success, 14 benchmarked indicators are tracked. The College is currently exceeding on five of the 14 benchmarks and is on track to meet the remaining nine benchmarks.
- For the MSP Goal Innovation, eight benchmarked indicators are tracked. The College is currently meeting or exceeding on two of the eight benchmarks and is on track to meet the remaining six benchmarks.

On a motion made by Trustee Luck, the Board approved the report 6-0-1, as presented, with Trustee McPherson absent.

Approval of Religious Accommodations Policy and Procedures – President Cheek stated that this policy is mandated by Maryland House Bill 923 (approved May 2023, effective July 1, 2023), which requires Maryland higher education institutions to adopt a written policy that provides reasonable academic accommodations for students to practice sincerely held faith-based or religious beliefs.

Under the law, colleges were directed to have a policy adopted and posted by July 1, 2023. The College is currently not in compliance. The current Policy and Procedures on the Creation and Administration of College Policies and Procedures does not take into consideration procedures for fast-tracking the creation of new policies mandated by outside regulatory bodies. There are plans underway currently to address this issue going forward.

Under the direction of the Interim Vice President for Student Affairs, a cross-functional workgroup was formed in May 2023 to review the legislation and develop this policy. The group received feedback from the Provost and Vice President for Teaching, Learning, and Student Success. The final draft has been reviewed by College legal counsel. Work has already begun to operationalize the necessary procedural modifications to address this policy.

On a motion made by Trustee Molesworth, the Board approved the policy 6-0-1, as presented, with Trustee McPherson absent.

Vice Chair Lynch said he forgot to provide remarks during the Board and CEO comments portion of the agenda. He wanted to make sure everyone was aware of an upcoming event that Frederick County Public Schools and the Frederick County Chamber of Commerce are hosting on October 2, 2023 from 5:00 to 7:00 p.m. at Union Mills Public House with featured special guests. It is called *Building Tomorrow's Workforce Today* and will focus on the youth apprenticeship program.

CLOSED SESSION

At 5:30 p.m., the motion was made by Vice Chair Lynch to convene in closed session and approved by the Board 6-0-1, with Trustee McPherson absent.

This action was taken in accordance with Maryland's Open Meetings Act, Section 3-305(b)(1) to discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of an appointee, employee, or official over whom this public body has jurisdiction; or any other personnel matter that affects one or more specific individuals; 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; Dr. John Molesworth; and Dr. William Reid. Also attending in person was President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Edmund O'Meally, PK Law, College legal counsel; Avis Boyd, Chief of Staff to the President; Dr. Bridgette Cofield, Vice President (VP) for Talent and Culture; Pamela Murphy, Labor Relations Specialist; and Kari Melvin, Recording Secretary. Trustee Tracey McPherson was unable to attend.

Participating virtually was Trustee Myrna Whitworth.

The Board reviewed closed session minutes from June 27, 2023, August 8, 2023, and August 16, 2023.

On a motion made by Vice Chair Lynch, the June 27, 2023 closed session minutes were approved 4-0-1-1-1, with Trustee McPherson absent, Trustee Reid recused, and Trustee Whitworth abstaining.

On a motion made by Vice Chair Lynch, the August 8, 2023 closed session minutes were approved 5-0-1-1, with Trustee McPherson absent and Trustee Whitworth abstaining.

On a motion made by Trustee Luck, the August 16, 2023 closed session minutes were approved 5-0-1-1, with Trustee McPherson absent and Trustee Whitworth abstaining.

Trustee Whitworth left the meeting.

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 the FCC bargaining team to represent the Board during negotiations with the full-time faculty union 5-0-2, with Trustees McPherson and Whitworth absent.

VP Cofield and Labor Relations Specialist Murphy left the meeting.

The Board discussed the development of goals for the President. No action was taken.

President Cheek, Chief of Staff Avis Boyd, and Ms. Melvin left the meeting.

The Board obtained legal advice related to a personnel matter.

On a motion made by Vice Chair Lynch, the Board approved the personnel matter 5-0-2, with Trustees McPherson and Whitworth absent.

President Cheek rejoined the meeting.

The Board shared its rationale for the personnel decision.

The meeting adjourned at 7:05 p.m.

NEXT MEETING

The next regular meeting of the Board will be held on Wednesday, October 18, 2023.

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

Prepared by Kari Melvin
Office of the President
Frederick Community College