

DRAFT

MINUTES
KCTCS Board of Regents
Executive Committee Meeting
June 8, 2017

Committee Members Present:

Ms. Marcia L. Roth, Committee Chair
Dr. Gail R. Henson, Committee Vice Chair
Dr. Angela Fultz

Mr. Barry K. Martin
Ms. Tammy C. Thompson

Committee Member Absent:

Mr. Porter G. Peeples, Sr.

CALL TO ORDER

Committee Chair Marcia L. Roth called to order the meeting of the Kentucky Community and Technical College System Board of Regents Executive Committee at 10:34 a.m. (ET) on June 8, 2017. The meeting was held in in the Citizens National Bank Community Room of the Harold Rogers Student Commons at Somerset Community College in Somerset, Kentucky. The press was notified of the meeting on May 31, 2017. Hon. Michael Murray, KCTCS General Counsel, served as parliamentarian.

There being a quorum present, the meeting began with the approval of minutes.

APPROVAL OF MINUTES

Chair Roth asked if there were any corrections to the March 9, 2017, minutes presented in the meeting materials. There being none, the minutes were declared approved as presented.

ADDITIONS OR CHANGES TO THE AGENDA

There were no changes or additions to the agenda.

ACTION: KCTCS BOARD OF REGENTS 2018 REGULAR MEETING CALENDAR

RECOMMENDATION: That the KCTCS Board of Regents adopt the following meeting calendar for 2018:

March 15-16, 2018
June 14-15, 2018
September 13-14, 2018
December 6-7, 2018

According to KRS 164.340, the KCTCS Board of Regents is mandated to meet quarterly. The Board has held special meetings as necessary under the conditions set forth in Section 4 of the *KCTCS Board of Regents Bylaws*. Board compliance with the quarterly meeting mandate has evolved into a two-day meeting format on Thursdays and Fridays with the meetings scheduled to avoid holidays in March, June, September, and December. The proposed dates do not conflict with federal holidays.

At the March meeting, the Board was asked to review their calendars and let staff know whether they are available to attend the proposed meetings. no conflicts were identified.

Chair Roth called for discussion, there being none, and she called for the motion.

MOTION: Mr. Martin moved and Mr. Cooper seconded that the Executive Committee recommend that the KCTCS Board of Regents adopt the following meeting calendar for 2018:

March 15-16, 2018
June 14-15, 2018
September 13-14, 2018
December 6-7, 2018

VOTE: The motion was approved unanimously.

**UPDATE: KCTCS
BOARD OF
REGENTS
BYLAWS
TECHNICAL EDITS**

Chair Roth called on President Box to present the agenda item with assistance from KCTCS General Counsel Michael Murray.

President Box noted that technical edits to the *KCTCS Board of Regents Bylaws* are necessary to reflect legislative changes from the 2017 General Assembly's passage of Senate Bill (SB) 107, which was signed into law by the Governor on March 21, 2017. The bill contained an emergency effective clause making the provisions of the legislation effective immediately upon the Governor's signature.

KCTCS Board of Regents Bylaws Section 14 – Amendments states that any provisions of the Board's bylaws (except those required or governed by the Kentucky Revised Statutes) may be amended or new provisions added by two thirds (2/3) of the cast votes of a quorum of the Board. Amendments or new provisions to the Board's Bylaws must be introduced at a preceding regular or special meeting of the Board. Because the changes made to the Bylaws were related to newly enacted statutes, the edits are deemed required and therefore technical in nature.

The technical edits are as follows:

Section 1.2 Statutory Authority: Kentucky Revised Statute (KRS) 164.321 was added as a statutory authority which establishes the Board;

Section 1.3 Membership: confirmation by the Kentucky Senate of appointed board members is now required; Board members may be removed by the Governor pursuant to subsections of (2), (3), and (4) of KRS 63.080; KRS 164.321 (11), a new provision, establishes the circumstances in which the Governor may remove all appointed members of a Board.

Section 2.1 Election (of officers): clarifies that every year the Board shall elect a Chair a Vice Chair, a Secretary and such other officers as it may deem necessary for a one-year term.

Chair Roth called for discussion.

During the discussion, it was noted that Board officer term limits specified in the Bylaws do not apply to previous terms served, and only apply to new officer terms.

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It was also noted that the provisions of the law are not retroactive; therefore, Senate confirmation will only be required for future appointments.

ACTION: NAMING OF THE TRAINING CENTER CAPITAL PROJECT FOR HAZARD COMMUNITY AND TECHNICAL COLLEGE

RECOMMENDATION: That the KCTCS Board of Regents approve the naming of the Hazard Community and Technical College (HCTC) training center capital project the E.O. Robinson Intergenerational Training Center as requested by President Jennifer Lindon and endorsed by the HCTC Board of Directors and the Hazard Independent College Foundation Board.

Chair Roth asked President Box to present the agenda item. President Box introduced Dr. Jennifer Lindon, HCTC President/CEO, who assisted with the presentation.

President Box noted that HCTC is seeking approval to name the training center capital project as the E.O. Robinson Intergenerational Training Center in recognition of the E.O. Robinson Mountain Fund financial support.

Dr. Lindon shared that the E.O. Robinson Mountain Fund was established and incorporated in 1922 with the purpose of giving to promote the general welfare of the people of eastern Kentucky in the areas of education, health care, and community programs. It has been critical to the success of many programs and initiatives in the region. The E.O. Robinson Mountain Fund has made significant investments to HCTC and the Lees College Campus for over 15 years. In addition to supporting HCTC, the Fund has supported many other non-profit organizations in the area.

Dr. Lindon noted that to date, total giving directly to HCTC from the E.O. Robinson Mountain Fund is \$389,500. In January of 2017, the E.O. Robinson Mountain Fund committed an additional pledge to HCTC of \$450,000 towards the construction of the training center. Since the establishment of the Lees College Campus in 1995, the E.O. Robinson Mountain Fund has provided Lees College Inc. (the foundation for the former Lees College) an additional \$261,300. Lees College Inc. gave those funds to Hazard Community and Technical College for scholarships for students at the Lees College Campus. The projected cost of construction of the training center is \$4,626,000.

The proposed name change has been discussed with HCTC Board of Directors and the College Foundation, Inc., and they both are in support of the proposed naming recommendation as presented in the agenda materials.

Chair Roth called for discussion, and there being none, she called for the motion.

MOTION: Mr. Cooper moved and Dr. Henson seconded that the Executive Committee recommend that the KCTCS Board of Regents approve the naming of the Hazard Community and Technical College (HCTC) training center capital project the E.O. Robinson Intergenerational Training Center as requested by President Jennifer Lindon and endorsed by the HCTC Board of Directors and the Hazard Independent College Foundation Board.

VOTE: The motion was approved unanimously.

**ACTION: KCTCS
PRESIDENT'S
ANNUAL
PERFORMANCE
REVIEW**

RECOMMENDATION: That the KCTCS Board of Regents approve the 2016-17 annual evaluation of President Box.

Chair Roth noted that at the March 9-10, 2017, meetings, President Box discussed the President's Annual Performance Review Process and presented his accomplishments *thus far* for the 2016-17 performance review period that were distributed electronically to the Board of Regents on February 24, 2017. On May 8, 2017, President Box distributed his *final* accomplishments report for his second annual performance review (spanning from June 2016 – May 2017) to the Board of Regents, for the Board to conduct the performance review prior to the June 8-9, 2017, Board of Regents meeting.

Chair Roth noted that on May 9, 2017, she distributed the evaluation instrument to all the board members and requested the board members complete and return the forms for compilation and review with President Box in accordance with the KCTCS Procedures for the Evaluation of the President. On May 26, 2017, she met with President Box to review the Board's responses.

Chair Roth distributed a chart with a compilation of the Board's ratings of President Box's performance with the following categories: exceed expectations, meets expectations, progressing, needs improvement, and N/A. She noted that the Board indicated that President Box had overwhelmingly exceeded or met expectations. There were only a few marks in the progressing category and no marks in the needs improvement boxes. She shared that the Board was very pleased with President Box's time and effort in improving relationships with local, state, and national leaders and his attention to financial stability.

Chair Roth called for discussion.

During discussion, committee members noted other accomplishments of the 2016-17 goals and objectives that President Box had achieved. Committee members expressed interest in meeting to discuss evaluation responses of the Board of Regents in the future. The Board was reminded that they must follow state Open Meetings and Open Records law requirements if such a meeting were to take place.

Chair Roth called for the motion.

MOTION: Dr. Henson moved and Mr. Martin seconded that the Executive Committee recommend that the KCTCS Board of Regents approve the 2016-17 annual evaluation of President Box.

VOTE: The motion was approved unanimously.

**ACTION: KCTCS
PRESIDENT'S
COMPENSATION**

RECOMMENDATION: That the KCTCS Board of Regents approve a three percent recurring salary increase in 2017-18 for President Box.

Chair Roth noted that the Executive Committee also serves as the Compensation Committee for President Box's annual compensation review pursuant to the Procedures for the Evaluation of the KCTCS President as approved by the Board. She noted that

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the committee reviewed a study from the Hanna Resource Group and information published by the Chronicle on Higher Education regarding compensation ranges for college and university presidents.

The committee also discussed proposed contract changes on which the Board will be asked to take action. Those proposed changes are as follows:

- Extending President Box's contract by one year to June 30, 2020.
- Making technical edits to separate retirement health insurance from long-term care insurance. The contract currently states that the Board will provide retirement health *and* long-term care insurance upon retirement. Based upon Human Resources staff guidance, it is recommended that the contract language be changed to the following:

The KCTCS Board shall provide KCTCS President retirement health insurance. KCTCS Board shall also provide long term care insurance at retirement so long as the following three conditions are met: (1) KCTCS President retires in good standing with at least five years of service as President of KCTCS; (2) KCTCS President retires after at least 15 years of total service (including, within that total service, service in another postsecondary education institution or state level postsecondary education board or agency in Kentucky or another state); and (3) the sum of KCTCS President's age plus years of service in postsecondary education as defined above must amount to at least 75. KCTCS Board may procure long-term care insurance provided above at any time before the KCTCS President's retirement date if, in the exercise of its discretion, it shall determine it is financially prudent to do so, provided such insurance is in effect as of the retirement date of the KCTCS President.

Chair Roth noted that the health and long-term care insurance change is necessary because President Box is entitled to receive health insurance regardless of the three conditions for the long-term health care. The additional language regarding the purchase of the long-term care insurance provides the Board latitude to act in the most financially prudent manner.

Chair Roth called for discussion.

Before Chair Roth called for the motion, she reminded faculty and staff representatives on the committee that they are ineligible to vote pursuant to the KCTCS Bylaws Section 8.2 Matters on Which Members May Vote that states "... *the two (2) members representing faculty and the two (2) members representing non-teaching personnel shall not vote on individual compensation matters for themselves or other individual employees of KCTCS.*"

MOTION: Dr. Henson moved and Mr. Martin seconded that the Executive Committee recommend that the KCTCS Board of Regents approve a three percent recurring salary increase in 2017-18 for President Box.

The motion was approved unanimously by those eligible to vote: Ms. Roth, Dr. Henson, Mr. Cooper, and Mr. Martin.

Dr. Fultz and Ms. Thompson were ineligible to vote pursuant to the KCTCS Bylaws Section 8.2.

EXECUTIVE SESSION

Chair Roth called for a motion for the KCTCS Board of Regents to go into Executive Session pursuant to KRS 61.810 (1) (c) – Proposed or Pending Litigation in which KCTCS may be a party.

MOTION: Dr. Henson moved and Mr. Cooper seconded that the KCTCS Board of Regents Executive Committee go into Executive Session pursuant to KRS 61.810 (1) (c) – Proposed or Pending Litigation in which KCTCS may be a party.

VOTE: The motion was approved unanimously.

Chair Roth asked President Box, KCTCS General Counsel Mike Murray, and other Board members in attendance to participate in the Executive Session.

The Board went into Executive Session at 11:38 a.m. (ET).

OPEN SESSION

Chair Roth announced that the KCTCS Board of Regents reconvened the meeting in Open Session at 11:52 a.m., that the Board discussed Proposed or Pending Litigation, and that there was no action to bring before the Board at this time.

NEXT MEETING

The next regular meeting of the KCTCS Board of Regents Executive Committee is scheduled for September 14, 2017, at Madisonville Community College, Madisonville, Kentucky.

ADJOURNMENT

Dr. Fultz moved and Dr. Henson seconded that the Executive Committee adjourn.

VOTE: The motion was approved unanimously, and the Executive Committee adjourned at 11:52 a.m. (ET).

09/14/17

Date Approved by the Executive Committee

Marcia L. Roth, Chair
KCTCS Board of Regents

Tammy C. Thompson, Secretary
KCTCS Board of Regents

Jay K. Box, Ed.D.
KCTCS President