

**Minutes**  
**Kentucky Community and Technical College System**  
**Special Board of Regents Meeting**  
**October 2, 2020**

**Board Members Present:**

- Mr. Damon Allen
- Ms. Lisa V. Desmarais
- Ms. Karen Finan
- Dr. Wendy Fletcher
- Dr. Angela Fultz
- Mr. Chris J. Girdler
- Mr. Joseph Heerdink
- Dr. Gail R. Henson
- Mr. Barry K. Martin
- Ms. Kara McFadyen
- Mr. James Lee Stevens
- Ms. Tammy C. Thompson
- Ms. Meredith Walter
- Mr. Mark A. Wells

**Call to Order:**

KCTCS Board of Regents Chair Gail Henson called to order the special meeting of the Kentucky Community and Technical College System Board of Regents at 3:02 p.m. (ET) on October 2, 2020. The meeting was held virtually via Microsoft TEAMS. The press was notified of the meeting on September 29, 2020. Hon. Pam Duncan, KCTCS Interim General Counsel, served as parliamentarian.

There being a quorum present, the meeting began.

**Executive Session**

Chair Henson noted that there had not been a litigation report since March 2020 and there was some litigation that needed to be discussed. Chair Henson 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. Fultz moved, and Mr. Martin seconded, that the KCTCS Board of Regents go into Executive Session pursuant to KRS 61.810 (1) (c) – Proposed or Pending Litigation in which KCTCS may be a party.

Chair Henson called for the vote. Chair Henson asked Ms. Duncan to conduct the roll call vote.

The motion was approved unanimously.

Chair Henson noted that the Board members would be disconnecting from the current Teams call and joining a separate Teams call for the closed Executive Session. After conducting their discussion in Executive Session, they will be rejoining the current Teams call that is broadcast via YouTube.

The Board went into Executive Session at 3:11 p.m.

## Open Session

Chair Henson called for a motion for the KCTCS Board of Regents to reconvene the meeting in open session.

MOTION: Mr. Stevens moved, and Mr. Allen seconded, that the KCTCS Board of Regents reconvene in open session.

Chair Henson called for the vote. Chair Henson asked Ms. Duncan to conduct the roll call vote.

Regent Martin did not immediately rejoin the Teams call in open session and thus was unable to vote. Regent Walters did not join the Teams call in open session at all and thus was unable to vote.

The motion was approved unanimously by those Regents present.

The KCTCS Board of Regents reconvened in open session at 5:09 p.m. (ET).

Chair Henson announced that the Board discussed proposed or pending litigation and there was no action to bring before the Board at this time.

Regent Martin rejoined the meeting at 5:12 p.m.

## Old Business - Information Item and Personnel Actions and Report Direction

Chair Henson noted that at the September 19, 2020, Board meeting, there was a correction to the Finance, Technology, and Human Resources Committee's Ratification of Personnel Actions.

The Personnel Actions agenda item is normally on the Board's consent agenda, but it was pulled following a Board discussion in Executive Session (which occurred at the beginning of the Board meeting on September 19, 2020).

During the Board meeting, Finance Committee Chair Damon Allen made the motion to amend the Personnel Actions to say they reflect the actions "as of September 10, 2020." This motion was seconded and approved. It was noted that in the future the personnel actions report will include an "as of" date to better represent the accuracy and timeliness of the administrative actions therein.

Chair Henson asked for further discussion.

Regent Desmarais discussed the different types of leave provided by KCTCS and asked for further clarification of these classifications at an upcoming meeting.

Chair Henson asked for further discussion. Hearing none, she moved to the next agenda item.

## **Old Business – Information Item on Board Policies and Board Bylaws**

Chair Henson noted that at the September 18, 2020, Executive Committee meeting, the committee received an update regarding a KCTCS Board Policy Review. The committee heard about Interim General Counsel Pam Duncan's plan of action to address a thorough review of KCTCS Board Bylaws and Policies. It was shared that with the recent resignation of General Counsel Mike Murray, this responsibility has only recently been received by Ms. Duncan.

Ms. Duncan shared that her team is already working on updating the Board policies and understands the need for swift action. Ms. Duncan stated she would bring an update back to the Board in March about the project and, although it may not be completed by March, she hoped that substantial work will have been done by that time. At the full Board meeting on September 19, 2020, Regent Desmarais included this information in her Executive Committee report to the full Board.

Chair Henson asked for further discussion.

Regent Desmarais shared that there are 36 unique KCTCS Board Policies. Out of the 36 policies, only 8 of them have been updated in the past 10 years. Regent Desmarais suggested that a Governance Committee be formed to look at policies and ensure that the Board adheres to a cyclical review. She asked all the Regents to consider between now and the December meeting to investigate the formation of a Governance Committee to assist the KCTCS General Counsel Office in this policy revision effort.

Chair Henson asked for further discussion. Hearing none, she asked for a motion to adjourn the Special Board of Regents meeting.

### **Adjournment:**

Mr. Stevens moved, and Mr. Allen seconded, that the meeting adjourn.

Chair Henson called for the vote. Chair Henson asked Ms. Duncan to conduct the roll call vote.

Regent Walters did not join the Teams call in open session at all and thus was unable to vote.

The motion was approved unanimously by those Regents present, and the meeting adjourned at 5:21 p.m.

12/04/2020

Date Approved by the  
KCTCS Board of Regents

**SIGNATURE ON FILE**

Gail R. Henson, Ph.D., Chair  
KCTCS Board of Regents

**SIGNATURE ON FILE**

Wendy Fletcher, DNP, APRN, FNP-BC, FAANP  
Secretary  
KCTCS Board of Regents

**SIGNATURE ON FILE**

Paul B. Czarapata, Ed.D.  
Interim KCTCS President