



**JOINT MEETING OF IALR BOARD OF TRUSTEES (BOT)
AND IALR FOUNDATION BOARD OF DIRECTORS (FBOD)**

Minutes – November 21, 2019

<p><u>Board of Trustees Present</u> Mr. Ben Davenport Dr. Roy Ford* Dr. Guru Ghosh Dr. Jackie Gill Powell Mr. Charles Majors Mr. Joe May Mr. Don Merricks, <i>Chairman*</i> Ms. Connie Nyholm Mr. Lott Rogers* Ms. Joyce Wright</p> <p><u>Board of Trustees unable to attend</u> Ms. Petrina Carter Dr. Tiffany Franks Dr. Angeline Godwin Ms. Kris Willard</p>	<p><u>IALR Leadership & Officers Present</u> Ms. Angie Anderson, Treasurer & Chief Accounting Officer Dr. Julie Brown, Director of Advanced Learning Ms. Leslie Dobbins, Dir., Conference Center & Operations Mr. Mark Gignac, Executive Director Ms. Linda Hutson-Green, Dir. Of Economic Dev. (SVRA) Dr. Scott Lowman, Director of Applied Research Ms. Pam Patterson, Secretary & Executive Admin. Assist. Mr. Troy Simpson, Director of Advanced Manufacturing</p> <p><u>IALR Leadership & Officers unable to attend</u> None</p> <p><u>Guests</u> Ms. Allison Moore, PR & Communications Manager Mr. Daniel Dalton, Graphic & Multimedia Specialist</p>
<p><u>Foundation Board of Directors Present</u> Ms. Barbara Bass Dr. Roy Ford, <i>Vice President*</i> Mr. Mark Gignac, Executive Director, IALR Mr. Lenard Lackey Mr. Don Merricks Chairman, IALR BOT (<i>Ex Officio</i>)* Ms. Kathryn Roberts Mr. Lott Rogers, <i>President*</i></p> <p><i>“*” means serves on both boards</i></p>	<p><u>Foundation Directors unable to attend</u> None</p>

Call to Order / Welcome / Introductions

The joint meeting of the IALR Board of Trustees (BOT) and the IALR Foundation Board of Directors (FBOD) was held on Thursday, November 21, 2019 in IALR Conference Room #207. Mr. Don Merricks, BOT Chairman, called the BOT meeting to order at 9:00 AM and Mr. Lott Rogers, FBOD President, called the Foundation meeting to order at 9:00 AM. A quorum was present for both the BOT and the FBOD; thereby enabling the joint meeting to proceed. There were no additions to the agenda. An attendance roster is included as (Exhibit A). Mr.

Merricks and Mr. Rogers welcomed the Board and Foundation members to the meeting. Mr. Rogers introduced two (2) new members of the FBOD: Ms. Kathryn Roberts and Mr. Lenard Lackey.

Public Comment

Chairman Merricks called for public comment. Hearing none, he moved to the next agenda item.

Approval of Minutes

- **Motion** - Mr. Charles Majors made a motion to approve the Minutes for the August 22, 2019 BOT meeting. Dr. Roy Ford seconded the motion. The motion passed by unanimous vote and the Minutes were approved as recorded.
- **Motion** - Ms. Barbara Bass made a motion to approve the Minutes for the August 22, 2019 FBOD meeting. Dr. Roy Ford seconded the motion. The motion passed by unanimous vote and the Minutes were approved as recorded.

Committee Reports and Actions

- **Programs & Services**

Dr. Ford filed the Programs & Services report. There were no action items to be addressed by the full BOT. Dr. Brown presented the Advanced Learning update report (Exhibit B). In addition, she referred to her *Top 10* report (Exhibit C).

- **Research & Development**

Mr. Mark Gignac, filed the Research & Development Committee's report in lieu of Dr. Angeline Godwin's absence. There were no action items to be addressed by the full BOT. Dr. Lowman presented the Research report (Exhibit D). In addition, he presented a powerpoint presentation entitled, *New Initiatives* (Exhibit E).

- **Resources & Controls**

Mr. Charles Majors filed the Resources & Control Committee report. There were no action items to be addressed by the full BOT. Mr. Majors commented that the Resources and Control Committee met on November 5, 2019. Mr. Gordon Jones, CPA, Robinson, Farmer, Cox Associates gave a report on the FY2019 audit. Mr. Majors called the Board's attention to two (2) documents pertaining to the audit: (a) the letter dated September 27, 2019 - Communication with Those Charged with Governance included in the Audit Presentation (Exhibit F), and (b) Financial Statements FY ended June 30, 2019 (Exhibit G). The Committee reviewed the documents on behalf of the BOT. Mr. Majors stated the presentation was thorough. Mr. Majors called attention to the Summary of Financial Data highlighting a comparison of Fiscal Years 2015 through 2019. He added that it was a clean audit. The Committee met in Executive Session with Mr. Jones and there were no additional items to report from that meeting.

- **Motion** – Mr. Charles Majors made a motion to accept the external audit. Mr. Lott Rogers seconded the motion. The motion passed by unanimous vote and the audit was accepted.

Ms. Anderson presented the financial report (Exhibit H).

- **Motion** – Mr. Charles Majors made a motion to accept the IALR Financial report. The motion was seconded by Ms. Connie Nyholm. The motion passed by unanimous vote and the IALR Financial report was accepted.
- **Motion** - Ms. Barbara Bass made a motion to accept the FBOD Financial report. The motion was seconded by Dr. Roy Ford. The motion passed by unanimous vote and the FBOD Financial report was accepted.

- **Advanced Manufacturing Committee**

Mr. Ben Davenport filed the Advanced Manufacturing Committee report. There were no action items to be addressed by the full BOT. Mr. Troy Simpson presented the report (Exhibit I). In addition, he presented a powerpoint presentation entitled, *Department of Defense – Project MFG*, the Virginia State & Invitational Competition skills challenge which was held at IALR on November 14-15, 2019. (Exhibit J).

- **Economic Development Update**

Ms. Linda Hutson-Green presented the Economic Development Update. (Exhibit K). In addition, she commended Ms. Allison Moore and Mr. Daniel Dalton for receiving four (4) awards from the Public Relations Society of America (PRSA) Blue Ridge. The awards were as follows:

1. Gold: IALR's Website
2. Gold: IALR's Monthly Newsletter
3. Silver: IALR's Instructional Lab Testing Video (Two Minutes or Shorter)
4. Silver: IALR's 2017-2018 Annual Report

- **The Institute Conference Center and Facilities**

Ms. Leslie Dobbins' report (Exhibit L) included conference services activity, *Megabytes* activity and updates on operations projects.

RECESS / RECONVENING: It was the consensus of the trustees and foundation members to cancel the recess and proceed with the meeting.

Leadership Reports

- **Chairman's Report (BOT)**

Chairman Merricks stated that he had no new items for discussion.

- **President's Report (FBOD)**

President Rogers commented that the Foundation membership complies with the requirements of the bylaws with the addition of the two (2) new members, Ms. Kathryn Roberts and Mr. Lenard Lackey.

- **Executive Director's Report**

Mr. Mark Gignac commended the IALR leadership team for their reports. In addition, he commented

about several upcoming hemp events in January and February, commented on the new Hawkins Expansion nearing completion and mentioned how broadband requirements needed upgrade based upon all the increased people and activity in the facility.

New Business and Open Forum of Concerns/Issues/Observations for BOT or FBOD

No discussion was needed.

Closed Session

○ **Motion #1 to Convene in Closed Session**

Chairman Merricks called for a motion to convene in a Closed meeting.

Dr. Roy Ford made the following motion at 10:53 a.m.:

I move that the IALR Board of Trustees and the Foundation Board of Directors convene in a joint closed meeting, pursuant to Section 2.2-3711, Section A, Sub-sections 1 and 4, of the Code of Virginia, as amended, for the purposes of discussing, and/or approving, matters related to the employment, assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees; and also the protection of the privacy of individuals in personal matters not related to public business, and for discussion of matters not involving a state or publically owned business.

Mr. Lott Rogers seconded the motion. The motion passed unanimously.

(ATTENDANCE NOTES: Mr. Gignac, Dr. Brown, Ms. Anderson, Ms. Dobbins, Ms. Green, Dr. Lowman, Mr. Simpson, Ms. Moore, Mr. Dalton and Ms. Patterson exited the room. All Trustees and Foundation Board members remained in the room during Closed Session.)

○ **Motion #2 to Reconvene in Open Session**

Mr. Lott Rogers made a motion to reconvene in Open Session at 11:12 a.m. Dr. Roy Ford seconded the motion. The motion passed unanimously.

○ **Motion #3 to Certify the Closed Meeting**

Chairman Merricks called for a motion to certify the Closed Session.

Dr. Roy Ford made a motion to certify the Closed Executive Session as stated below:

WHEREAS, the members of the Board of Trustees and the Foundation Board of Directors of the Institute for Advanced Learning and Research in Danville, Virginia have convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712.D. of the Code of Virginia requires a certification by this Board of Trustees and Foundation Board of Directors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees and the Foundation Board of Directors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were

identified in the motion convening the closed session were heard, discussed or considered by the Board of Trustees.

Mr. Lott Rogers seconded the motion. The motion passed unanimously.

o **Roll Call Certifying Closed Session / Adoption of Resolutions**

Each member in attendance voted individually to certify that only items allowed by the Code of Virginia were discussed in the Closed Session.

Board of Trustees

Mr. Ben Davenport	yes
Dr. Roy Ford	yes
Dr. Guru Ghosh	yes
Dr. Jackie Gill Powell	yes
Mr. Charles Majors	yes
Mr. Joe May	yes
Mr. Don Merricks <i>(Chair)</i>	yes
Ms. Connie Nyholm	yes
Mr. Lott Rogers	yes
Ms. Joyce Wright	yes

Foundation Board of Directors

Ms. Barbara Bass	yes
Dr. Roy Ford	yes
Mr. Lenard Lackey	yes
Ms. Kathryn Roberts	yes
Mr. Lott Rogers	yes

Adjournment – Chairman Merricks declared the meeting adjourned at 11:14 a.m.

Minutes Recorded By:



Pam Patterson
Secretary, IALR Board of Trustees
and IALR Foundation Board of Directors

Minutes Approved By:



Don Merricks
Chairman, IALR Board of Trustees

2-20-20

Date

2-20-20

Date

AND



Mr. Lott Rogers, Jr.
President, IALR Foundation Board

2-20-20

Date

(Summary of Exhibits shown on next page).

Summary of Exhibits (incorporated as an official part of these minutes)

- A. Attendance Roster
- B. Advanced Learning Update
- C. Advanced Learning Top 10 Report
- D. Research Update
- E. Research – New Initiatives
- F. Audit Presentation
- G. Financial Statements Fiscal Year Ended June 30, 2019
- H. IALR Financial Overview
- I. Advanced Manufacturing Update
- J. Department of Defense Project MFG
- K. Economic Development Update – SVRA
- L. Institute Conference Center and Operations Report
- M. Closed Session Documentation