



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

Minutes – February 20, 2020

<p><u>Board of Trustees Present</u> Ms. Petrina Carter Dr. Roy Ford* Mr. Charles Majors Mr. Don Merricks, <i>Chairman*</i> Ms. Connie Nyholm Mr. Lott Rogers* Ms. Kris Willard Ms. Joyce Wright</p> <p><u>Board of Trustees unable to attend</u> Mr. Ben Davenport Dr. Tiffany Franks Dr. Guru Ghosh Dr. Angeline Godwin Mr. Joe May Dr. Jackie Gill Powell</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 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> Ms. Linda Hutson-Green, Dir. Of Economic Dev. (SVRA)</p> <p><u>Guests</u> None</p>
<p><u>Foundation Board of Directors Present</u> Ms. Barbara Bass Dr. Roy Ford, <i>Vice President*</i> Mr. Don Merricks Chairman, IALR BOT (<i>Ex Officio</i>)* Ms. Kathryn Roberts Mr. Lott Rogers, <i>President*</i></p> <p>*** means serves on both boards</p>	<p><u>Foundation Directors unable to attend</u> Mr. Lenard Lackey</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, February 20, 2020 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. Mark Gignac introduced Ms. Elaine Ratcliffe, Manager, Human Resources.

Public Comment

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

Approval of Minutes

- **Motion** - Dr. Roy Ford made a motion to approve the Minutes for the November 21, 2019 BOT meeting. Ms. Connie Nyholm 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 November 21, 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. Scott Lowman 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).

• **Resources & Controls**

Mr. Charles Majors filed the Resources & Control Committee report. There were no action items to be addressed by the full BOT.

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

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

Mr. Majors commented that four (4) proposals were received for the Financial and Compliance Audit (RFP No. 2020-01-14). Mr. Majors made a recommendation for the approval of Robinson, Farmer, Cox and Associates and requested authorization to proceed with the finalization of a contract.

- **Motion** – Mr. Charles Majors made a motion to approve Robinson, Farmer, Cox and Associates and enter into a three-year contract with an option for two (2),

one-year extensions. The motion was seconded by Mr. Lott Rogers. The motion passed by unanimous vote.

- **Advanced Manufacturing Committee**

Mr. Troy Simpson filed the Advanced Manufacturing Committee report in lieu of Mr. Ben Davenport's absence. There were no action items to be addressed by the full BOT. Mr. Troy Simpson presented the report (Exhibit F).

- **Economic Development Update**

Mr. Mark Gignac commented that an update would not be presented at this time due to Ms. Linda Hutson-Green's absence.

- **The Institute Conference Center and Facilities**

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

RECESS / RECONVENING: Mr. Don Merricks declared a 5-minute recess from 10:25-10:30 a.m.

Leadership Reports

- **Executive Director's Report**

Mr. Mark Gignac gave an update on various activities underway (Exhibit H).

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

Mr. Lott Rogers commented that the Foundation is continuing to monitor funds for investment.

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

Chairman Merricks commented that the BOT Nominating Committee will present a slate of officers for FY2021 at the Joint BOT & FBOD annual meeting scheduled for Thursday, May 21, 2020.

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

No discussion was needed.

Closed Session

Chairman Don Merricks stated that he was not aware of a need for a closed session. He added that a closed session will only be held if the Chairman is made aware of the need to discuss business that requires a closed session prior to the actual meeting.

Adjournment – Chairman Merricks asked for a motion to adjourn the meeting.

- **Motion:** Ms. Petrina Carter made a motion to adjourn the meeting. Ms. Connie Nyholm seconded the motion. The motion passed by unanimous vote and the meeting was adjourned at 11:15 a.m.

2-20-20 MINUTES - APPROVED AT 6-18-20 JOINT ANNUAL BOT & FBOD MEETING

Minutes Recorded By:



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

6-18-20

Date

Minutes Approved By:



Don Merricks
Chairman, IALR Board of Trustees

6-18-20

Date

AND



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

6-18-20

Date

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

- A. Attendance Roster
- B. Programs/Advanced Learning Update
- C. Programs/Advanced Learning Top 10 Report
- D. Research Update
- E. IALR Financial Overview
- F. Advanced Manufacturing Update
- G. Institute Conference Center and Operations Report
- H. Presentation of IALR Activities