



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

Minutes – November 15, 2018

<p><u>Trustees Present</u> Ms. Petrina Carter (<i>arrived at 9:09 a.m.</i>) Mr. Ben Davenport, <i>Vice-Chairman</i> Dr. Roy Ford* Dr. Tiffany Franks Dr. Guru Ghosh (<i>by phone</i>) Dr. Angeline Godwin (<i>arrived at 9:06 a.m.</i>) Mr. Charles Majors Mr. John Mead Ms. Connie Nyholm (<i>arrived at 9:43 a.m.</i>) Mr. Lott Rogers* Ms. Joyce Wright (<i>arrived at 9:40 a.m.</i>)</p> <p><u>Board of Trustees unable to attend</u> Mr. Joe May Mr. Don Merricks, <i>Chairman</i> Dr. Bruce Scism Ms. Kris Willard*</p>	<p><u>IALR Leadership & Officers Present</u> Ms. Angie Anderson, BOT Treasurer Dr. Julie Brown, Director of Advanced Learning Ms. Leslie Dobbins, Dir., Conference Services & Facilities Mr. Mark Gignac, Executive Director Ms. Linda Hutson-Green, SVRA Director Ms. Allison Moore, Dir., Communications & PR Ms. Pam Patterson, BOT Secretary Mr. Troy Simpson, Director, Advanced Manufacturing</p> <p><u>IALR Leadership & Officers unable to attend</u> Mr. Scott Lowman</p> <p><u>Guests</u> None</p>
<p><u>Foundation Directors Present</u> Ms. Barbara Bass Dr. Roy Ford, <i>Vice President*</i> Mr. Lott Rogers, <i>President*</i></p> <p>“*” means serves on both boards</p>	<p><u>Foundation Directors unable to attend</u> Dr. Bruce Scism* Ms. Kris Willard*</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 15, 2018 in IALR Conference Room #207. In lieu of Mr. Don Merricks’ absence, Mr. Ben Davenport, BOT Vice 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. Davenport and Mr. Rogers welcomed the Board and Foundation members to the meeting.

Public Comment

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

Meet the Department

The following IALR staff members were introduced to the Board:

- Jessica Beebe
- Bruce Waller
- Ellen Bass

Ms. Linda Green announced that the Communications team, Ms. Allison Moore and Mr. Daniel Dalton, received three (3) awards from the Public Relations Society of America (PRSA), Blue Ridge Chapter. Ms. Allison Moore announced the awards: (a) a gold award was received for the IALR monthly newsletter (the October 2018 newsletter is included as Exhibit B), (b) a silver award was received for the video on the Advanced Learning summer internship program; and (c) a gold award for a social media program.

Approval of Minutes

- **Motion** - Mr. John Mead made a motion to approve the Minutes for the August 23, 2018 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 23, 2018 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 C). In addition, she referred to her *Top 9* report (Exhibit D).

• Research & Development

Dr. Angeline Godwin filed the Research & Development Committee's report. There were no action items to be addressed by the full BOT. In lieu of Dr. Lowman's absence, Mr. Mark Gignac presented the Research report (Exhibit E).

• Resources & Controls

Mr. Charles Majors filed the Resources & Controls Committee report. There were no action items to be addressed by the full BOT. Mr. Majors commented that the Resource and Control Committee met on October 30, 2018. Mr. Gordon Jones, CPA, Robinson, Farmer, Cox Associates gave a report on the FY 2018 Audit. Mr. Majors called the Board's attention to three (3) documents pertaining to the audit: (a) the letter dated September 26, 2018 – Communication with Those Charged with Governance (Exhibit F), (b) the Audit Presentation (Exhibit G), and (c) Financial Statements FY Ended June 30, 2018 (Exhibit H). 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 2014 through 2018. 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. Dr. Tiffany Franks seconded the motion. The motion passed by unanimous vote and the Audit was accepted.

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

- **Motion** – Mr. Charles Majors made a motion to accept the IALR Financial report. The motion was seconded by Dr. Tiffany Franks. 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.

- **Foundation Board of Directors**

Mr. Lott Rogers commented that the IALR Foundation Board of Directors met on Friday, November 9, 2018 to discuss funding for the Center for Advanced Manufacturing (CAM) building.

- **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 J).

- **Economic Development Update**

Ms. Linda Hutson-Green presented the SVRA report (Exhibit K).

- **The Institute Conference Center and Facilities**

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

RECESS / RECONVENING

It was the consensus of the Trustees to cancel the recess and proceed with the meeting.

Leadership Reports

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

Vice Chairman Davenport expressed his enthusiasm for the programs and projects taking place at IALR. In addition, he commented on the need for a manufacturing engineering degree program.

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

The FBOD report was given by President Rogers as part of the Resources and Control report.

- Executive Director's Report

Quarterly Staff Meetings

Staff meetings are held on a quarterly basis wherein the Leadership team and department managers share reports on projects within their departments.

IALR Staff Survey

Mr. Gignac commented that the IALR staff participated in an anonymous survey. Participation was voluntary and included all except two (2) staff members. The survey allows the staff to express their thoughts on management and other items related to their employment at IALR. The results should be made available to management in several months.

Ground Lease for Hawkins Expansion

Mr. Gignac gave an update on the Hawkins Expansion project. A Ground Lease for the Hawkins Expansion was discussed with the Regional Industrial Facility Authority (RIFA) as advised by Mr. Michael Guanzon, Attorney, Clement & Wheatley. The following documents were provided for review: (1) Charles Hawkins Second Amendment To Lease Agreement (Exhibit M), (2) Sentec 2018 Lease Agreement (Exhibit N), and (3) Hawkins Expansion Ground Lease (Exhibit O). The RIFA Board approved the documents at their last meeting. Mr. Gignac, as IALR Executive Director, executed the documents. Blair Construction, Inc. will begin work on the project immediately.

- **Motion** - Mr. Lott Rogers made a motion to approve the execution of the Ground Lease for the Hawkins Expansion. Dr. Tiffany Franks seconded the motion. The motion passed by unanimous vote.

Center for Advanced Manufacturing (CAM)

Notice has been received from the Bureau of Capital Outlay Management (BCOM) concerning an allotment of funds that can be used for the architectural and engineering costs. The A&E services will be put out for bid within the next week and, a firm should be selected in January.

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

No discussion was needed.

Closed Session

Vice Chairman Ben Davenport called for a motion to convene in Closed Session.

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

Vice Chairman Ben Davenport called for a motion to convene in a Closed meeting.

Dr. Roy Ford made the following motion at 11:37 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.

Dr. Tiffany Franks seconded the motion. The motion passed unanimously.

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

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

Dr. Roy Ford made a motion to reconvene in Open Session at 11:46 a.m. Mr. Charles Majors seconded the motion. The motion passed unanimously.

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

Vice Chairman Mr. Ben Davenport 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.

Dr. Tiffany Franks seconded the motion. The motion passed unanimously.

○ **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 (<i>Vice Chairman</i>)	yes
Ms. Petrina Carter	yes
Dr. Roy Ford	yes
Dr. Tiffany Franks	yes
Dr. Guru Ghosh (by phone)	yes
Dr. Angeline Godwin	yes

Foundation Board of Directors

Ms. Barbara Bass	yes
Dr. Roy Ford (<i>Vice President</i>)	yes
Mr. Lott Rogers (<i>President</i>)	yes

Mr. Charles Majors	yes
Mr. John Mead	yes
Ms. Connie Nyholm	yes
Mr. Lott Rogers	yes
Ms. Joyce Wright	yes

Adjournment – Vice Chairman Davenport declared the meeting adjourned at 11:55 a.m.

Minutes Recorded By:

Minutes Approved By:

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

Ben Davenport
Vice Chairman, IALR Board of Trustees

Date

Date

AND

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

Date

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

- A. Attendance Roster
- B. IALR Newsletter – October 2018
- C. Programs & Services / Advanced Learning Updates
- D. Programs & Services / Advanced Learning Top 9 Report
- E. Research & Development Update
- F. Communication with Those Charged with Governance
- G. Audit Presentation – October 30, 2018
- H. Financial Statements Fiscal Year Ended June 30, 2018
- I. Financial Report – 1st Quarter FY2019
- J. Advanced Manufacturing Report
- K. Economic Development Update – SVRA
- L. Institute Conference Center and Facilities Report
- M. Charles Hawkins Building - Second Amendment To Lease Agreement

Summary of Exhibits (continued)

- N. Sentec 2018 Lease Agreement
- O. Expansion of Hawkins Building - Ground Lease
- P. Closed Session Documentation