



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

**Minutes – August 23, 2018**

<p><b><u>Trustees Present</u></b>                  Mr. Ben Davenport, <i>Vice-Chairman</i>                  Dr. Roy Ford*                  Dr. Tiffany Franks                  Mr. Charles Majors                  Mr. John Mead                  Ms. Connie Nyholm                  Mr. Lott Rogers*                  Dr. Bruce Scism*                  Ms. Kris Willard*</p>	<p><b><u>IALR Leadership &amp; Officers Present</u></b>                  Ms. Angie Anderson, BOT Treasurer                  Dr. Julie Brown, Director of Advanced Learning                  Ms. Leslie Dobbins, Dir., Conference Services &amp; Facilities                  Mr. Mark Gignac, Executive Director                  Dr. Scott Lowman, Senior Scientist                  Ms. Pam Patterson, BOT Secretary                  Mr. Troy Simpson, Director, Advanced Manufacturing                  Ms. Betty Wilcher, Human Resources Manager</p> <p><b><u>IALR Leadership &amp; Officers unable to attend</u></b>                  Ms. Linda Hutson-Green, SVRA Director</p> <p><b><u>Guest</u></b>                  None</p>
<p><b><u>Foundation Directors Present</u></b>                  Ms. Barbara Bass                  Dr. Roy Ford, <i>Vice President*</i>                  Mr. Lott Rogers, <i>President*</i>                  Dr. Bruce Scism*                  Ms. Kris Willard*</p> <p>“*” means serves on both boards</p>	<p><b><u>Board of Trustees unable to attend</u></b>                  Ms. Petrina Carter                  Dr. Guru Ghosh                  Dr. Angeline Godwin                  Mr. Joe May                  Mr. Don Merricks, <i>Chairman</i>                  Ms. Joyce Wright</p> <p><b><u>Foundation Directors unable to attend</u></b>                  Mr. Don Merricks, <i>Ex Officio</i></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, August 23, 2018 in IALR Conference Room #205. 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

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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**

Mr. Gignac introduced five members of the IALR staff:

- Ms. Allison Moore, Manager, Public Relations & Communications
- Mr. Stewart East, Facilities, Building Maintenance Technician
- Mr. Tim Kruggel, Manager, IT
- Ms. Samantha Herndon-Smith, Research, Laboratory & Research Assistant

### **Approval of Minutes**

- **Motion** - Dr. Tiffany Franks made a motion to approve the Minutes for the May 24, 2018 BOT meeting. Ms. Kris Willard 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 May 24, 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 B). In addition, she referred to her *Top 9* report (Exhibit C).

#### • **Research & Development**

In lieu of Dr. Angeline Godwin's absence, Mr. Ben Davenport filed the Research & Development Committee's report. 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 & Controls 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 Ms. Kris Willard. The motion passed by unanimous vote and the IALR Financial report was accepted.

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- **Motion** - Mr. Lott Rogers 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.

- **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 F).

### **RECESS / RECONVENING**

Mr. Ben Davenport declared a brief 5-minute recess at 10:45 a.m. The meeting reconvened at 10:50 a.m.

- **Economic Development Update**

Ms. Linda Hutson-Green was unable to attend due to another commitment. The SVRA report is attached (Exhibit G).

- **The Institute Conference Center and Facilities**

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

### **Leadership Reports**

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

Vice Chairman Ben Davenport stated that he did not have information to report that had not been discussed earlier in the meeting.

Mr. Mark Gignac gave an update on BOT and FBOD appointments/reappointments:

- 1) Mr. Don Merricks was re-appointed by the House of Delegates to serve a three-year term on the Board of Trustees, effective July 1, 2018.
- 2) Mr. Joe May was re-appointed by the House of Delegates to serve a three-year term on the Board of Trustees, effective July 1, 2018.
- 3) Mr. Charles Majors was re-appointed by Danville City Council to serve a three-year term on the Board of Trustees, effective July 1, 2018.
- 4) Mr. Lott Rogers was appointed by the Governor to serve a three-year term on the Board of Trustees effective July 1, 2018.

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

President Lott Rogers did not have a report. He commented that the Foundation Board of Directors (FBOD) would be meeting following the BOT meeting.

- **Executive Director's Report**

*Hawkins Expansion Building – Expansion (Exhibit I)*

Mr. Gignac gave an update on the Hawkins Expansion project.

*Center for Manufacturing Advancement (Exhibit J)*

Mr. Gignac gave an update on the Center for Manufacturing Advancement (CMA) building.

*IALR Security*

Ms. Betty Wilcher gave an update related to the security project and explained the three-tier process:

- 1<sup>st</sup> Tier - Camera placement inside and outside the three buildings on the IALR campus (IALR Main building, Charles R. Hawkins/Haas building and the Sentec building).
- 2<sup>nd</sup> Tier - Secure access to all three buildings (Exhibit K). The system will accommodate additional buildings as the IALR campus expands. Bids will be solicited in the near future.
- 3<sup>rd</sup> Tier - Security Alert System – information will be forthcoming.

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

None

**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 11:31 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: Ms. Anderson, Dr. Brown, Ms. Dobbins, Mr. Gignac, Dr. Lowman, Ms. Patterson, and Ms. Wilcher 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 11:35 a.m. Mr. Lott Rogers 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 (*Vice Chairman*)  
Dr. Roy Ford  
Dr. Tiffany Franks  
Mr. Charles Majors  
Mr. John Mead  
Ms. Connie Nyholm  
Mr. Lott Rogers  
Dr. Bruce Scism  
Ms. Kris Willard

Foundation Board of Directors

Ms. Barbara Bass  
Dr. Roy Ford (*Vice President*)  
Mr. Lott Rogers (*President*)  
Dr. Bruce Scism  
Ms. Kris Willard

**Adjournment** – Vice Chairman Davenport declared the meeting adjourned at 11:40 a.m.

*(Signatures Shown on Following Page)*

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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. Programs & Services / Advanced Learning Updates
- C. Programs & Services / Advanced Learning Top 9
- D. Research & Development Update
- E. Financial Report
- F. Advanced Manufacturing Report
- G. SVRA Report
- H. Institute Conference Center / Facilities Report
- I. Hawkins Expansion Update
- J. Center for Advanced Manufacturing Update
- K. IALR Security Update
- L. Closed Session Document