



**BOARD OF TRUSTEES (BOT) &
FOUNDATION BOARD OF DIRECTORS (FBOD)
JOINT ANNUAL MEETING
Conference Room 207**

Minutes – Thursday, May 23, 2019

<p><u>Trustees Present</u> Mr. Ben Davenport, <i>Vice-Chairman</i> Dr. Roy Ford* Dr. Betty Jo Foster Dr. Guru Ghosh Dr. Angeline Godwin (<i>left at 11:15 a.m.</i>) Mr. Charles Majors Mr. John Mead Mr. Don Merricks, <i>Chairman*</i> Ms. Connie Nyholm Mr. Lott Rogers* Ms. Kris Willard* Ms. Joyce Wright* (<i>left at 11:45 a.m.</i>)</p> <p><u>Board of Trustees unable to attend</u> Ms. Petrina Carter Dr. Tiffany Franks Mr. Joe May</p>	<p><u>IALR Leadership & Officers Present</u> Ms. Angie Anderson, BOT Treasurer & Senior Accountant (<i>left at 9:30 a.m.</i>) Dr. Julie Brown, Director of Advanced Learning Ms. Leslie Dobbins, Dir. Of Conference Ctr. & Operations Mr. Mark Gignac, Executive Director Ms. Linda Green, Dir. of Economic Development (SVRA) Ms. Pam Patterson, BOT Secretary & Exec. Admin. Asst. Mr. Troy Simpson, Director of Advanced Manufacturing</p> <p><u>IALR Leadership & Officers unable to attend</u> Dr. Scott Lowman, Director of Applied Research</p> <p><u>Guests</u> None</p>
<p><u>Foundation Directors Present</u> Ms. Barbara Bass Dr. Roy Ford, <i>Vice President*</i> Mr. Don Merricks, <i>Chairman, IALR BOT*</i> Mr. Lott Rogers, <i>President*</i> Ms. Kris Willard Ms. Joyce Wright (<i>left at 11:45 a.m.</i>)</p> <p>“*” means serves on both boards</p>	<p><u>Foundation Directors unable to attend</u> None</p>

Call to Order / Welcome / Introductions

The joint annual meeting of the IALR Board of Trustees (BOT) and the IALR Foundation Board of Directors (FBOD) was held on Thursday, May 23, 2019 in IALR Conference Room #207. Mr. Don Merricks, 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.

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 February 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 February 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

● **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 3rd Quarter financial report (Exhibit B).

- **Motion** – Mr. Charles Majors made a motion to accept the 3rd quarter 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** - Ms. Kris Willard made a motion to accept the 3rd quarter FBOD Financial report. The motion was seconded by Dr. Roy Ford. The motion passed by unanimous vote and the FBOD financial report was accepted.

Money Movement

Mr. Lott Rogers stated that the Foundation Board of Directors (FBOD) met on Tuesday, May 21, 2019. The FBOD Directors discussed money movement between the FBOD and IALR accounts and a decision was made to transfer IALR grant monies from the Foundation bank account into the IALR account to lessen the number of transactions (Exhibits C & D). Mr. Charles Majors made a recommendation that this transfer of funds be approved by the BOT.

- **Motion** - Mr. Charles Majors made a motion to transfer IALR grant monies from the Foundation bank account into the IALR account. Ms. Connie Nyholm seconded the motion. The motion passed by unanimous vote.
- **Motion** - Dr. Roy Ford made a motion to move the IALR grant monies from the FBOD account into the IALR account. Ms. Barbara Bass seconded the motion. The motion passed by unanimous vote.

Budget FY2020

Ms. Angie Anderson referred to the IALR Preliminary Budget FY19 to FY20 Departmental Comparison report (Exhibit E). Mr. Charles Majors stated that the Resource committee recommended that the preliminary budget be approved with a final budget to be approved at the August 22, 2019 BOT meeting.

- **Motion** - Mr. John Mead made a motion to accept the preliminary budget for FY19 to FY20. Dr. Betty Jo Foster seconded the motion. The motion passed by unanimous vote.

(Attendance Notes: Ms. Anderson left the meeting at 9:30 a.m.)

- **Programs & Services**

Dr. Roy Ford filed the Programs & Services report. There were no action items to be addressed by the full BOT. Dr. Julie Brown presented the Advanced Learning report (Exhibit F) and the *Top 10* report (Exhibit G).

- **Research & Development**

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

RECESS/RECONVENING: A brief recess was called at 10:15 am. The meeting resumed at 10:25 am.

- **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).

- **Economic Development Update**

Ms. Linda Hutson-Green presented the SVRA report (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.

- **Nominating Committees**

- A. **BOT Slate of Officers**

Ms. Kris Willard presented the following slate of BOT officers for FY2020:

- Mr. Don Merricks, Chairman
- Mr. John Mead, Vice Chair
- Ms. Pam Patterson, Secretary
- Ms. Angela Anderson, Treasurer

Motion - Ms. Kris Willard made a motion to approve the FY2020 slate of officers. Dr. Roy Ford seconded the motion. The motion passed by unanimous vote.

B. Appointments from BOT to FBOD

Chairman Don Merricks stated that changes are necessary to the appointments from the BOT to the FBOD to align with the bylaws. Chairman Merricks will present the appointments at the August 22, 2019 BOT meeting.

C. Election of New Foundation Directors

The current officers will remain until the August 22, 2019 BOT meeting.

D. FBOD Slate of Officers

The current officers will remain until the August 22, 2019 BOT meeting.

Leadership Reports

A. Chairman's Report (BOT)

Chairman Merricks commented that there is a lot of activity within IALR and with its partners. He stated that Danville Community College (DCC) has a new President, Jacqueline (Jackie) Gill Powell, who will begin employment on July 1, 2019. She will attend the August 22, 2019 BOT meeting.

B. President's Report (FBOD)

President Lott Rogers commented on the great work that is being accomplished at IALR.

C. Executive Director's Report

Mr. Mark Gignac complimented the IALR Directors' reports and commented that they did a good job covering the many initiatives that are underway. He had no further comments.

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

No discussion was needed.

Closed Session

o **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 11:30 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.

Ms. Joyce Wright seconded the motion. The motion passed unanimously.

(ATTENDANCE NOTES: Dr. Brown, Ms. Dobbins, Mr. Gignac, Ms. Green, Ms. Patterson and Mr. Simpson exited the room. Ms. Anderson (9:30 a.m.), Dr. Angeline Godwin (11:15 a.m.)

and Ms. Joyce Wright (11:45 a.m.) had previously left the meeting. All Trustees and Foundation Board members remained in the room during the Closed Session.

Motion #2 to Reconvene in Open Session

Ms. Kris Willard made a motion to reconvene in Open Session at 11:49 a.m. Mr. Lott Rogers seconded the motion. The motion passed unanimously.

o **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 (<i>Vice Chair</i>)	yes
Dr. Roy Ford	yes
Dr. Betty Jo Foster	yes
Dr. Guru Ghosh	yes
Mr. Charles Majors	yes
Mr. John Mead	yes
Mr. Don Merricks (<i>Chair</i>)	yes
Ms. Connie Nyholm	yes
Mr. Lott Rogers	yes
Ms. Kris Willard	yes

Foundation Board of Directors

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

Adjournment – Chairman Merricks declared the meeting adjourned at 11:50 a.m.

Minutes Recorded By:

Minutes Approved By:

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

Don Merricks
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. Financial Report – 3rd Quarter FY2019
- C. Foundation – Money to be Transferred back to IALR Accounts
- D. Foundation – After Revisions
- E. IALR Preliminary Budget FY19 to FY20
- F. Programs & Services / Advanced Learning Updates
- G. Programs & Services / Advanced Learning Top 10 Report
- H. Research & Development Update
- I. Advanced Manufacturing Report
- J. Economic Development Update – SVRA
- K. Institute Conference Center and Facilities Report
- L. Closed Session Documentation