



**BOARD OF TRUSTEES
MEETING MINUTES
March 23, 2011**

The Board of Trustees of the Southern Virginia Higher Education Center (SVHEC) met, in open session, at 12:00 p.m., on March 23, 2011. The meeting was held in the Hope Room at the Southern Virginia Higher Education Center; Mr. William E. Coleman, Chairman presided.

ATTENDANCE

PRESENT

William E. Coleman
Wanda Jeffress – by speaker phone
John Cannon
James Edmunds, II
Tom Raab
Donald Merricks
Dr. Andrew Fogarty
Patricia Thomas
Dr. Ken Perkins
Dr. Earle Moore
Dr. Carlyle Ramsey
Nancy Talley
Dr. John Cavan
William Abbott

Regrets

Dr. Paul Stapleton

OTHER ATTENDEES

Dr. Al Roberts – Provost, SVCC, John H. Daniels Campus
Mr. Tommy Nelson, HEF Director of Development
Mrs. Brenda Yancey – HEF Executive Director

SVHEC Staff Members:

Dr. Betty H. Adams
Mrs. Hope Gayles
Mr. David Kenealy
Ms. Amy Lammerts
Mrs. Patty Nelson
Dr. Nettie Simon-Owens
Mrs. Susan Wilborn

AGENDA ITEM: CALL TO ORDER

Mr. Coleman opened the meeting by welcoming everyone and noting that a quorum was present. He asked members to sign the attendance/roster sheet being passed around, before noting that, in order to have sufficient time for discussion, the Response to Ad Hoc Action Committee Recommendations Action Item would be moved up on the Agenda after approval of the minutes. Mr. Coleman also indicated that a nominating committee would need to be appointed to bring back to the Board nominations to fill the upcoming Board vacancies that will be occurring on July 1, 2011. Other than these changes, the remaining Agenda Items were followed in the established order.

Ms. Wanda Jeffress participated via speakerphone.

The Minutes for the December 1, 2010 Board Meeting were approved unanimously by the Board, upon a motion by Dr. Andrew Fogarty and seconded by Mr. Tom Raab and duly carried.

Mr. Coleman noted that Agenda Item #3 needed to be changed from "Executive Committee Meeting" to "Called Meeting of the Board of Trustees" to accurately reflect the nature of the meeting. The Minutes for the Called Meeting of the Board of Trustees, held on January 12, 2011, were then approved unanimously by the Board, upon a motion by Mr. John Cannon and seconded by Mr. William Abbott and duly carried.

Mr. Coleman called for the approval of the Minutes from the March 14, 2011 Best Management Practices Study Ad Hoc Action Committee Meeting noting that the approval of the Minutes do not constitute approval of the recommendations. The Minutes for this meeting were approved unanimously by the Board, upon a motion by Dr. Andrew Fogarty and seconded by Ms. Patricia Thomas and duly carried.

Agenda Items: Action Items

The Chairman then commented that he was going to deviate from the Agenda and address the recommendations coming from the Ad Hoc Action Committee. The members of this committee are as follows:

Mrs. Wanda Jeffress
Dr. Carlyle Ramsey
Mr. Tom Raab – Committee Chairman
Mrs. Patricia Thomas
Mrs. Nancy Talley
Mr. William E. Coleman – Ex-Officio
Dr. Betty Adams – Ex – Officio

The Chairman then recognized Tom Raab who directed everyone's attention to Page 56 [*see page 13 of the June Board Packet*] of the Board Packet for a summary chart (Matrix) of motions made by the Ad Hoc Action Committee at the March 14th meeting. The chart provided three sets of information: (1) Original Best Management Practices Study Recommendations, (2) SVHEC Staff

suggestions on how each recommendation might be handled, and (3) Ad Hoc Action Committee motions for recommended action to be considered by the full Board. After reporting that all Ad Hoc Action Committee members were in attendance at the March 14 meeting, with Nancy Talley participating by phone, he then proceeded to share the Ad Hoc Action Committee motions associated with each of the six Best Management Practices Study recommendations. Mr. Raab explained that the first Ad Hoc Action Committee motion corresponded with Recommendation #1, "Defer hiring additional staff." In a motion made by Wanda Jeffress, seconded by Patricia Thomas and duly carried, the committee called for accepting Recommendation 1 except where grant funding was available.

Mr. Raab then described the Ad Hoc Action Committee motion associated with Recommendation #2, "Forge a [funding] Agreement with Partners Emulating Existing Successful Models." In a motion by Wanda Jeffress, seconded by Patricia Thomas and duly carried, the Ad Hoc Action Committee called for the Board to act on Recommendation #2 in two ways, (1) by approaching the Tobacco Commission to partner with the State to purchase this building and also help sustain it, and (2) that the Board work with the Department of Planning and Budget and others to develop a proposal for sustainability.

Mr. Raab then turned to Recommendation #3, "Imposing a rental fee is necessary." He explained that the Ad Hoc Action Committee agreed that, if a sustainable funding proposal – as described in Motion 2 above – is achieved, then Recommendation #3 becomes unnecessary. The Ad Hoc Action Committee, therefore, determined that action on this recommendation was not necessary.

He then preceded to Recommendation #4, "Renegotiate Lease or Purchase the Building" and Recommendation #5, "Refrain from Amending Current Lease to include the ATW Building." On a motion by Dr. Carlyle Ramsey, seconded by Wanda Jeffress and duly carried the Ad Hoc Action Committee recommended that the Board act on Recommendations #4 and #5, by approaching the Tobacco Commission for funds to buy the building.

Mr. Raab then explained that Recommendation #6, "Strengthen the Center's Independence" related to the number of Halifax Educational Foundation Members on the SVHEC Board of Trustees as stipulated by the SVHEC Bylaws. While the Bylaws state that no more than three Foundation Board members should sit on the SVHEC Board at any one time, there are currently five (5) or six (6) HEF members on the SVHEC Board of Trustees, down from nine (9) at the time of the Best Management Practices Study. Mr. Raab explained that a change in the bylaws to allow more than three Foundation members would require a change in legislation. He thanked everyone for meeting that day and moved that the Board adopt all of the motions that were duly carried by the Committee and move forward with these recommendations.

Mr. Coleman then asked if there were any discussions or comments. Dr. Fogarty commented that approaching the Department of Planning and Budget as a third party was a good idea, not to be confused that the Department of Planning and Budget would be an advocate for this or would necessarily recommend to the Governor that it be perceived in a mandatory sense and in his opinion would be highly unlikely to happen. Delegate Merricks then asked if it was being voted on as a group. Mr. Coleman suggested voting on them individually moving back to Recommendation #1 asking if there were any consensus on moving this one forward.

Recommendation #1, Defer hiring additional staff was approved unanimously by the Board, upon a motion by Delegate James Edmunds and seconded by Ms. Nancy Talley and duly carried.

Recommendation #2, Forge an Agreement with Partners Emulating Existing Successful Models was approved unanimously by the Board, upon a motion by Dr. John Cavan and seconded by Mr. Ken Perkins and duly carried.

Mr. Coleman then asked for a motion on Recommendation #3, imposing an Office Rental Fee is Necessary, and Dr. John Cavan stated that Recommendation #3 would be unnecessary because it will be within the cost sharing model of Recommendation #2 asking if further discussion would be necessary. It was decided that number three would be skipped because it is assumed in Recommendations #2,#4, and #5 would be combined. Dr. Fogarty added that if given restraints, partners may leave; noting additional costs may be something they will not be willing to bear.

At this time, Mrs. Wanda Jeffress joined the meeting by speakerphone and Dr. Adams explained that the Ad Hoc Committee motions were being discussed and referred her to the summary report (Matrix) on the last page of her Board Packet. Mr. Coleman then updated her with what had transpired up to this point. Dr. Cavan then restated for Ms. Jeffress that he was not in opposition to the objective [partnership fees], but wanted to assure there was recognition on the part of the Board that any or all partners may not agree to an imposition of fees during budget constraints and may be unwilling or unable to bear the cost and to be prepared to deal with the consequences thereof and not start to worry about it after the fact.

Dr. Ken Perkins then asked if this was a clarification of an implication of #2, not a recommendation, but a consequence, Mr. Coleman replied yes.

- Matrix, Column 1: The first column states the original recommendations that were included in the BMPS from the DPB
- Matrix, Column 2: The second column was the staff's response as to how the Board might approach the recommendations
- Matrix, Column 3: The third column was the Ad Hoc Action Committee determination of which original BMPS recommendations should go forward to the full Board along with motions stipulating how the recommendations might be handled.

Delegate Merricks then stated that a motion for Recommendation #3 was not made. Mr. Raab stated it was tied into Recommendation #2 because #2 and #3 worked together. Dr. Perkins then stated that if he understood it correctly, it is a motion that the Board recognizes the potential physical implications for the partners. Merricks then asked if his understanding was correct in that the Tobacco Commission would be approached to partner with the state to purchase and then develop a proposal for sustainability which may include fees for use. Dr. Cavan then asked if it was not the other way around, if it fails, then Recommendation #3 becomes necessary. Dr. Adams was asked by Mr. Coleman to clarify. Dr. Adams responded that her take is the Committee looked at all recommendations and determined which ones would go forward and it was decided that #1 had merit and hiring additional staff would be deferred except in those cases where we had grant money. The discussion on and motion developed for Recommendation #2 included a two components: (1) working with the Tobacco Commission and State to buy the building while (2) working on a sustainability program with the DPB. If successful, these actions would take care of Recommendation numbers 2 and 3. The Ad Hoc Action Committee also combined Recommendation numbers 4 and 5, both related to building leases, offering one motion to reflect

how the full Board might act on both. Recommendation # 6 is the only one the Committee suggested needed to be discussed by the Board. Dr. Ramsey stated that #2 is predicated that the Tobacco Commission would purchase and seek funding, should that fail, other options and fees would be looked at. He also added if there is no way to sustain the building, there is a lot riding on #2. Dr. Fogarty said he took the recommendation to be some sort of cost sharing for purchasing and maintaining the building. Mr. Raab explained that if the Tobacco Commission and the State said no, we would, at the same time, be working with the DPB, SCHEV and others to look at a sustainability program; it is two pronged. Dr. Fogarty stated his only worry was if the effort fails, we will have to reconsider to impose fees on people. Dr. Cavan then stated the original partners which are Danville Community College, Southside Virginia Community College and Longwood University are exempt from any rent or payment and this agreement is still in effect. Mr. Coleman responded that if this goes forward, it will have to be rescinded. Dr. Cavan replied "perhaps." John Cannon then asked if the Bylaws changed when the Center became an Independent State Agency. Dr. Cavan replied that they did not. Dr. Adams stated that the Bylaws were rewritten and do not include the section Dr. Cavan was describing; she also stated the new Bylaws, developed and approved when the SVHEC became an independent state agency in 2005, supersedes the old. Dr. Adams also reminded the Board that these Bylaws are currently being reviewed at the request of the Board Chair. Nancy Talley commented that Recommendation #3 could not be combined with #2 because it had already been approved. She also noted that #3 was very sticky and no one wanted to go there. Dr. Perkins stated that it was not a recommendation but a statement/clarification and it could be skipped. Mr. Coleman said it was noted. Dr. Perkins said it should follow, not to lose the language, as it is a reminder of an implication for future Board members. Mr. Cannon recommended after #2 is done, #3 would follow the next plan of attack. Dr. Fogarty suggested the Board reserves the right at any point and time to reconsider recommendation #3.

The motion was made by Dr. Fogarty that the Board would reserve the right at any point and time to reconsider recommendation #3. This was seconded by Delegate James Edmunds. Dr. Cavan opposed.

Dr. Earle Moore moved to merging #4 and #5. This was seconded by James Edmunds and duly carried.

Mr. Coleman then addressed the Board as to Recommendation #6 and stated that he had studied the enabling legislation that constituted this organization due to some questions he had concerning those who are constituted as appointees by the Halifax Educational Foundation. He noted any reference to a defined "voting bloc" is erroneous and should not have been included in the report. He added that the research reflected complete compliance with the legislation. The Chairman further noted that his research documented only three at-large members of the Foundation; namely, Wanda B. Jeffress, Dr. Earle Moore, John Cannon, and Tom Raab by virtue of his position as Chairman of the Foundation. The Chairman stated that he resigned from the Foundation over two years ago to avoid any appearance of a conflict in interest. It was recommended by Mr. Coleman to scrap this Recommendation due to the Board being in full compliance with the enabling legislation.

Dr. Ramsey asked if there was any kind of positive response to the purchase of the building, could the Board afford to wait a year or two on this? Is it financially feasible? Are there obligations that the ATW is going to drive in terms of financial obligation that it could manage for a year without an

expectation of additional money; is there tobacco money to make it through a 2 – 3 year cycle? Dr. Adams responded yes. The Chairman noted to let the record reflect the same.

Elimination of Recommendation #6 was approved unanimously by the Board, upon a motion by John Cannon and seconded by Dr. Earle Moore and duly carried

The Chair thanked the Committee for spending quality time on this important matter and stated that this Committee will remain in place as we go forward in dealing with related issues.

AGENDA ITEM: REPORT BY EXECUTIVE DIRECTOR, Dr. Betty H. Adams

Dr. Adams opened her report by thanking Tommy Nelson, Director of Development for the Foundation, for all of his hard work and dedication introducing the Innovation Center to the community. She then shared some breaking news with the Board regarding being contacted by Dr. Paul Winistorfer, Dean for the College of Natural Resources and Environment at Virginia Tech, regarding a collection of over 300 pieces of handmade wooden string instruments. Dr. Adams explained this is a collection from around the world that has come into his possession, and he has offered to lend it to the Center on a permanent loan for display in the Innovation Center. Dr. Adams noted that an MOU would be drawn up to specify the details.

Wanda Jeffress then asked if this would need to go through the Foundation since they are the owners of the building. Dr. Adams replied she would do some investigating to find the best way to make use of this generous gift on loan.

The next item Dr. Adams addressed was the Institutional Priority #3, Engaging Internal and External Stakeholders in the Review of the SVHEC Mission Statement. Dr. Adams announced that Hope Harris-Gayles, SVHEC Communications Manager, is serving as the project manager for the mission review and organizational rebranding. She directed everyone's attention to the one-page Organizational Rebranding Charter distributed at today's meeting. Dr. Adams explained this project involves a comprehensive and collaborative review of the SVHEC Mission placing emphasis on where we have been, where we are headed and our institutional values. She added no changes could occur to the bylaws without the approval of the Board and this was just the planning and exploratory stages. She stated she would have an overview of what the plans were for this project at the next meeting of the Board.

A copy of this report is attached to the official Minutes and housed in the Executive Director's office.

Chief Finance and Operating Officer, Patty Nelson

Patty Nelson began her report by letting everyone know her attention has been on moving into the Innovation Center and plans are for classes to start there in the fall of this year. The moving of equipment will begin when spring classes are over.

She added that while no new grants have been awarded since the last Board meeting, we are currently working on several opportunities with both Virginia Tech and UVA. She reported that, while the Microsoft grant was not funded, the SVHEC did receive some software from them. Mrs. Nelson noted that the SVHEC expenditures are in line with the State appropriation this year.

A copy of this report is attached to the official Minutes and housed in the Executive Director's office.

Director of Workforce Services @ SVHEC, Nettie Simon-Owens

Dr. Nettie Simon-Owens opened by mentioning the departmental name change to "Workforce Services @ SVHEC. She followed with directing the Board's attention to the handout on the new Associate Director of the Center of Nursing Excellence, Ann Switzer, who joined the SVHEC team on March 10, 2011. She recognized Cindy Cole for fostering new relationships outside of the Center and securing "Chester Chest" through the Fuller-Roberts Clinic, Dr. Pugh and the Halifax Regional Volunteer Auxiliary donation. She also added to date; more than 600 individuals have been served through the CNE.

A copy of this report is attached to the official Minutes and housed in the Executive Director's office.

Director of Student Services and Partner Relationships, Amy Lammerts

Amy Cole began her report by referring to the slide show that was playing upon the Board's arrival noting these were slides taken and documented by the BA&D students on their recent trip to New York and Ireland. She added there had been several BA&D open houses to increase enrollment in this area noting parents and students both turned out for the event.

Amy then turned the Board's attention to the Agribusiness program explaining they have had some requests from the area for more of these courses, adding there was an immediate enrollment through Southside when the course was introduced into the schedule. Amy explained that SVCC's Dixie Dalton had been a tremendous help and had developed an Associate's Degree Program and the Certification for the program. She then told the Board about the upcoming panel discussion in the new facility on April 29th which will engage regional farmers and community members in a discussion to determine what types of Agribusiness courses they would like to see offered to better meet their needs.

A copy of this report is attached to the official Minutes and housed in the Executive Director's office.

Director of Research & Development, David Kenealy

David Kenealy began his report by informing the Board that the joint IDA/SVHEC/AWFI Center for Coatings Application Research & Education (C-CARE) is continually and aggressively evolving, noting the Tobacco Commission grant application submitted by the IDA on behalf of the group was approved and the Hi-bay space in Riverstone is ready to be up fitted and equipped.

David then provided an update on a recent C-CARE meeting attended by himself, David Lohr, Dr. Johnson, Dr. Ramsey, the IDA, and Doug Corrigan saying it was a productive meeting in that this area is very high on their radar as far as partnering in economic development. There have been discussions with Southside Virginia Community College and Danville Community College on a DOL

Grant that would enable the C-CARE initiative to move forward. David added that they are working as much with industry as academics.

David then informed the Board that on Friday, Travis Buchanan would be joining the SVHEC team as the new R&D Project Manager. He further explained Travis' background and noted what a great asset he was going to be to our team.

David then commented that the UVA College of Engineering visited Southside including the SVHEC and engaged in a roundtable discussion of how Riverstone, SVHEC, UVA and private sector ventures plus STILES could work collaboratively to try to advance technologies in energy efficiencies and manufactured housing. David informed the Board that the CDBG Grant is in hand and will be used in the most effective and efficient way to purchase technology for the space.

A copy of this report is attached to the official Minutes and housed in the Executive Director's office.

John Cannon left the meeting at 1:05 pm.

Delegate James Edmunds left the meeting at 1:10 pm.

Agenda Item: Old Business

Dr. Adams provided an update on the Riverstone Energy Center Proposal stating how several of the projects offered through Riverstone have been advancing very nicely including the low cost, energy-efficient housing and the coatings project. She added that the IDA has hired Dr. Douglas Corrigan as their Director of the Riverstone Energy Center.

Agenda Items: New Business

Dr. Adams provided information on the Lake Country Distance Education Center Partnership stating that Frank Ruff had approached her when she first came on board regarding becoming more regional in the Centers outreach. She explained how the SVHEC is working with Southside Virginia Community College and Lake Country Distance Education Center in Clarksville, VA on an IT MOU that would establish the infrastructure that would allow us to share programming through distance learning. She told the Board she would keep them updated as it progressed. Nancy Talley commented that she is glad this is finally happening.

Hope Harris-Gayles gave a brief update on the revision of the SVHEC Bylaws stating it was decided at the December Board Meeting that an internal staff committee would be formed to review the current Bylaws of the SVHEC. She explained to the Board that committee had been formed and after an initial review found some inaccuracies, typos and formatting issues which have been corrected by Dr. Adams, Susan Wilborn and herself. She added that Bylaws were requested and received from Longwood University, Virginia Community College System and South West Higher Education Center to see how these institutions approached their bylaws. SCHEV was also contacted to see if they could offer assistance, which they do not. She added that the Bylaws Committee is continuing to review the bylaws and those from other institutions and at this point are taking a slower approach before making a recommendation but will continue to give updates as it becomes necessary.

Mr. Coleman added that any changes require a thirty (30) day layover before they can be officially adopted by the Board and urged the staff to continue to work on this and keep the enabling legislation in mind.

Dr. Adams then shared with the Board the introduction of a Board Retreat for the members and noted this was suggested in Dr. Simon-Owens research for her dissertation adding this would be a good start in increasing Board communication and involvement and provide the staff with the opportunity to give a complete overview of operations and a natural place to discuss the bylaws and organizational rebranding project. She suggested the Trustees schedule it as part of a regular, but extended Board Meeting.

Dr. Ken Perkins asked where the location would be with Dr. Adams offering several places that were feasible for this, including Berry Hill Conference Center or Longwood University. Dr. Perkins added this may be a good idea.

Mr. Coleman then asked the Board if they felt it should be part of an extended Board meeting or to be separate and apart from the meeting. Dr. Ramsey asked about the time line with Mr. Coleman answering maybe a ½ day within the next three (3) months. Wanda Jeffress recommended having it soon to be able to begin planning for next year adding it should be had prior to the end of summer because there are areas that need to be focused on now for next year; for example a personnel committee established to have things in place for Dr. Adams evaluation early or even upcoming programs or events. Mr. Coleman suggested planning something for ½ day between now and the next Board meeting taking the suggestion to have it at Longwood asking the executive director to send out suggested times, places and dates and try to come up with a majority from the members. It was agreeable to everyone to do this. Wanda Jeffress asked if any members knew of a trained facilitator to lead the group in order to have a strategic plan in place and stay on track.

Agenda Items: Action Items

Mr. Coleman addressed the next item of business on the Agenda as being a continuation from the last meeting concerning the 501(c) 3 Resolution adding it is the recommendation of staff to establish this. Carlyle Ramsey informed the Board he had issues regarding trying to designate as a 501(c) 3. Dr. Adams asked Patty Nelson to remind everyone as to why the Center wanted to establish this. Ms. Nelson explained that right now we could not apply for some grants because we were not 501 (c) 3 designated adding the Foundation has always been kind enough to file these grants for us. She added it would be better efficiency if we filed our own but commented she did not know if you can just tag this designation on the Agency, it may have to be a separate foundation under the umbrella of the SVHEC. Carlyle Ramsey shared that DCC chose to have a private educational foundation 501 (c) 3 because the Foundation gives them much more flexibility noting their Foundation was still under the authority of the college adding it may not give her the arms length kind of separation she wants. Dr. Cavan then asked why it couldn't work with the HEF that is already in existence. Patty replied that it was minor things; for instance, the donation Dr. Winistorfer wants to make and others donating supplies, noting she cannot give them a letter saying it is tax deductible because we are not 501 (c)3, whoever makes a donation has to give it to the Foundation who in turn gives it to us. Dr. Ramsey added he thought every public college and university has a separate 501 (c) 3 with Dr. Cavan adding it is not unusual for organizations that are close together to have a number of different Foundations but he thought it may be easier to go through the HEF.

Mr. Coleman recommended it be pursued as a separate 501 (c) 3 organization. Dr. Cavan commented not to vote on it, to just do it. Mr. Coleman replied that a resolution from the Board was needed.

The motion was made by Dr. Cavan that the Board would move forward with the approval of the 501 (c) 3 Resolution. This was seconded by Dr. Earle Moore and duly carried.

Mr. Coleman then noted he did want to recognize John Cavan who had asked to address the Board and asked that Dr. Simon-Owen come prepared at the June meeting to give an update on her dissertation.

The Chair then recognized Dr. John Cavan who told the staff and Dr. Adams to know they were not alone in their budget challenge, adding they had three (3) of their most expensive programs here in Halifax County. He then went on to explain that they Governor had a re-entry initiative – Campus within Walls - and asked the Department of Corrections to work with the college. Dr. Cavan informed the room that they now have two (2) campuses within walls – one at Greenville Correctional Center and one at Lunenburg Correctional Center where the inmates could receive an Associate Degree in two years and then follow up when they are released. His point being they had to go out and find the resources for these programs noting his story he was sure is not unique but wanted the Center to know they were not alone in this battle.

Delegate Donald Merricks left the meeting at 1:25 pm.

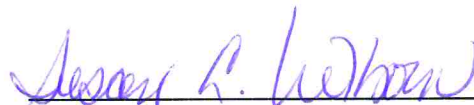
Dr. Carlyle Ramsey then asked if the Board would thank Dr. Andrew Fogarty for his work on the Board. Dr. Fogarty informed the Board the new Interim Executive Director; Peter Blake would be assuming his position on April 1, 2011. The Board thanked Dr. Fogarty for his dedicated service to this Board as we look forward to working with Mr. Blake.

The Chairman appointed Dr. Cavan to head up the Nomination Committee with two Trustees of his choosing. The Committee is tasked with bring back recommendations on filling the two upcoming Board vacancies

There being no further discussion or business, the Chairman declared the meeting adjourned at 1:35 P.M.



Mr. William E. Coleman, Chairman



Susan Wilborn, Board Clerk