

**Minutes of the
Gaston College
Board of Trustees Retreat
Gaston Country Club
February 9, 2024**

Members Present: Judge Jesse Caldwell
Mr. Alan Cloninger
Mr. John Dancoff
Mr. Jonathan Fletcher
Dr. Shawnya Gore, Secretary
Mr. Steve Hall
Ms. Iris Hopper
Ms. Resa Hoyle
Mr. Steve Huffstetler
Mr. Tom Keigher
Ms. Janie Peak
Mr. Tim Smith
Ms. Julie Stroupe, Vice Chair
Ms. Taylor Rose, SGA Representative

Others Present: Mr. Todd Baney
Dr. Jeff Booker
Dr. Dewey Dellinger
Dr. John Hauser, President
Ms. Guyann Howe
Ms. Andrea Lovelace
Mr. Greg Smith
Mr. Carl Stewart, College Attorney

I. SELF EVALUATIONS

Dr. Hauser started the Retreat portion of meeting at 10:00 a.m. He opened by reviewing the Trustees' Self-Evaluation outcomes, pointing out under **Roles and Responsibilities** question 2, *The Board exercises an appropriate leadership role in the ongoing process of establishing the College's vision, mission, and strategic plans*, and question 6, *My personal experience, skills, and abilities are well used by the Board*. Those two questions had lower scores.

Under the **Meeting and Decision-Making** questions, Dr. Hauser pointed out question 7, *Board/Committee Meetings are effectively led and facilitated in an orderly and efficient manner*, question 10, *Board discussions and questions reflect prior review of advance information and preparation for the meeting*, question 11, *The information received before or during Board meetings is adequate for effective understanding and decision making*, question

13, *Board meetings focus primarily on policy matters rather than the managerial operations of the College*, question 14, *The Board is a cohesive team whose members work well together*, question 15, *The Board encourages member questions and respects alternative views on issues being considered*, question 16, *Over the course of a meeting, all members participate in discussions and decision making*, question 18, *Typically, when members identify problems, they also suggest potential solutions*, and question 19, *Through member reactions, the Board demonstrates it is open to change and new ideas*. Dr. Hauser reported the percentages were a little lower in those questions. He asked the Trustees to keep those questions in mind as he covered the second portion of the Retreat. Questions 20 through 24 would also be addressed during that time.

In the **President Evaluation and Relations** category Question 25, *The Board sets clear annual goals and appropriate performance priorities for the president*, question 26, *The Board delegates the administration of College operations to the President, provides needed support in performing these duties, and fairly evaluates the results annually*, and question 28, *Each year, the Board has enough information to accurately and effectively evaluate all aspects of the president's performance* were flagged as lower percentages.

Under Category 4, **Advocacy**, Dr. Hauser referenced question 31, *The Board has organized plan members can follow to effectively advocate for the College*, question 32, *Besides donations, the Board provides other ways members can actively support the College's foundation and fundraising efforts*, and question 34, *The Board is well represented at College-sponsored events on and off campus*, as questions where the ratings were lower.

After highlighting these areas, Dr. Hauser asked the Trustees if they had items where a focus is needed. Ms. Hoyle stated the comments by fellow Trustees at the end of the survey were impactful to her and asked for some examples on those. Comments reviewed of things about the College and the Board that need improvement were: (1) Board meetings run long, (2) Lack of participation/attendance by some board members, clear-cut understanding of responsibilities associated with being a board member, (3) Improve advocacy from all Board members, increased fundraising for scholarships, (4) Financial transparency, (5) the levels and types of policies that the Board are responsible for establishing and monitoring.

Ms. Hoyle also asked for clarity on the improving advocacy comment. Some examples given were:

- When pursuing grants, funding from the Board is a question that is always asked; financial participation from the Board is a fiduciary responsibility
- Advocating students to attend Gaston College
- Advocating with businesses

There was a brief discussion on the College's exposure on social media, such as Linked In, Instagram, and Facebook. A possible presence on television was suggested. Dr. Hauser emphasized what a great job Ms. Ostrowski, Executive Director of Marketing and Communications was doing, e.g., rebranding, athletics, SGA events, programs, etc. The College is also contracted with NPS Strategies out of Raleigh for public relations who does a great job getting the College exposure with media coverage.

Mr. Keigher recommended Gaston College have a presence at the County Commissioners' School of Excellence for recruiting. Ms. Stroupe gave accolades for the College exposure with Lincoln County tenth graders visiting the campus on February 13-14.

II. Board of Trustees Structure

Dr. Hauser reminded the Trustees about the charge they gave him to build a leadership team during the interview and once he was hired. Three and a half years later, he feels he has built that team with the President's Cabinet and now the Executive Cabinet who include: Dr. Dellinger, Dr. Booker, Mr. Baney, and Mr. Smith. In preparation for the meeting today, Dr. Hauser reflected on the significant changes that have happened since he became President of the College. Support from our legislators and, other universities partnering with us were a few examples Dr. Hauser mentioned.

While the institution is changing, the bylaws and policies have not changed which is why Dr. Hauser had the Board of Trustees Structure as a topic at the Retreat. He pointed out that there are matters the College is facing today that are not addressed in our policies or bylaws. A handout was referenced consisting of a simple flowchart showing Board Duties and Responsibilities to Effective Governance to Bylaws and Policies. Dr. Hauser also referenced an ACCT publication, *Trusteeship in Community Colleges*, and also the *Community College Laws of North Carolina*, issued by the State Board of Community Colleges. He encouraged everyone to review the ACCT publication and to take a copy if they did not have one.

Dr. Hauser mentioned Chapter 1, pages 16-20, Chapter 2, pages 21-41 as a reference to Duties and Responsibilities of Members; Effective Governance, Chapter 6, pages 129-157; Bylaws and Policies, Chapter 3, pages 51-78. Based on the evaluations discussed and input provided at the Retreat, the goal is to rewrite and align the policies and bylaws with the College's fiscal year by July 1, 2024. Due to the length and complexity of the project, he anticipates the final document being approved in phases. Recommended changes will be made and presented in red, highlighted, and with the strike change feature so that the final proposals can be easily identified. Mr. Dancoff recommended keeping the policies as a separate document from the bylaws when making suggested changes.

Dr. Hauser emphasized before reviewing the 15-page document that it was a draft and most of the information included came out of *Trusteeship in Community Colleges* and *Community College Laws of North Carolina*. Included in the draft, are specific Chapters showing which NC General Statute is applicable. He reviewed four bullets and pointed out that they could be modified.

Article 1-Key Board of Trustees Authorities:

- Oversees the College to achieve the College Vision
- Appoints and empowers the president to carry out College operations
- Approves College strategy, courses of instruction, and grants degrees
- Contributes to the College and identifies other contributors

Article II -Key Trustee Duties, page 23 of the *Trusteeship in Community Colleges* listed the Key Trustee Duties:

- Duty of Care
- Duty of Loyalty
- Duty of Fiduciary

Article III-Key Trustee Responsibilities, Institutional Capacity

1. Governance Officer
2. Ambassador

Article IV-Board Officers, Duties and Responsibilities refers back to State Board General Statute §115D-13 and *Trusteeship in Community Colleges* pages 44-49.

- Election and Term of Office

Dr. Hauser pointed out number (3) The Secretary, who need not be a member of the Board, shall be elected by the Board.

- Duties and Responsibilities

Dr. Hauser reviewed the responsibilities of the Secretary of the Board in the provided information and proposed that the Secretary be the President of the College since the duties listed apply to the President and the President's office. Therefore, with a Trustee no longer serving as Secretary and not serving on the Executive Committee, this would also allow the Trustee to serve on another committee.

Mr. Cloninger questioned the elimination of the three-year term limit for the Chair's term. After some discussion, other Trustees agreed on the importance of establishing a term limit and adding it to the bylaws.

Article V-Committee Creation and Membership, pages 44-49, *Trusteeship in Community Colleges*.

Dr. Hauser listed the College's current committees: Finance, Facilities, Campus Affairs, and Executive Committee. He proposed beginning in July 2024 the (1) Executive Committee; combine the (2) Finance and Facilities Committees; change the Campus Affairs Committee to the (3) Academic and Student Affairs Committee, and add a (4) Human Resources Committee. Four Trustees would serve on each Committee along with the Chair and Vice-Chair of the Board.

Based on the Self-evaluation question regarding the use of strengths of each Trustee, Dr. Hauser encouraged the Trustees to begin evaluating which Committee would align their attributes best.

Ms. Stroupe questioned the paragraph "To aid and promote good governance, Board members are encouraged to attend meetings of standing committees to which they are not assigned. While not permitted to vote on matters coming before the committees to which they are not assigned, Board member shall use the opportunity to increase their awareness of important matters that are before the College". In sum, Dr. Hauser explained that this emphasizes the importance of commitment and attendance to the Trustee's assigned committee because a non-committee member while encouraged to attend would have no vote on other committees. The intent of the Committee structure is for the Committees to do the work; however, the Board gets the final vote during the Board meeting.

After further discussion, concerns were raised regarding Committee quorums and how voting by non-committee members in past committee meetings has been allowed, and changing this could hinder committee business. The consensus was to take the word "not" out of the statement to allow non-committee members voting rights.

Article VI-Board of Trustees Appointments

Updated information from General Statute § 115-D will be inserted to reflect 2024 legislative changes.

Article VII-Executive Committee, pages 99-111 of the *Trusteeship in Community Colleges*
Membership of the Executive Committee shall consist of the Board Chair, Vice-Chair, Secretary, and the Chairs of the other standing committees. College representatives shall consist of the College President and College Executive Assistant to the President & Board of Trustees.

Article VIII-Finance and Facilities Committee would consist of:

1. Finance Functions – referenced General Statute § 115-D-54, page 54
2. Facilities Functions – referenced General Statute § 115-D-14, pages 42-44
3. Audit Functions – every three years

Article IV-Academic and Student Affairs Committee (formerly Campus Affairs), *Trusteeship in Community Colleges* pages 175-188.

Ms. Rose recommended that the SGA President (non-voting member) serve on the Academic and Student Affairs Committee.

Article X-Human Resources Committee, General Statute § 115-D-28, a new committee

1. Human Resource Functions
2. Public Safety and Security Functions
3. WSGE

There was some concern with the title of Article X. Possibly renaming the committee so that it doesn't imply that Trustees will be involved in all personnel matters.

Dr. Hauser proposed for each committee to have four voting members, one of whom shall be the Chair or Vice-Chair. The College representation shall be:

1. Executive Committee – Dr. Hauser and Ms. Howe
2. Finance and Facilities Committee – Dr. Hauser, Dr. Booker, and Ms. Lovelace
3. Academic and Student Affairs Committee – Dr. Hauser, Dr. Dellinger, Mr. Smith, and Ms. Lovelace
4. Human Resources Committee – Dr. Hauser, Mr. Baney, and Ms. Lovelace

Article XI Ad Hoc Committee: Nominating Committee

1. In June of each calendar year, the Board Chair shall appoint and charge a Nominating Committee with presenting a slate of candidates to the Board to serve as officers of the Board for the subsequent fiscal year. The Committee shall consist of three voting members. Persons seeking office shall be prohibited from serving on the Nominating Committee, and no member may nominate themselves for a position.

Dr. Hauser noted that the timeline should change to May instead of June for the Board Chair to appoint the Committee.

2. Following the appointment, the Nominating Committee shall solicit from among Board members names for a potential Chair, Vice-Chair, and Secretary to the Board.
3. Annually in July, the Nominating Committee will present a slate of officers for the Board's deliberation, acceptance, or amendment, and approval at a regularly scheduled or called meeting.

Dr. Hauser noted that the month should change to June instead of July for the slate of officers to be presented. Mr. Cloninger suggested adding to the bylaws that the Chair of the Nominating Committee will not be a member of the Executive Committee.

The Chair shall also make recommendations for:

1. Board of Trustee NCACCT and ACCT Liaison who does not have to be a member of the Executive Committee.
2. Board of Trustee Legislative Liaison who does not have to be a member of the Executive Committee.

Mr. Cloninger referred to page one of the handout and asked for a fourth bullet to be added stating:

- Consult with the College President on issues within the College and not attempt to do an investigation themselves.

Mr. Dancoff suggested adding under Chair responsibilities that the Chair also serves as Ex-Officio on the GC Foundation Board and the GC Textile Advisory Board.

Dr. Hauser reviewed page 11 of the handout, Board of Trustees Terms and Appointments, and noted the asterisk denotes re-appointment/appointment in 2024. Potentially six new positions in FY 2024-25.

Recurring Agenda Items for Board of Trustees Meetings were reviewed and the committee sequence was highlighted, noting that Committees meet only as needed. The Executive Committee would meet after all of other committees meet. Dr. Hauser proposed Committees meet in January, March, May, September, and November. The Board meetings would be held in February, April, June, August, October, and December. The outline was provided on page 12 of the handout.

There was concern about only having six Board meetings due to the amount of material covered, etc. Dr. Hauser explained how labor-intensive it is to have (almost) monthly Board meetings and why he is recommending the working Committees meet the month before the six Board meetings. He also pointed out how difficult it is for Trustees who are working professionally to make it to so many Board meetings. On the last page of the handout, Dr. Hauser reviewed a sample Board agenda. A suggestion was made to add "New Business" as an agenda item. There was also discussion to add work sessions on months when the Board does not meet similar to the Country Commissioners.

Another concern with the proposed schedule was falling behind on Finance reports. Dr. Booker stated monthly reports are being generated and could easily be shared with the

Committee/Board. However, the cycles and timelines add extra work for staff due to other reports such as tax reporting, etc. A suggestion was made to schedule monthly committee meetings but give the Chair the authority to cancel the meeting if there are no action items.

Concerns were also expressed regarding the Human Resources Committee's responsibilities. Dr. Hauser explained that the Committee would be primarily be responsible for the policies that are currently being covered in the Campus Affairs Committee. Optional Zoom Committee meetings as opposed to in-person were suggested. State law has changed since COVID and voting is no longer allowed on Zoom meetings.

Dr. Hauser asked before the Board adjourned the Retreat if the Board agreed with the four committees. There was no opposition.

Dr. Hauser adjourned the Retreat at 11:39 a.m.

Respectfully submitted,


Dr. Shawnya Gore, Secretary


Ms. Julie Stroupe, Vice Chair

Guyann Howe, Recording Secretary

(College Seal)