

Board of Trustees Meeting August 22, 2022 Edminster Student Union Building

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Mission statement: North Idaho College meets the diverse educational needs of students, employers, and the northern Idaho communities it serves through a commitment to student success, educational excellence, community engagement, and lifelong learning.

This meeting is a business meeting of the Board Trustees and the NIC Administration. The board will take comment on agenda items from members of the public in person at the meeting, and comment will be limited to 2 minutes per person. A sign-up sheet will be provided in the meeting room. Individuals interested in communicating with the board outside the meeting may send an email to board@nic.edu.

AGENDA

6:00 p.m. Lake Coeur d'Alene Room

Convene/Call to Order/Verification of Quorum

Pledge of Allegiance

David Wold

Public Comment

David Wold

Celebrating Success: Dual Credit / IDeA Network of Biological Research Excellence (INBRE) Kassie Silvas

CONSTITUENT REPORTS

ASNIC Damian Maxwell Faculty Assembly Ben Tschida Staff Assembly Keri Simonet Senate Neil Doyle

President's Report Nick Swayne

NIC FOUNDATION REPORT David Wold

CONSENT AGENDA

Action for Approval of Meeting Minutes for June 22, 2022, and July 14, 2022

UNFINISHED BUSINESS

Tab 1: Action: Board Conduct Policy David Wold

NEW BUSINESS

Tab 2: Action: Correction of Scrivener's Error in College President's Contract	Marc Lyons
Action: Emeritus Status for Christie Wood	David Wold
Discuss Upcoming Agenda Topics	Nick Swayne

INFORMATION ITEMS

Enrollment Update
Athletic Conference Affiliation Update
Campus Security Update
Accreditation Update

Kassie Silvas Alex Harris Alex Harris Steve Kurtz

Action: Executive Session* David Wold

REMARKS FOR THE GOOD OF THE ORDER**

ADJOURN

^{*} Executive sessions may be called for the purposes of considering personnel matters [Idaho Code § 74-206(1) (a) To consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. This paragraph does not apply to filling a vacancy in an elective office or deliberations about staffing needs in general; (b) To consider the evaluation, dismissal or disciplining of, or to hear complaints or charges brought against, a public officer, employee, staff member or individual agent, or public school student; [Idaho Code § 74-206(1)(c)], deliberating regarding an acquisition of an interest in real property; [Idaho Code § 74-206(1)(d)] considering records that are exempt from public disclosure; [Idaho Code § 74-206(1)(e)] considering preliminary negotiations involving matters of trade or commerce in which this governing body is in competition with another governing body; [Idaho Code § 74-206(1)(f)] communicating with legal counsel regarding pending/imminently-likely litigation; [Idaho Code § 74-206(1)(i)] communicating with risk manager/insurer regarding pending/imminently-likely claims.

^{**} Remarks are subject to NIC Policy 2.01.03. Copies are available from the President's Office.

CALL TO ORDER AND VERIFICATION OF QUORUM

Chair Wold called the meeting to order at 5:00 p.m. and verified that a quorum was present. Trustee Goedde made a motion to go into executive session under Idaho Code § 74--206(1)(a) to consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. The motion was seconded, and roll call vote was taken as follows:

Todd Banducci	nay
Pete Broschet	aye
John Goedde	aye
Greg McKenzie	nay
David Wold	aye

The meeting was recessed at 5:27 p.m.

CALL TO ORDER AND VERIFICATION OF QUORUM

Chair Wold reconvened the meeting at 6:00 p.m. and verified that a quorum was present. He next welcomed attendees and led them in the Pledge of Allegiance.

ATTENDANCE

Trustees: Todd Banducci

Pete Broschet John Goedde Greg McKenzie David Wold

Also present: Michael Sebaaly, Interim President

Kassie Silvas, Interim Provost

Sarah Garcia, Interim VP Finance and Business Affairs

Laura Rumpler, Chief Communications and Government Relations Officer

Marc Lyons, Attorney for North Idaho College

PUBLIC COMMENT

Judy Foss commented on the presidential search Geoffrey Winkler commented on insurance Howard Kuhns commented on the presidential search Doug Miller commented on athletics Russell and Russ Grove commented on athletics Corey Symons commented on athletics

CELEBRATING SUCCESS

Association Professor of Graphic Design Philippe Valle presented achievements and successes of Graphic Design students.

PRESIDENT'S REPORT

Dr. Sebaaly reported on collaborative efforts between the Idaho public higher education institutions and commented that he looks forward to completing board orientation sessions and a conducting a facilities workshop in the month of July. He expressed his thanks and gratitude to members of the leadership team and others who helped during the transition.

FOUNDATION BOARD REPORT

Chair Wold reported that the Foundation Board of Directors received a presentation from Erin Lanigan from GIZMO-CDA. He also reported that the house project for the Really BIG Raffle is on schedule for completion and the drawing will be held on July 13. He next reported that the annual fundraising campaign is going well and will conclude at the end of the fiscal year on June 30. He closed by reporting that board officers have been approved for the next two years.

CONSENT AGENDA

There was no discussion on the consent agenda, which consisted of minutes of the May 25, 2022, June 9, 2022, June 10, 2022, June 13, 2022, and June 16, 2022 board meetings, and it was accepted, as presented.

UNFINISHED BUSINESS

Resolution to Reserve Foregone Taxes

Dr. Sebaaly offered opening comments and expressed his appreciation to Interim VP Sarah Garcia and her team. Ms. Garcia briefly explained that the board's authorization is needed to reserve the available tax that was not levied this year in the amount of \$519,000.

Trustee McKenzie made a motion for the board to not reserve foregone taxes. The motion was seconded, and following discussion, carried unanimously.

Board Conduct Policy

Dr. Sebaaly presented revisions to Policy 2.01.10 and shared that the administration continues to work on the development of an ombudsman program.

Trustee McKenzie made a motion to table the policy until an ombudsman program is implemented. The motion was seconded and failed with three opposed.

Trustee Goedde made a motion to adopt revisions to Policy 2.01.10 and forward it to the Northwest Commission on Colleges and Universities as part of their recommendations. The motion was seconded. Following discussion, Trustee Banducci made an amended motion to work on the board conduct policy revisions in tandem with the implementation of an ombudsman policy and program. The motion was seconded. Following discussion, Trustees Goedde and Banducci withdrew their motions.

Trustee McKenzie made a motion to table the revised policy and bring it before the board no later than the October meeting with a policy for an ombudsman program. The motion was seconded and carried unanimously.

NEW BUSINESS

Selection of President

College Attorney Marc Lyons provided comments and turned the floor over to Pauly Group President Angela Provart. Ms. Provart asked each trustee to provide the name of his first choice from the four final candidates.

Trustee Goedde offered the name of Nick Swayne.

Trustee Broschet offered the name of Nick Swayne.

Trustee McKenzie offered no name.

Trustee Banducci offered no name. Chair Wold offered the name of Nick Swayne.

Trustee McKenzie made a motion for the board to select Dr. Todd Brand. The motion was seconded and following discussion, failed with three opposed.

Trustee Goedde made a motion for the board to select Dr. Nick Swayne as the next president of North Idaho College and authorize the board chair to work with the college attorney to negotiate a contract of employment, which contract will need to be approved by the board of trustees. The motion was seconded. Trustee McKenzie made an amended motion to offer Dr. Swayne the contract held by the prior president with same salary. The motion was seconded and following discussion, Trustee McKenzie further amended his motion to authorize the contract for a two-year term. The amendment was seconded. The amended motion failed with three opposed.

Trustee McKenzie made an amended motion that contract negotiations are conducted by email and that all trustees are copied on the emails in order to understand negotiations. The motion was seconded and failed with three opposed.

Trustee Banducci made an amended motion to delay the vote until a site visit can be made to Dr. Swayne's college. The motion was seconded and failed with three opposed.

The original motion to offer the position to Dr. Nick Swayne carried with three in favor.

At this time, the board took a recess.

Revise Annual Calendars to Add Juneteenth Holiday

Dr. Sebaaly asked the board to table this item until constituent groups and others are able to look at all of the federal holidays and how the college recognizes them and come back with a more complete package for the board to consider. Trustee Goedde made a motion to table. The motion was seconded and carried unanimously.

Change Athletic Conference Affiliation

Dr. Sebaaly asked the board to provide the college direction to speak with the Northwest Athletic Conference about changing our conference affiliation and bring back a recommendation to the board, this fall, for changes in conference affiliation and the associated costs. Trustee Banducci expressed his interest in the college conducting a study of the costs to change conference affiliation, to take a poll of the coaches about their interest in moving back to the National Jr. College Athletic Association, contacting the Northwest Athletic Conference about a release of NIC programs that are interested in changing affiliation, and adding assistant coaches for the wrestling and golf programs. Trustee Broschet expressed his interest in an analysis of how changing conference affiliation will affect student enrollment and retention, the short- and long-term financial impact of a change, and polling not only the coaches, but also faculty and staff, and getting input from the new president on the college's conference affiliation.

Trustee McKenzie made a motion for the administration to poll the coaches about which conference they would prefer the college affiliates with and a summary from each one describing why. The motion was seconded and carried unanimously.

Trustee McKenzie made a motion for the administration to discuss with the Northwest Athletic Conference, their willingness to release NIC sports programs, and recommend a plan with associated costs and timeline. The motion was seconded and carried unanimously.

Upcoming Agenda Topics

Dr. Sebaaly requested trustees provide recommendations for topics for upcoming board agendas. He shared that specific enrollment data previously requested by the board will be included. Trustee McKenzie requested that a board training session be scheduled in November or later.

INFORMATION ITEMS

Accreditation Update

Dr. Steve Kurtz, director of Planning, Strategy and Effectiveness shared information on the history of planning at North Idaho College, the evaluation of improvement initiatives related to the college's strategic plan goals, and efforts to address the two recommendations the college received from the Northwest Commission on Colleges and universities following the 2020 Year-7 evaluation and site visit.

Data Analyst Chris Brueher presented an online dashboard exhibiting elements measuring mission fulfillment under the college's strategic plan goals and objectives.

Discuss Security on Campus

Director of Security and Interim Dean of Students Alex Harris stood for questions from trustees related to campus security. Trustee Banducci expressed his interest in receiving a cost estimate and timeline to train and arm campus security officers. Trustee Broschet requested an analysis of liability insurance related to armed security officers as well as input on the matter from students, faculty and staff. Trustee McKenzie requested information from other institutions that had experienced an active shooter incident.

Insurance Update

Sarah Garcia reported that following an appeal to the Idaho Counties Risk Management Program, the college's risk management insurer, the Program issued the college a 90-day policy for coverage July through September 2022, and she shared that the college is working to identify alternative insurers. She informed the board that the college will work through the current broker to secure coverage for the coming fiscal year and develop a Request for Proposal for issue next spring for fiscal year 2024 coverage.

Trustee Banducci expressed interest in the college better codifying professional services so there is a regular cycle for contract review and renewal to help the community understand when professional services may be open for bid. Trustee McKenzie expressed interest in a public facing website to show the college's contracted services. Trustee Goedde shared that ICRMP will not agree to separately insure certain things for the college and when the 90 day period ends, coverage will end until sometime in the future when they might reconsider.

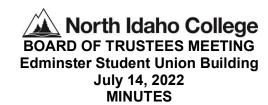
REMARKS FOR THE GOOD OF THE ORDER

Chair Wold commented on Dr. Nick Swayne and he expressed his thanks to all four of the finalist candidates for spending their time with the community and the board of trustees. He thanked the staff for their efforts in supporting the process, and he thanked the presidential search committee. He expressed his thanks to Dr. Sebaaly.

Trustee Goedde remarked that when he joined the board of trustees, he divested himself of membership in the Save NIC organization. He informed trustees that ICRMP had offered to provide the trustees board member training. He also expressed thanks to Dr. Sebaaly for his help over the past month.

There were no further remarks and the meeting adjourned at 9:27 p.m.

Respectfully Submitted, Shannon Goodrich, Board Clerk



CALL TO ORDER AND VERIFICATION OF QUORUM

Chair Wold called the meeting to order at 5:30 p.m. and verified that a quorum was present. Trustee Goedde made a motion to go into executive session under Idaho Code § 74--206(1)(a) to consider hiring a public officer, and (c) to deliberate regarding an acquisition of an interest in real property. The motion was seconded, and roll call vote was taken as follows:

Todd Banducci	nay
Pete Broschet	aye
John Goedde	aye
Greg McKenzie	nay
David Wold	aye

The meeting was recessed at 5:45 p.m.

CALL TO ORDER AND VERIFICATION OF QUORUM

Chair Wold reconvened the meeting at 6:00 p.m. and verified that a quorum was present. He next welcomed attendees and led them in the Pledge of Allegiance.

ATTENDANCE

Trustees: Todd Banducci

Pete Broschet John Goedde Greg McKenzie David Wold

Also present: Michael Sebaaly, Interim President

Sarah Garcia, Interim VP Finance and Business Affairs

Marc Lyons, Attorney for North Idaho College

Approve President's Contract

College Attorney Marc Lyons reviewed elements of the employment agreement for Dr. Nick Swayne.

Trustee Goedde made a motion for the board to approve the employment agreement for Dr. Nick Swayne. The motion was seconded, and following discussion, roll call vote was called:

Trustee Wold aye
Trustee Goedde aye
Trustee Broschet aye
Trustee Banducci nay
Trustee McKenzie nay

Purchase of Property

Mr. Lyons commented on the required processes for the college to purchase real property from a private party. VP Sarah Garcia provided information about the property commonly known as the Fort Ground Grill that is situated adjacent to the North Idaho College campus, and she reviewed the terms of the purchase.

Trustee Broschet made a motion for the board to adopt Resolution 2022-01, entering the appraisal into the board's record, and authorizing the board chair to execute both the resolution and the real estate purchase and sales agreement. The motion was seconded, and following discussion, carried with Trustees Broschet, Goedde, and Wold voting in favor of the purchase of the Fort Ground Grill and Trustees Banducci and McKenzie voting against the purchase.

There was no further business and the meeting adjourned at 6:47 p.m.

Respectfully Submitted, Shannon Goodrich, Board Clerk

Policy

Policy #2.01.10

Effective Date: 8/24/20

Rescinded: <u>12/16/20</u>

Revised and Reinstated: <u>5/26/21</u>

Revised: _____

(Impact Area - Dept Name)	(General Subject Area)	(Specific Subject Area)
Board of Trustees	Board of Trustees	Board Member General Conduct
	Author: Board of Trustees	Supersedes Policy
Relates to Procedure #	Impact:	
Relates to Procedure #	Impact: Board of Trustees	
Relates to Procedure # Legal Citation (if any):		

Policy Narrative Page 1 of 6

Pursuant to Idaho Code Title 33 Chapter 21; 33-2107 entitled General Powers of the Board of Trustees, the Board of Trustees of each community college district shall have the power to adopt policies and regulations for its own government and the government of the college. In furtherance of this power the Board of Trustees establishes this policy regarding Board Conduct.

Purpose

The purpose of this policy is to prescribe processes, behaviors, and methods of appropriate communications for effective and efficient Board operations. This policy is not intended to infringe upon individual first amendment rights nor interfere with

Policy 2.01.10 Page 2 of 6

personal relationships. Utilizing proper procedures and channels of communications and exercising respectful behaviors results in a more effective and efficient organization.

General Guidelines for Conduct

The Board expects its members to demonstrate ethical and businesslike conduct. This commitment includes proper use of authority and respect in group and individual behavior when acting as Board members.

Board members are expected to:

- 1. Devote time, thought, and study to the duties of a trustee in order to be effective and provide credible service.
- 2. Consider information received from all sources and base personal decisions upon all available facts while maintaining confidentiality of privileged information.
- 3. Work with fellow trustees in a spirit of harmony and co-operation in spite of differences of opinion.
- 4. Recognize that authority over the organization is only vested in the Board when it meets in legal session.
- 5. Maintain the integrity of the Board and the position of the trustee when communicating and interacting with outside individuals and agencies. This includes full disclosure to participants when attending meetings as an ordinary citizen.
- 6. Respect the majority decisions of the Board.
- 7. Work to support the interests of North Idaho College ("NIC") and the Board.
- 8. Demonstrate discretion when making public statements in person, online or in other forums, so as to minimize the impression that such statements reflect the opinion of NIC or the Board when they do not.
- 9. Maintain the highest standards of civility and respect accorded to public office through the absence of unwarranted criticism of fellow Board members, the Board, NIC administration or employees.
- 10. Deal appropriately with sensitive issues and respect the confidentiality of discussions that take place during executive sessions.
- 11. Represent everyone the College serves, not a particular interest group.
- 12. Declare any conflict of interest. A trustee will not participate in, vote on, or exert influence on, any decision in which the trustee has any interest.

Policy 2.01.10 Page 3 of 6

The Board of Trustees recognizes that it has authority to act only as a unit and that individual Board members have no authority to act in College matters without approval of the Board.

The Board will enforce upon itself and its members effective practices to govern and discharge its duties effectively and efficiently. The Board and individual Board member's self-discipline will apply at all times and to such matters including, but are not limited to attendance, respect for others, proper decorum, confidentiality with sensitive information, speaking with one voice for external communications, and adherence to the policies and rules of the College and the Board. The Board will take appropriate action to enforce the obligations imposed hereunder, including without limitation, limiting or suspending Board privileges, private or public censure. or other such action as the Board deems appropriate.

Each Board member is subject to and shall conform his or her behavior in accordance with Board and general College policies regarding ethical and professional conduct.

Interaction with College Personnel Guidelines

College personnel regard a visit by a Board member, except for consultation with the President, as a special occasion. Ongoing interaction can create confusion as to the roles of the Board and the College Administration. To prevent the appearance of impropriety or unethical conduct and to avoid the use of undue and inappropriate influence over College personnel, Board members shall inform the president about contact and interactions with College personnel. Board members should be afforded confidential communication with the NIC community. Nothing herein shall be construed to prohibit or discourage communications between board members and members of the faculty, staff, administration or community.

Individual Trustees, however, must refrain from communicating or acting in a manner that violates, interferes with or circumvents College policy and administrative procedures and guidelines. Trustees are responsible for familiarizing themselves with College policies, adhering to those policies, procedures, and guidelines and complying with the spirit and intent of those policies.

The Board recognizes the rights of students, faculty, administrators and other employees of the College to hold private meetings and to carry on the day-to-day operations of the College without the participation of Board members. Accordingly, it is improper for Board members:

1. To attend or participate in private meetings of students, faculty, administrators or other employees of the College where College business is to be considered, unless the Board member has been invited to attend as an observer only, or the

Policy 2.01.10 Page 4 of 6

- Board as a whole is invited to attend and has decided to participate, or the Board member has been officially designated by the Board to attend or participate;
- 2. To participate in the day-to-day operations of the College without official Board approval;
- 3. To intercede with students, faculty, administrators or any other employees of the College on behalf of any person or program without informing the Board.
- 4. To threaten or harass or intimidate any employee or student of the College or anyone doing business with the College; and
- 5. To borrow money, solicit funds or accept gratuities of any kind from any employee of the College, unless the activity, is conduct involving election, campaigning, or free speech or is otherwise protected by constitution or statute.

Communications Procedures/Board Members Request for Information

In order to assure that internal and external communication between the Board, the public and the college staff are clear and represent the unity and maintain the integrity of the Board acting as a whole, these policies will be followed as individual responsibilities of each Trustee. Trustees should be continually conscious of the potential that their position is viewed as one of power and may unduly influence college employees

- Individual Trustees requesting information that will require a material amount of staff time to compile, or the preparation of a special report, or that may be disruptive shall make such requests to the Chairperson of the Board. The Board Chairperson may approve the request or, at his or her discretion, have the request placed on the agenda of the next Board meeting for the consideration of the Board of Trustees. Compilations and reports prepared pursuant to this provision will be available to all Trustees. Individual Trustees shall not make such requests directly to an employee of the College.
- Individual Trustees with questions regarding the operations of the College, such as inquiries concerning employment or admission to the College, complaints for or about students, complaints from or about faculty and staff, complaints or questions about administrative decisions, and complaints or questions from or about facilities, shall convey such to the Office of the President for consideration and possible action;
- When discussing community concerns, issues involving the College, and actions taken by the Board of Trustees and the administration, Trustees should carefully delineate between opinions that are personal and held as an individual citizen versus opinions that reflect officially approved policies or action of the Board or College;

Policy 2.01.10 Page 5 of 6

4. Trustees should make no announcement of nor give any information about action taken by the Board until such action has been communicated by the Board Chairperson or President through regular official channels;

5. Consistent with this and other Board Policies, an individual Trustee shall not purport to act for, bind, or commit the College to any act or course of conduct without prior approval of the Board. The College can be bound only by formal action of the Board.

Communication with Legislators, Public Officials, and Community Leaders

Unless authorized by the Board, Board members, should take reasonable care to clarify that they are acting as individuals and not on behalf of the Board or the College and should strive to maintain consistency with established board decisions, policies and plans.

Relationship with the Press

The Board Chairperson and the President, or their respective designees, shall be the spokespersons to the press on College matters. In most cases, Board members should refer inquiries from reporters to the Chairperson and/or President, or designee. The goal is to speak with one voice on College matters and to remove the potential of conflicting statements. However, the Board recognizes elected officials will speak to the Press when they feel it is appropriate.

Conflict of Interest

As required by state law, if a Board member's outside activity (employment, participation or involvement in another business, corporation, institution or other entity) constitutes a conflict of interest, then the Board member will (a) disclose to the Board such conflict or the potential conflict; (b) absent herself/himself from discussion regarding any issue which involves his or her role as a Board member and his or her outside activity, and (c) refrain from voting on any such issue.

Trustee Usage of Facilities

Trustees are not prohibited from using College facilities for professional or personal reasons provided such facilities are normally available to the public, and the Trustee is subject to the same conditions, goes through the same procedures and pays the same compensation as would a member of the public who is not a College employee or are specifically authorized by Board policy.

Complaints Regarding Individual Board Member

Policy 2.01.10 Page 6 of 6

In the event the College receives a complaint about a Trustee from a member of the public or from a College employee, the complaint shall be referred to the Board Chairperson or, if the complaint is against the Chairperson, to the Vice Chairperson. The Trustee that is the subject of the complaint shall be notified and given an opportunity to respond. The Board shall have the discretion to investigate the complaint, including the authority to engage an outside consultant to undertake the investigation. Any report from an outside consultant shall be disseminated to all Board members prior to any action being taken against the Board member. Meetings to hear complaints or to consider the conduct of a Board member shall initially take place in executive session. If the Board decides to take action (such as censure), such action may be a private admonishment or, if the Board decides the conduct justifies public admonishment, may announce censure (or other appropriate sanction) at an open meeting.

Potential Action for Trustee Violation of Policy

A Trustee violation of this policy will be subject to the following potential action as determined by the Board as a whole:

- Loss of Board appointments to committees.
- Loss of officer status (e.g. designation as Chair, Vice-Chair, Secretary, Treasurer, etc.).
- Private censure in executive session by other Board members.
- Public censure by the Board (by motion or resolution in an open meeting)

Prior to such action, the Trustee will be entitled to a hearing before the Board in executive session to hear the charges and to allow the Trustee to respond. The decision of a majority of the Board is final.

The Board shall cause a record to be made of any such complaint proceedings and deposit such record in a confidential file maintained by the Secretary of the Board.

BOARD OF TRUSTEES MEETING August 22, 2022

TAB 2

SUBJECT

Correction of Scrivener's Error in College President's contract.

BACKGROUND

The employment contract for North Idaho College President was approved by the Board at the July meeting. As explained by the College attorney at the time, the agreed upon contract eliminated the "termination without cause" option, which term was negotiated and agreed by the new President and the Board Chair and which was also approved by the Board last month.

DISCUSSION

In putting together the final draft to be signed, the attorney inadvertently replaced two words in section 12.1 about how the contract can be terminated that included the following language: "by *either party* without cause." This was intended to read "by *the President* without cause."

The agreement section 12.1 needs to be corrected to read as follows:

This Agreement may be terminated by mutual agreement of the parties, by either party the President without cause, or by the Board for cause. Notice of termination must be in writing and delivered to the non-terminating party.

This modification reflects the agreed language consistent with what the attorney represented at the last meeting and eliminates an inconsistency.

COMMITTEE ACTION

No committee action is necessary.

FINANCIAL IMPACT

There is no financial impact.

REQUESTED BOARD ACTION

The Board is requested to consider a motion to correct the President's employment agreement by removing the words "either party" from section 12.1 and replacing them with the words "the President."

Prepared by, Marc Lyons, Attorney for North Idaho College