

**North Central State College  
Board of Trustees' Meeting  
August 26, 2020**

**I. CALL TO ORDER**

NOTE: Due to the special circumstances brought about by the COVID-19 situation, the offices of the Ohio Attorney General and Secretary of State have temporarily approved Trustee participation in Regular Open Meetings via teleconference and similar means. Such participation may also be counted for Trustee attendance and applied towards meeting quorum requirements for that meeting. This was also based on currently and temporarily approved legislature bill. Subject to the College closure due to COVID-19 this meeting was held exclusively online via Zoom.

Chair Mowry called the meeting to order at 5:30 p.m. in a Zoom virtual video and audio meeting space. At that time, she asked all to rise and join her in reciting the pledge of allegiance followed by her reading of the Global ENDS Policy for North Central State College.

**II. ROLL CALL**

The Secretary, Mr. Stephen Williams called the roll.

**Present (online):**

Mr. Mark Masters  
Dr. Dwight McElfresh  
Mr. Roger Miller  
Ms. Elisabeth Morando  
Ms. Pamela Mowry  
Ms. Linda Nelson  
Mr. Matthew Smith  
Mr. Steven Stone  
Ms. Kimberly Winkle

**III. INTRODUCTION OF GUESTS**

Board Chair, Ms. Pamela Mowry asked President Dorey Diab to introduce the guests present. President Dorey Diab indicated the presence of: Dr. Karen Reed, Vice President of Academic Services; Ms. Lori McKee, Vice President of Business Services; Mr. Tom Prendergast, Vice President of Student Services; Ms. Cindy Cornell and Ms. Margaret Puckett representing the Faculty

**IV. FOCUS OF THE MEETING – Ms. Pamela Mowry**

Ms. Pamela Mowry explained that the primary focus of tonight's meeting will include: A Report from our Students, our Foundation, and our President. We will attend to our Required Approval Agenda, our Policy Governance Agenda and will conclude with an Executive Session to discuss the President's Contract and Compensation.

## **V. OSU-MANSFIELD ADVISORY BOARD REPORT**

Board Chair, Ms. Pamela Mowry explained that unfortunately, Ms. Kelly Blay was unable to join us tonight and there was no one able to take her place so, we will not have an OSU-M Report tonight. The next OSU-M Advisory Board meeting will take place on September 17<sup>th</sup> and Ms. Elisabeth Morando has agreed to represent our Board at that meeting. Thank You Elisabeth.

## **VI. PRESIDENT'S REPORT – *Dr. Dorey Diab***

Dr. Diab presented the students report as no student was able to attend.

### **A. Phi Theta Kappa (PTK) and Sigma Alpha Pi (SAP) Updates**

#### **National Society for Leadership and Success (NSLS) (Sigma Alpha Pi)**

The national office for the National Society of Leadership and Success has created an online platform from which we can offer programming. Advisor, Ms. Barb Keener will be attending a training to learn how to host events using this platform, so the chapter can engage with students online and face-to-face.

2000 invitations will be sent out next week inviting students to join the society.

Orientations will begin in about a month. The chapter will also host 6 leadership broadcasts and goal setting sessions, 3 leadership trainings and other various events.

#### **Phi Theta Kappa (PTK)**

Chapter Advisor, Ms. Barb Keener, met with Chapter President, Mr. Dustin Boyd to discuss the best time to have weekly meetings this fall. The chapter officers will be meeting on Thursdays at 4:00, online or face-to-face.

The Chapter is working on sending out invitations to new potential students.

The chapter will be redoing the bulletin board and display cabinets in the coming weeks.

Student of the year application will open in September.

## **B. North Central State College Foundation Development and Update - Dr. Dorey Diab**

Dr. Dorey Diab explained that Ms. Chris Copper was unable to attend tonight's meeting he would be presenting her report as well. Dr. Diab presented the Foundation Development and Update Report as follows.

### **Emerald Club 2020**

Goal: \$330,000

Total: \$261,156.22

2021 % to goal: 79%

### **Scholarships**

- Grants have been made to students at CSC from Arts for Success donations and the Solt scholarship fund.
- The Covid Fund for students needing help has been used by over 50 students.

### **Foundation Events**

- Scholarship Luncheon is via zoom on Thursday, Oct 8, 2020 (11 am to 12 pm). The Alumni of Year will be presented at that event.
- Arts for Success planned for March 4, 2021
- Hall of Excellence-Details reconfirmed and is still set for Friday, April 9, 2021 from 5:30 pm to 9 pm. Having the event in person is dependent on the Governor's directives.

### **Fundraising**

- Emerald Club mailing is out and new donations, along with past donor support have been coming in to the foundation.
- Arts for Success Sponsorship packets went out. Targeting \$25k net.
- 75% of this year's Cedar Fair tickets have been distributed. The tickets are good through the 2021 summer season.

### **Recent Grants Requested**

- \$57,475 – Portable PLC and Electrical Equipment
- \$31,121 – Engineering equipment-Table top ShopBot and support items
- \$20,000 and \$15,000 (\$35k total) – TFS for Adults, \$75,000 received YTD

### **Foundation Board**

- This Thursday, August 27 is the Foundation Annual Board meeting and it will be via zoom.

## **C. Monitoring Report: Executive Limitations Policies – Financial Conditions and Activities Policy (4.6) and Asset Protection Policy (4.7)**

Dr. Dorey Diab explained that the monitoring report discussion is continuing with going over the six Ends policies and the 10 Executive Limitations.

This report focuses on the financial policies.

Policy 4.6 Financial Condition and Activities policy states,

*“With respect to the actual, ongoing financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from board priorities established in Ends policies.”*

President Diab reported that the College follows the standards required by the state and federal government. The unqualified financial audit with no findings has proven that practice. Payroll, debts, and taxes are paid appropriately. Some old and obsolete inventory is being auctioned off based on state requirements on Govdeals.com website. As indicated previously:

1. The College composite score for financial responsibility this past year was 5.0. The goal was to at least maintain it at 4.0, which is higher than the score of 2.25, the floor set by the Board. OACC average is 4.1, and OACC peers average is 3.7.
2. We increased the reserve to 51% (14% above last year’s 37%, exceeding the strategic goal of 2% increase), OACC average is 41%, and OACC peers average is 41.8%.
3. We maintain a healthy monthly cash on hand, and continue to balance the budget and not borrow from the reserve to cover expenses.
4. We continue to have a clean financial audit year after year
5. We brought in close to \$2.0 million in grants last year
6. The Foundation brought in \$750,000 in donations, tripling the \$250,000 goal

Policy 4.7 Financial Condition and Activities policy states,

*“The CEO will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked or improperly used.”*

President Diab reported that the Board Chair (since the board acts as one) and key administration personnel (CEO, CFO, and Foundation Director) are insured for \$1.3 million each. Also, all Board members are covered under the "Pillar Liability Policy" (which includes legal and employment practices) up to \$5,000,000 with a \$10,000 deductible.

In addition, as reported previously:

1. We are very diligent in protecting the institution, and minimize its risk for exposure and liability through continuous review of situations that arise with the Attorney General’s Office. However, we can’t control what actions others may take.
2. We review purchases with an eye on eliminating any conflict of interest. Major purchases are made through vendors that are approved by the State, and placed out for bids and comparative process and quality for those equal to or more than \$20,000.

3. The Board is aware that we do not do typical university research to warrant, for example, applying for patents and protect that type of intellectual property. Courses developed by faculty are owned by both the College and the faculty since the College paid for them.

4. Due to a tremendous global increase in electronic viruses, “spam” and “phishing” attacks, our Information Technology (IT) department has been able to thwart hundreds, if not thousands, of attempts on our systems. We continue to enhance firewall cyber security protection, back-up server capabilities to save our files mostly to the cloud, perform disaster recovery, maintain business continuity, and prevent information from being exposed to loss or damage. Yet, this remains a major concern despite all of our efforts, especially when our federal and state governments, and even security and financial companies, get hacked regularly.

5. State-approved auditors have been performing their responsibilities while maintaining their independence with no interference from College personnel. This has been proven by the financial audits that have been without any findings.

6. We hold no operating capital in insecure instruments (stocks). The cash-on-hand is split between Richland bank and STAR Ohio.

The College’s public image and credibility have been generally strong as evidenced by the many accolades that the College received and many publications in the newspaper and the electronic media.

The College has no subsidiary corporation.

#### **D. Updates/Other**

1. Covid responses. President Diab conveyed kudos to the Faculty of North Central State College for turning on a dime to convert all course offerings to online. As we begin the fall semester, we are implementing strong safety procedures and monitoring environmental conditions to ensure the best health and safety conditions for our faculty, staff and students as we resume smaller percentage of classes on campus. Still, our faculty and staff must be also mindful of the potential exposure of their own family and children as they return to school and the possibility continuing their teaching from home in case they fall subject to a mandatory quarantine due to the potential exposure of other family members or caregivers.

2. Enrollment. President Diab reported that while our highest enrollment from last fall was 3034 in headcount and 24,800 in credit hours, today it is around 2,450 in headcount and 21,200 in credit hours, leading to less revenues than last year. Still, we are waiting to see the results of CCP enrollment as the local high schools begin to resume classes next week. A positive note to consider is that while we may or may not reach last year’s enrollment, the budget was developed taking into account for the potential of lower enrollment with around 20,000 credit hours. With that in mind, it has been a Great Team Effort and all should be proud of our accomplishment in the face of uncertainty brought on by this unprecedented pandemic.

Following the President's update, Trustee, Mr. Mark Masters asked about uninsured accounts to which Ms. Lori McKee responded. Trustee, Mr. Matthew Smith asked about the status of the State's Capital Budget, to which President Diab responded.

## **VII. REQUIRED APPROVALS AGENDA**

### **CONSENT AGENDA**

The Chair presented the Consent Agenda and called for any items that should be removed from the consent agenda for further discussion. On a motion by Ms. Linda Nelson and seconded by Dr. Dwight McElfresh and passing unanimously, the following items were approved:

- A. Approval of Minutes for June 24, 2020 "Regular Meeting"**
- B. Approval of Minutes for July 22, 2020 "Annual Planning Retreat"**
- C. Consideration of Approval of Employment of College Personnel – R-2020-20**

### ***CONSIDERATION OF APPROVAL OF EMPLOYMENT OF COLLEGE PERSONNEL***

***R-2020-20***

#### **NEW HIRES**

***BE IT RESOLVED:*** by the Board of Trustees that the following staff members are hereby employed as stipulated below:

***BEGINNING June 29, 2020***

*Emily Wilson, Teacher Assistant Sub, Child Development Center  
Ohio State University, Early Childhood Education*

***BEGINNING August 13, 2020***

*Tahir Sulehia, Biology Faculty  
St. Petersburg State Medical Academy, Russia, Neuroscience and Physiology*

***BEGINNING, August 24, 2020***

*Kelly Grimes, PN Nursing Faculty  
Ohio University, BSN*

#### ***EXPLANATIONS OF NEW HIRES FOR RESOLUTIONS R-2020-20***

*Emily Wilson is hired as Teacher Assistant Sub at the Child Development Center to replace Jessica Meek.*

*Tahir Sulehia is hired as Biology Faculty to replace Farrag Mahmoud*

*Kelly Grimes is hired as PN Nursing Faculty to replace Lisa Vousden*

## **REGULAR AGENDA**

### **A. Treasurer's Report for June 30, 2020 – Ms. Lori McKee**

Ms. Lori McKee presented the Treasurer's Report for the period ending June 30, 2020. She stated that revenues for the month totaled \$625,673. Expenditures were \$1,488,967 leaving a deficit of \$863,295. Year-to-date revenues totaled \$20,538,522. Year-to-date expenditures totaled \$18,068,961 leaving an excess of \$2,469,561. The Month End Investment Balance for June 2020 was \$6,098,363 (\$3,046,391 in Star Ohio and \$3,051,972 in Richland Bank). Ms. McKee described the trends that are demonstrated by the Tracking of the Monthly Cash Flow feature as well as the dashboard indicators. Trustee, Mr. Roger Miller inquired if there would be a reporting of the year-end final numbers prior to the auditor review? Ms. McKee responded that there typically was not however, she would assemble such a report for the Board's review once the year-end numbers were final.

**ACTION TAKEN:** Mr. Matthew Smith moved for approval of the Treasurer's Report for the period ending June 30, 2020. Mr. Roger Miller seconded the motion and the motion carried unanimously.

### **B. Treasurer's Report for July 31, 2020 – Ms. Lori McKee**

Ms. Lori McKee presented the Treasurer's Report for the period ending July 31, 2020. She stated that revenues for the month totaled \$5,615,494. Expenditures were \$574,084 leaving an excess of \$5,041,411. Year-to-date revenues totaled \$5,615,494. Year-to-date expenditures totaled \$574,084 leaving an excess of \$5,041,411. The Month End Investment Balance for July 2020 was \$6,098,980 (\$3,047,571 in Star Ohio and \$3,051,409 in Richland Bank). Ms. McKee described the trends that are demonstrated by the Tracking of the Monthly Cash Flow feature as well as the dashboard indicators. Trustee, Mr. Mark Masters inquired about bad debt expense adjustments to which Ms. McKee responded.

**ACTION TAKEN:** Ms. Elisabeth Morando moved for approval of the Treasurer's Report for the period ending April 30, 2020. Mr. Matthew Smith seconded the motion and the motion carried unanimously.

## **VIII. POLICY GOVERNANCE**

## **A. Nominating Committee Report – Dr. Dwight McElfresh**

Board Chair, Ms. Pamela Mowry called upon Dr. Dwight McElfresh to provide a report from the Nominating Committee. Dr. McElfresh reported that each of the three Trustees with terms expiring in January 2021 were asked about their desire to seek reappointment and all indicated that they were willing to accept reappointment to another term on the Board. He further reported that the incumbent Vice Chair (Mr. Matthew Smith) and Secretary (Dr. Dwight McElfresh) were willing to assume their movement to the office of Chair and Vice Chair, respectively. The only task that remained was that of selecting a candidate to fill the office of Secretary. Dr. McElfresh reported that Ms. Linda Nelson had indicated her willingness for consideration and called for any further requests for consideration in filling this vacancy. Ms. Elisabeth Morando indicated her desire to be considered for this position as well. Dr. Dwight McElfresh thanked both Trustees for their willingness to serve and indicated that the Nominating Committee will consider the candidates and return a recommendation at the next Board meeting. Board Chair, Ms. Pamela Mowry explained that since Ms. Linda Nelson was also a member of the Nominating Committee, Ms. Nelson could not serve on this year's nominating committee and it would be necessary to appoint a Trustee to take her place. Mr. Steven Stone indicated his willingness to join Dr. McElfresh and Mr. Roger Miller in serving on the 2021 Nominating Committee.

## **B. Discussion of Agenda Planning – Ms. Pamela Mowry**

### 1. Review of Actionable Items.

Board Chair, Ms. Pamela Mowry reviewed the listing of Actionable Items which Included:

- a. Schedule New Trustee Orientation – This item was completed on July 16<sup>th</sup> with new Trustee, Kimberly Winkle.
- b. Annual Update/Report on the College's Sustainability position – This item was completed on July 22<sup>nd</sup> as part of the Board's Annual Planning Retreat.
- c. BOT to receive Performance Self-Evaluation Trends Analysis for 2<sup>nd</sup> Quarter – This item is listed later on the agenda.

### 2. Owners Connections.

**Ms. Linda Nelson** – Shared that she had the opportunity to speak with the family of a recent high school graduate who had shared his interests. She talked with them about the Engineering Program at North Central State College.



**Ms. Elisabeth Morando** – reported of the recent buzz in the community about the College’s CollegeNow program and our first class of graduates from our Engineering Bachelor’s Degree program.

**Ms. Pamela Mowry** – shared that the daughter of a friend who just graduated from North Central State College noticed her name on the diploma and shared the positive experiences she had in her program.

### **C. Reflections on 2<sup>nd</sup> Quarter Self-Assessment Survey Trends Analysis**

Board Chair, Ms. Pamela Mowry explained that she had reviewed the results of the 2<sup>nd</sup> Quarter Self-Assessment tool and offered her impressions on a few of the items that suggested areas for improvement. She called for impressions of the report from other Trustees as well. Trustees discussed that some of the areas of improvement could be due to the challenges of holding meetings in a Zoom environment rather than face-to-face. This environment may not be as comfortable for some but that level of comfort may improve as holding our meetings via Zoom becomes more and more common.

### **D. Board Policy Governance Training (IAW 02.70) – Ms. Pamela Mowry**

1. Ms. Elisabeth Morando introduced Policy Governance Principle #3 Board Holism. The concept of principle #3 is that the Board makes authoritative decisions directed toward management and toward itself, its individual members, and committees only as a total group. That is, the board’s authority is a group authority, acting as one unit rather than a summation of individual authorities.
2. Policy Governance Policy Review (IAW 02.14) – training will continue to include a review, refresher, and reassessment of current Policy Governance policies. Mr. Mark Masters led the discussion and review of Board-CEO Linkage policies 3.3. Accountability of the CEO, and 3.4 Monitoring CEO Performance.

## **IX. BOARD CHAIRPERSON REPORT- Ms. Pamela Mowry**

### **A. ACCT Leadership Congress (October 5 – 8, Virtual Presence)**

Ms. Pamela Mowry called on President Dorey Diab for an update on the upcoming Leadership Congress. President Diab explained that the ACCT Leadership Congress has become a virtual event completely online, with the cost of registration being a half to a third of previous years, with no additional costs for travel, lodging, and meals. As such, they have converted registration to individual registrations and a two-tiered group rate registration. The first tier is for groups of 4-6 participants. Since Dr. Diab and Dr. McElfresh are presenting a concurrent session, they must be registered and since Mr. Steve Williams will be receiving one of the regional PBSN awards, he must be registered

and Mr. Matt Smith has indicated his desire to be registered as well (especially being the voting delegate), that leaves us with two additional registrations that fall within that 4-6 grouping at the same rate. Ms. Mowry called for any further interest in actively participating in the virtual Congress. Mr. Steven Stone and Ms. Elisabeth Morando indicated their interest in participating. Mr. Williams will complete registrations for Mr. Stone and Ms. Morando from the two remaining registrations.

#### **B. Annual Ethics Training (September 23<sup>rd</sup> meeting beginning at 4:30pm via Zoom)**

Ms. Pamela Mowry called for discussion on meeting the Trustees annual ethics training requirement by once again inviting our legal counsel to the September meeting. Trustees agreed that it was an effective way of getting the training done for the majority of the Board while leaving time for alternatives for those who are unable to attend this training.

#### **C. Proposed Meeting Dates for 2021**

Ms. Pamela Mowry asked Trustees to refer to the listing of proposed meeting dates for 2021 and called for discussion of dates that may pose a challenge to the Board's ability to achieve a quorum. Following some brief discussion, there were no dates that posed an attendance issue identified at this time.

### **X. EXECUTIVE SESSION – Ms. Pamela Mowry**

The Chair called for an Executive Session at 7:05 p.m. Ms. Linda Nelson made a motion and it was seconded by Mr. Steven Stone to adjourn to Executive Session to discuss personnel matters regarding the contract and compensation of a public employee. Ms. Mowry announced that she expects there will be further business following the executive session. A roll call vote on the motion was approved unanimously by all members present.

Mr. Mark Masters – “yes”  
Dr. Dwight McElfresh – “yes”  
Mr. Roger Miller – “yes”  
Ms. Elisabeth Morando – “yes”  
Ms. Pamela Mowry – “yes”  
Ms. Linda Nelson – “yes”  
Mr. Matt Smith – “yes”  
Mr. Steve Stone – “yes”  
Ms. Kimberly Winkle – “yes”

At 7:20 p.m., Chair Mowry declared the Executive Session concluded and the Regular Session resumed.

### **REGULAR SESSION RESUMED**

**C. Consideration of Approval of President’s Contract Renewal and Compensation**  
– R-2020-21 – Ms. Pamela Mowry

**CONSIDERATION OF APPROVAL OF  
PRESIDENT'S CONTRACT RENEWAL AND COMPENSATION**

**R-2020-21**

*WHEREAS, President Diab has worked collaboratively with the Board of Trustees (the “Board”) to create a great vision of access and success, and to align resources to accomplish that vision, and*

*WHEREAS, President Diab has undergone a performance evaluation that included a self-evaluation, and*

*WHEREAS, President Diab has provided evidence of successful accomplishment of Board stated ends per ENDS policies and avoidance of Board proscribed means per Executive Limitations Policies, and*

*WHEREAS, President Diab's efforts in providing a balanced budget and increased reserves are reflective of the Board's goal of improving the College's financial position, and*

*WHEREAS, President Diab is commended for leading the ongoing work on the ENDS Policies and Strategic Planning metrics that will guide the Board and the Administration Team in monitoring its work, and*

*WHEREAS, President Diab is commended for the College's superior accomplishments in addressing the needs of the community, and*

*WHEREAS, President Diab has requested and the Board acquiesces to his request that he not receive additional compensation beyond his base salary (i.e. a bonus) for fiscal year 2021 and that his compensation and benefits remain unchanged from fiscal year 2020.*

**NOW, THEREFORE BE IT RESOLVED** that the Board of Trustees of North Central State College:

- 1. Renews the contract with Dorey Diab as President through June 30, 2025, and*
- 2. President Diab's annual compensation and benefits as President of the College shall not change for fiscal year 2021, and*
- 3. The payment of salary and other benefits is subject to the sufficiency of legislative salary appropriations and the receipt of sufficient funds to enable performance hereof by the College, and*
- 4. The Board and President Diab intend to enter into a separate written agreement setting forth in more detail the aforementioned premises.*

**ACTION TAKEN:** Ms. Elisabeth Morando moved for approval of the President’s

Contract Renewal and Compensation resolution R-2020-21. Dr. Dwight McElfresh seconded the motion and the motion carried unanimously.

Dr. Dwight McElfresh thanked President Diab for his sacrifices and leadership while other Trustees conveyed similar sentiments.

**XI. MEETING EVALUATION (IAW 02.16) – Ms. Pamela Mowry**

Board Chair, Ms. Pamela Mowry called for a discussion on tonight’s meeting evaluation. Trustees commented that tonight’s Zoom meeting went well especially with such a high number of participants. Board attendance was good with all present. It was a very good review of Policy Governance Principle 2 by Mr. Masters and policies by Mr. Miller. Good public participation.

**XII. TIME AND PLACE OF NEXT MEETING**

The next Regular meeting of the Board of Trustees is scheduled for Wednesday, September 23, 2020 at 5:30 p.m. and will include the Annual Ethics Training beginning at 4:30pm. The Board’s Executive Committee will meet one week prior to the meeting to review meeting preparation and make a determination if the meeting is to be held face-to-face or via Zoom. This information will be sent to Trustees and others along with the Electronic Board Package and other materials.


**XIII. ADJOURNMENT**

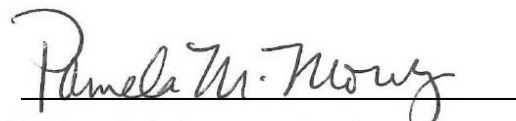
The Chair called for any additional information items.

President Dorey Diab provided the Board with an update of the political situation regarding the Kehoe Center serving as a polling location for precincts in Shelby and potential conflicts with the governor’s mandates for Covid-19 protocols as well as maintaining ADA compliance.

**ACTION TAKEN:** As there was no further information items, the Board Chair, Ms. Pamela Mowry declared the meeting adjourned at 7:33 p.m.

Respectfully submitted:

  
Mr. Stephen R. Williams, Board Secretary

  
Ms. Pamela Mowry, Board Chair