BOARD OF TRUSTEES MEETING
Bay State Conference Center
One Hundred and Eighty-Eighth Meeting of the MMA Board of Trustees
September 8, 2006

PRESENT: Trustees Austin, Covel, Desrocher, Dishner, Flanagan, Gusmini, Halloran, Kelly, Linnon and Sinnott

CALL TO ORDER
Chairman Austin called the meeting to order at 9:05 a.m.

APPROVAL OF MINUTES
Trustee Desrocher motioned to approve the minutes of the June 23, 2006 meeting, seconded and MOVED.

CHAIR'S OPENING STATEMENT
Chairman Austin announced that this and future meetings would be recorded and the audio tapes would be retained until meeting minutes were approved. He stated that he was honored and humbled to be serving as Chairman and appreciates the support of the Board and Mr. E.B. Wilson, consultant.

CHAIRMAN'S MOTIONS
CBOT 07-02 – New Committee Structure
Trustee Desrocher motioned to accept this new structure until the Trustee Bylaws are revised, seconded and MOVED.

CBOT 07-03 – Presidential Powers
Trustee Desrocher motioned to postpone until December, seconded. Lengthy discussion began with Trustee Desrocher requesting documentation on what the powers of other state college presidents are. Vice Chair Dishner responded that all positions affected are listed. Trustee Sinnott agreed that he would like to see additional supporting information. Trustee Kelly felt that the timing was good to move ahead and would be in keeping with goals and objectives. President Gurnon explained these powers are within the realm of all other state and community college presidents and that Mr. Stephen Kearney, Legal Counsel, crafted this motion along those lines and worded it in case of contract changes. Trustee Flanagan requested more background to try to resolve the issue now. Vice Chairman Dishner described this as a consolidation in light of work that’s been done with Mr. E.B. Wilson on strategic goals and objectives and agreed with Trustee Flanagan that it is a housekeeping issue designed to address what the president’s direct reports are doing and how they are being measured. Trustee Covel suggested adding a statement requiring prior approval from the Education Committee. Motion on the floor to postpone did not carry.

Chair Austin referred back to the original motion for discussion. Trustee Flanagan motioned to amend CBOT 07-03 with the addition of the following statement to the last paragraph: “The President shall seek prior approval of the Education Committee of the
Board of Trustees and such other committee that the Board may specify from time to time regarding personnel actions that contractually require action by the Board and that affect those administrative employees that report directly to the President” seconded and MOVED with Trustee Desrocher opposed.

Committee for Bylaw Review
Chair Austin asked Trustee Kelly to chair a Bylaw Committee including Trustees Covel and Sinnott. They will report to the Board with revised Bylaws at the December 15 meeting.

Committee Schedules
Chair Austin proposed the idea of four quarterly Committee Days per year on which to hold meetings, approximately three weeks prior to the full Board meetings. Trustee Sinnott agreed this would be an economical use of resources and good for the process, requesting that each committee chair designate length of meeting. Trustee Desrocher announced that last minute submissions to the Finance Committee cannot be accommodated. Trustee Kelly recommended that the Finance Committee be held last in sequence to prevent such late submissions, and asked for clarification on whether Committee Day would preclude other meetings, to which Chairman Austin replied it would not. Trustee Flanagan requested that members also be able to participate by telephone in a non-voting capacity. Trustee Linnon confirmed that, per the Office of the Attorney General, non-voting teleconference participation is permitted. Chair Austin requested that Trustee Kelly reflect same in the bylaws revision. Chairman Austin asked Committee chairs to coordinate meeting times through Ms. Christina Aquilano.
Trustee Desrocher motioned to implement Committee Day as discussed, seconded and MOVED.

Email Correspondence Preferences
To improve efficiency and conserve materials, Chairman Austin proposed electronic communication to the Board members whenever possible, with hard copies to be mailed to members without email.

Rules of Engagement for Outside Legal Advice
Chair Austin announced that any trustee requiring outside legal counsel must go through him and Vice Chair Dishner to make a decision until a better process is in place. Trustee Covel asked to clarify process that a committee chair’s request for funds, depending on amount, must be approved by the President or the Finance Committee, which Chair Austin confirmed.

Retreat/Planning Session
Chair Austin announced that the initial plan for a fall retreat has changed to a planning session after the December 15 meeting. A retreat will be held in the spring after new trustees are appointed.

Sea Term Participation
Chairman Austin informed trustees that there is limited space on the ship and, if a trustee is interested in participating on a leg of the Sea Term at their own expense, arrangements may be made with CAPT Bushy and President Gurnon.
Chair Austin noticed former trustee Paul Tierney in the audience and congratulated him on his selection as Alumni of the Year.

MSCA Report
CAPT Joseph Murphy, representing the faculty union, expressed concerns over shortage of maritime personnel and the necessity of evening classes. Vice Chairman Dishner thanked CAPT Murphy and acknowledged that these valid concerns are in the process of being resolved.

SGA Report
Cadet Stephen Marella, President of the Class of 2007, reported on preparations for the upcoming student trustee election. Chairman Austin recommended they use the scantron equipment and asked that the schedule be forwarded to President Gurnon.

Regimental Commander’s Report
Executive Officer Robert Johnson reported on a very successful orientation for the seconded largest class in the Academy’s history, with only eleven students leaving for various reasons. He is looking forward to a good year ahead.

PRESIDENT’S REPORT
President Gurnon welcomed new faculty and staff to the Academy and introduced those in attendance. He discussed dorm construction, which is on time and below budget, and two new “smart” classrooms, which are up and running in the Harrington Building. President Gurnon extended congratulations to CDR Ann Fredrickson, Director of Health Services, for obtaining a three-year $225,000 grant for the prevention of substance abuse and suicide. He indicated that there were additional information updates distributed with the trustee notebooks.

CDR Craig Dalton, Chair of Marine Transportation, asked to address the Board. He expressed appreciation for the support of CAPT Lima and President Gurnon in the hiring of the three new Marine Transportation faculty.

Chair Austin thanked former student trustee Bickerton for his service on the Board and presented him with a gift.

STRATEGIC ACTION REQUIRED
Chairman Austin presented the following actions for the Board’s vote, instructing members to request a “hold” for discussion if they did not approve:

Chairman 07-01 – Higher Education Endowment
A&F 07-01 – DCGE Tuition Remission Adjustment
A&F 07-02 – New Positions
A&F 07-03 – Advancement Office

Trustee Desrocher motioned to accept all actions with the exception of A&F 07-01, seconded and MOVED.
Regarding A&F 07-01 (DCGE Tuition Remission Adjustment), Recommended for action at 12/15/06 meeting.

STRATEGIC INFORMATION REPORTS
Athletic Committee
Trustee Halloran reported that an artificial turf field bid package should be available for review by mid to late September. He described how his committee passed a June 12 motion to hire a management consultant to conduct an evaluation of the Athletic Department for $5,000 - $10,000, which never appeared before the Board. Trustee Halloran motioned to hire consultant, seconded, with lengthy discussion following regarding the Athletic Department report that had been distributed to the Board before the meeting, as well as what the consultant’s report would tell the Academy, exact costs, etc. Trustee Halloran withdrew his first motion. Trustee Halloran motioned for Board to approve submission of management consultant motion to Finance Committee with amendments to include detailed information regarding costs, exactly what consultant’s report will contain, etc.; seconded and MOVED. Trustee Gusmini opposed.

Chairman Austin requested an update from Mr. Michael Joyce on financing for the artificial turf field. Mr. Joyce described plans to pay for the field and answered questions. Vice Chairman Dishner expressed his concern over indebtedness to the Academy, as pointed out at June’s meeting. Trustee Flanagan questioned whether such an enormous capital expense is justified. Much discussion followed. Chairman Austin conveyed that his impression of the June Board meeting was that the field was approved, but not the financing, and that the Board requested that Mr. Joyce submit a financial plan at this meeting. Debate over amount of funds raised to date ensued. President Gurnon attempted to clarify the status of field financing and fundraising. More discussion followed, with Chair Austin asking if anyone had new information on this issue.

Vice Chairman Dishner motioned to accept Mr. Joyce’s financial presentation as to funding and paying for the athletic field per June 23 motion A&F 06-57 as follows: “Borrow 2.8 million dollars from Bank of America at a rate 4.21% for 10 years with recap fund for the next ten years of $100,000 per year, with no prepayment penalty, plus the fundraising component which to date stands at $45,000 in funds and pledges”, seconded and MOVED as amended.

Finance Committee
Chairman Austin introduced Mr. Jack Corbett of SmithBarney who presented a detailed overview of the Academy investment portfolio and answered questions. Chair Austin encouraged the Board to become more actively involved with investment policies and that the new Audit Committee review same. At Trustee Flanagan’s request, Mr. Corbett will investigate whether SmithBarney can offer financing for the field at a lower rate than Bank of America.
Audit Committee
Trustee Covel reported that the first meeting of the newly formed Audit Committee would be this afternoon.

Compensation Committee
Chairman Austin indicated that he, Vice Chairman Dishner and President Gurnon will put a compensation plan together prior to the December Board meeting.

Education Committee
Vice Chairman Dishner commended the faculty and staff for embracing the strategic goals and objectives laid out with the assistance of Mr. E.B. Wilson. He had updates on the status of faculty hiring; the writing assessment program; a new computer program to prevent plagiarism; the Marine Engineering and Marine Transportation department 5-year audit; the search for a Director of Sponsored Programs to handle grant applications and tutoring programs; a new Liquid Cargo simulator; “smart” classrooms; the library commons feasibility study; and progress on the honorary degree selection process. Vice Chairman Dishner extended special thanks and appreciation to Ms. Eileen Milanette, Associate Vice President for Graduate and Continuing Education, who plans to retire soon.

Marine Operations Committee
Trustee Linnon reported that the first meeting of the committee was held that morning. He stated that the task of this committee is to bring visibility to TS Enterprise and form a strategy to do so and he hopes the goals set for 2011 occur sooner. President Gurnon will work closely with his committee to that end. Trustee Linnon discussed the growth of the Boat Donation Program and explained how advances in that area call for a business plan to deal with larger and more complicated acquisitions.

Process Guidance Planning and Compliance
Trustee Flanagan recapped the purpose of this committee: strategic focus, accountability, and devising measurable accomplishments to instill a permanent sense of governance at the Academy. Trustee Flanagan commended E.B. Wilson’s work and the cooperative spirit of all involved. Vice Chairman Dishner thanked Trustee Flanagan for his efforts in implementing this plan.

Student Life Committee
Trustee Gusmini reported on a very productive meeting in keeping with strategic goals and objectives. She presented updates on the status of dorm expansion, student population, female recruitment, plagiarism, code of conduct and development of a printed code of ethics for the student body. Trustee Covel pointed out that the code of ethics should be a model for the entire Academy, not only students.
Chair Austin asked Mr. Michael Joyce and Mr. Rob MacGregor for a presentation on the website’s dashboard project which they have been creating over the past few months at the recommendation of Mr. E.B. Wilson. Mr. Joyce described the purpose of the dashboard and Mr. MacGregor demonstrated the layout and functions.

REPORTS FROM CAMPUS CONSTITUENTS

Parent’s Association
Ms. Karen White, President of the Parent’s Association, expressed appreciation for having the opportunity to address the Board. She outlined recent accomplishments including distribution of informational packets to parents at orientation and raising money for scholarship and the new athletic field through sales. Ms. White invited trustees to attend their meetings.

MMA Foundation
Mr. Dave Hobson, Foundation Vice Chairman, announced completion of the Foundation’s 2007 budget and plan, and described that the Foundation’s three main areas of focus: are the Capital Campaign, annual traditional Academy financial support and Advancement Office costs. He explained that half of their money is spent on scholarships, a quarter on Enterprise magazine and a quarter on other Academy projects. He reported on current research, a new alumni register, corporate governance, SOP for new foundation trustees and updated bylaws. He stated that the Foundation and Academy trustees should strive for improved alignment in goals and objectives. Vice Chairman Dishner concurred that a close working relationship should be strived for and the Board looks forward to accomplishing that.

MMA Alumni Association
Mr. Richard Trudell, President of the Alumni Association, reported on Homecoming, the Tee Party golf tournament and dedication of a statue in honor of Admiral Bresnahan. He stated that the Alumni Association would award over $40,000 in scholarships to cadets this year. Mr. Trudell pointed out that the latest college catalog omitted the Alumni Association scholarship, which he feels should be included. CAPT Brad Lima, Vice President of Academic Affairs, responded that he would follow up on that issue and other catalog concerns.

AFSCME Report
No report.

APA Report
Mr. Andrew Meleo submitted a report in writing; no verbal report.

OLD BUSINESS
Trustee Gusmini brought up a motion postponed from June, A&F 06-66 – Student Government Association Fee Increase for Cable TV in the Dorms. She stated that the Student Life Committee recommends the Board reject the motion based upon input from SGA President, Regimental Commander, Commandant’s staff and Academy management. After discussion, said motion will remain tabled.
NEW BUSINESS
Ms. Wendie Howland, former Parents Association president, thanked Chairman Austin for adding the Parents Association and a public comment section to the meeting agenda. She requested that trustees try to speak into the microphones and identify themselves for the audience in the back of the room.

Trustee Linnon expressed his hope that candidates with maritime backgrounds would receive priority consideration for future trustee appointments.

Trustee Gusmini commended Chairman Austin on a great meeting.

ADJOURNMENT
Chairman Austin motioned to adjourn the meeting at 12:15 p.m., seconded and MOVED.