I. Preliminary Matters

Attendance:

**Board Members:** Juan T. Lizama, Chairperson; Regent Elaine Hocog Orilla; Frank M. Rabauliman, Treasurer; Regent William S. Torres; Regent Andrew L. Orsini and Regent Maria (Malua) T. Peter.

**Honorary Members:** None.

**Staff and Faculty:** Dr. Sharon Y. Hart, NMC President/Executive Secretary to the Board of Regents; Matthew Pastula, Director of Library Services; Jose Herrera, School of Education Instructor; Barbara Merfalen, Dean of Academic Programs and Services; Tony Goobad, NMC Archives; Amanda Angel Diaz, School of Education Instructor; Charlotte Cepeda, School of Education Instructor; and Helen B. Camacho, President’s Office (Recorder).

**Others Present:** Jesus C. Borja, NMC Legal Counsel; Junhan Todeno, Marianas Variety News Reporter; John Cook, Public member; Herbert Del Rosario, Public member.

The Regular Meeting of the Board of Regents was called to order at 9:15 a.m. on Thursday, August 16, 2012, BOR Conference Room.

a. Roll Call

BOR Chairperson Juan T. Lizama called roll. Six members of the Board of Regents were present. A quorum was established.

b. Review and Adoption of Agenda

**BOARD ACTION NO. 1**

**Motion:** Regent Orilla motioned to adopt the Thursday, August 16, 2012 regular meeting agenda.

**Second:** Regent Peter seconded the motion.

**Discussion:** None.

**Vote:** The motion passed unanimously.

c. Review and Adoption of Minutes

1. June 14, 2012 Regular meeting minutes

**BOARD ACTION NO. 2:**

**Motion:** Regent Torres motioned to defer action on the meeting minutes for June 14, 2012.
Second: Regent Peter seconded the motion.

Discussion: None.

Vote: The motion passed unanimously and the June 14, 2012 regular meeting minutes is tabled.

II. Public Comment Period:

Individuals may orally testify on items on this agenda during the Public Comment Period. Written testimony is also accepted. Testifiers are requested to limit their testimony to five (5) minutes

1. John Cook was present to speak about the CNMI Archives. Mr. Cook indicated that the transferring of CNMI Archives would be a great loss to the institution. He believes that transferring the archives would remove valuable resources from the institution. Mr. Cook also shared some historical background and pointed out some concerns too. He added that placing the documents in an area that is not at a level of standard would be detrimental. The current relationship between the college and the CNMI archives benefits both entities. He implored the board to retain the archives at its current location.

Regent Torres had requested to make privilege speech. However, Chairperson Lizama wanted to proceed with the agenda.

2. Herbert Rosario was present to speak about the CNMI Archives. He provided some historical background. He emphasized the importance of having the proper facility to house these very valuable resources. He urges the board to consider these concerns.

Chairperson Lizama thanked the individuals for their comments and informed them that this matter is in today’s agenda. The members will have the opportunity to review and consider all of the concerns raised about this particular item.

III. Board Chair’s Remarks

Chairperson Lizama provided some comments and reflected on some of the recent events/activities of the college. He briefly talked about board matters and procedures. He added that continuous improvement exists and hopes to further address this in a BOR Retreat.

IV. Executive Session

(At any time during the scheduled meeting of the Board of Regents may be required to enter into executive session to discuss matters deemed privileged and confidential).

BOARD ACTION NO. 3:

Motion: Regent Orilla motioned to enter into executive session at 9:45a.m. on Thursday, August 31, 2012.

Second: Regent seconded the motion.

Discussion: None.

Vote: The motion passed unanimously.

V. WASC Accreditation Focus – Executive Session closed door.

Lunch Break called at 12:00p.m. on Thursday, August 16, 2012. Break ended at 1:23p.m.

Chairperson Lizama called the meeting back to order and entered into executive session. Executive Session ended at 3:19p.m. on Thursday, August 16, 2012. Upon convening the regular meeting, no actions were taken.
VI. Miscellaneous Item – Request for Reimbursement (The order of business was suspended and a new item was added to the agenda).

**BOARD ACTION NO. 4:**

**Motion:** Regent Peter motioned to add one item under New Business: Reimbursement Request.
**Second:** Regent Orilla seconded the motion.
**Discussion:** Regent Torres noted that the approval was not covered in the contract and this will essentially amend the contract to cover fifty percent of the airfare cost.
**Vote:** The motion passed unanimously.

**BOARD ACTION NO. 5:**

**Motion:** Regent Peter motioned to amend the contract to include the reimbursement of a one-way airfare ticket for Dr. Hart’s minor children.
**Second:** Regent Orilla seconded the motion.
**Discussion:** None.
**Vote:** The motion passed unanimously.

**BOARD ACTION NO. 6:**

Executive Session called at 3:27p.m. Executive Session ended at 4:05p.m. and recessed for Friday, August 17, 2012 at 9:30a.m. After convening the meeting, no actions were taken.

NORTHERN MARIANAS COLLEGE
BOARD OF REGENTS REGULAR MEETING
Thursday, August 16, 2012
Continued on Friday, August 17, 2012
10:00a.m.

I. Preliminary Matter

**Attendance:** Acting Chairperson Elaine Hocog Orilla; Regent William S. Torres; Regent Andrew L. Orsini; Regent Frank M. Rabauliman and Regent Maria (Malua) T. Peter.
**Excused Absent:** BOR Chairperson Juan T. Lizama.
**Honorary Members:** None.

**Staff and Faculty:** Dr. Sharon Y. Hart, NMC President/Executive Secretary to the Board of Regents; and Helen B. Camacho, President’s Office (Recorder).
**Others Present:** Jesus C. Borja, NMC Legal Counsel

a. Roll Call
BOR Acting Chairperson Elaine Hocog Orilla called the meeting to order at 10:00 a.m. on Friday, August 17, 2012. A quorum was established.

b. Review and Adoption of Minutes – June 14, 2012

**BOARD ACTION NO. 1:**

**Motion:** Regent Peter motioned to adopt the June 14, 2012 meeting minutes.
**Second:** None.
**Recommendation:** There was a recommendation from Regent Torres to table the adoption of the minutes until the latter part of the meeting today. There were no objections from the members.

c. Suspension of the Order of Business for Additional Items

**BOARD ACTION NO. 2:**

**Motion:** Regent Torres motioned to suspend the order of business and to include the BOR Standing Committee Reports to the agenda after the board chair’s remarks and to renumber accordingly. This will enable the committees to report to the full board. Additionally, the motion is to include foundation matters as an agenda item.
**Second:** Regent Orsini seconded the motion.
**Discussion:** None.
**Vote:** The motion passed unanimously.

**BOARD ACTION NO. 3:**

**Motion:** Regent Orsini motioned to include under Old Business: Board Policy No. 503.2 Equal Employment Opportunity.
**Second:** Regent Peter seconded the motion.
**Discussion:** None.
**Vote:** The motion passed unanimously.

d. BOR Standing Committees

1. Ad HOC Committee Meeting (Compensation & Classification Plan)

Regent Torres provided a brief update on the recent meeting of the AdHoc Committee pertaining to the compensation plan. He highlighted the following items:

- In 1999, a compensation and classification plan was prepared but was never executed. One of the reasons cited was the lack of appropriation.
- Regent Orsini recommended including the compensation and classification study that was initiated by Mr. Frank Gibson.

The Adhoc Committee’s position is to press thru and revive this plan. The committee had also tasked President Hart to provide them with an analysis and assessment report. However, because accreditation is at the forefront of the college’s efforts, the committee will hold off until then. President Hart noted that accreditation standards also speak about executive compensation and the comparability of other institutions. Regent Torres added that this plan is very vital to employment retention. He concluded his report.

2. Program Committee
Regent Peter provided a brief update on recent meetings held by the Program Committee meeting. The program committee met and deliberated on the proposal to transfer the CNMI Archives to the Joeten-Kiyu Library. The committee agreed to table this item pending an assessment report. It was reiterated that the board has not taken any position on this issue. The board is still gathering information. For the record, Regent Torres also apprised that NMC is now officially an “Asian Pacific Islander (API) institution. President Hart added that being an API serving institution allows for greater opportunities for grants because of our designated status. There was also some discussion about the apprenticeship program waiting for the CW fees. Interestingly the monies were allocated equally among three entities (NMC, NMTI and PSS). It is the boards hope that the college is given more money. At the same time, it was recommended to come up with data driven strategies to present to the legislature.

3. Budget and Finance Committee

Regent Frank M. Rabauliman provided an update on recent meetings held by the Budget and Finance Committee. He highlighted the following items:

- **Board Policy No. 401 - Residency Classification**  
  **Recommendation:** The committee agreed that this policy needs to be updated and it was also proposed to include NCHEMS and federal employees in the proposed policy. The policy needs to be revised to include these recommendations. This policy is still at the committee level.

- **Board Policy No. 402 – Student Health Insurance**  
  **Recommendation:** The committee referred this policy back to the administration with a few commendations. The first one is identifying additional carriers that would make the rates competitive. Regent Torres recommended a close working relationship with the Department of Commerce.

- **Board Policy No. 206.3 – Budget, Audit and Finance Committee**  
  **Recommendation:** The committee recommended proposing a committee structure; however, this remains with the committee pending the comments from the various shared governance groups.

- **Board Policy No. 202.3 – NMC Strategic Plan**  
  **Recommendation:** The committee recommended approval of this policy to include recommended changes.

4. AdHOC Committee Meeting (Policy Review)

Regent Orilla provided a brief update on recent meetings held by the AdHoc Committee (Policy Review). She highlighted the following items:

For the record, Board Policy No. 401 – Residency Classification; Board Policy No. 402 – Student Health Insurance and Board Policy No. 502.1 - Faculty Appointment were all referred back to its rightful committee.

- **Board Policy No. 503.2 – Equal Employment Opportunity**  
  **Recommendation:** The committee agreed to recommend approval of this policy.

- **Board Policy No. 303.3 - Institutional and Instructional Program Evaluation**  
  **Recommendation:** The committee agreed to recommend approval of this policy.
• **Board Policy No. 203 - President Recruitment and Hiring**  
  **Recommendation:** The committee recommends approval of this policy.

• **Board Policy No. 206 – Policy Introduction, Amendment, Passage and Suspension**  
  **Recommendation:** The committee agreed to recommend approval of this policy.

There was some discussion and recommendation to follow the standard operating procedure on reviewing policies. See recommendation below:

**SOP for Reviewing Policies:**

Step No. 1 - Introduce policy to the full board.  
Step No. 2 - Refer policy to the committee.  
Step No. 3 - Submit policy to legal for sufficiency prior to bringing it to the full board.

A break was called at 11:15a.m. Break ended at 11:25a.m. on August 17, 2012. Acting Chairperson Orilla called the meeting back to order.

II. Reports

a. **President’s Report**

President Hart provided an update (handout provided). She noted the following highlights:

1. Enrollment Report as of August 16, 2012 - 19% increase for Fall 2012 semester; Five-year analysis.  
2. New employees (7 new, 3 transferred).

III. Old Business

a. **Board Policy No. 202.3 NMC Strategic Plan & Objectives**

**BOARD ACTION NO. 4:**

**Motion:** Regent Rabauliman motioned to approve board policy no. 202.3 NMC Strategic Plan & Objectives.  
**Second:** Regent Orsini seconded the motion.  
**Discussion:** Regent Torres reiterated that this plan should be implemented down the road. He fully supports this plan.  
**Vote:** The motion passed unanimously.

Lunch Break called at 12:14p.m. on Friday, August 17, 2012, the meeting will resume at 1:30p.m. The meeting was called back to order at 1:40p.m. on August 17, 2012.

IV. Executive Session

**BOARD ACTION NO. 5:**

**Motion:** Regent Peter motioned to move into executive session at 1:41p.m. on August 17, 2012.  
**Second:** Regent Orsini seconded the motion.  
**Vote:** The motion passed unanimously.
Executive Session ended at 2:28 p.m. on August 17, 2012. A short 2-minute break was called at 2:28 p.m. Break ended at 2:29 p.m. on August 17, 2012.

V. Foundation Matters

President Hart informed the board that this meeting was a result of a recent committee meeting of the board of regents. There are two items being brought forward by the foundation for action. Dr. Markoff, Interim Foundation Board President was present as well as Dave Burger, Foundation Director via phone. Dr. Markoff listed the items that are being requested. The following request is being made from the existing foundation:

1. To transfer $59k from the existing foundation to the new Foundation for operating expenses.
2. The right to use Northern Marianas College as part of the name for the new foundation. The name for the new foundation will be called Northern Marianas College Foundation, Inc.

There was some discussion about the new foundation. It was noted that the new foundation does not exist yet; it has not been filed to date. If the board decides to approve the request, it can be on a conditional basis until the papers are filed. Regent Torres made a recommendation to refer this matter to the fiscal committee of the board for further review. An analysis is also recommended. Furthermore, it was emphasized that the board of regents has the fiduciary duty to thoroughly review this matter before making a decision. President Hart indicated that this has been an on-going issue, at least for the last 10 months now. Regent Rabauliman agrees that this has been an ongoing matter but also believes that the board should be vigilant in its review of such undertaking.

Dean Attao provided some financial insights of the existing foundation account. He was able to clear up some questions and concerns brought up from the discussion. Dean Attao explained that the $59,000 was part of the generated funds from the foundation boards’ fundraising efforts. Director Burger also added that the UOG Endowment Foundation conducts yearly audits. Unfortunately, it is not being done here. There was also some discussion about a recent action of the board of regents who resigned as voting members of the foundation. President Hart said that it should be revisited again to help clarify this concern. Additionally, the members also talked about legal opinion procedures. Here’s a list of items that the board assigned the committee for review:

1. Yearly Audits
2. Restriction of the interest earned from the investments shall be used for the payment of bonds.

After much discussion, the board agreed to refer this matter to the Budget and Finance Committee for further review.

BOARD ACTION 6:

Motion: Regent Torres motioned to refer the foundation matter to the Budget and Finance committee.
Second: Regent Orsini seconded the motion.
Discussion: A special meeting of the board can entertain this matter as soon as the committee is ready to deliberate.
Vote: The motion passed unanimously.

VI. OLD BUSINESS

a. Board Policy for Consideration – First Reading

1. Board Policy No. 303.3 – Institutional Instructional Program Evaluation
President Hart presented Board Policy No. 303.3 - Institutional Instructional Program Evaluation pertaining to a system of evaluating programs. She added that the policy addresses Standard II.A. The purpose of this policy to ensure that our programs are systematically evaluated at least every two years. This policy was referred to the Program Committee for further review.

2. **Board Policy No. 401 – Residency Classification**
   This policy is pending in committee for further review.

3. **Board Policy No. 402 – Student Health Insurance**
   This policy is pending in committee for further review.

b. **Board Policy for Consideration – Second Reading**

1. **Board Policy No. 202.3 – NMC Strategic Plan and Objectives**
   The committee is recommending approval of this policy.

2. **Board Policy No. 206.3 – Budget, Audit and Finance Committee**
   The committee recommended referring this policy back to the committee for further review.

3. **Board Policy No. 203 – President Recruitment and Hiring**
   The committee is recommending approval of this policy. Here are some of the recommended changes:
   
   - The policy should state that the chairman of the board will appoint a member of the board of regents to chair the search committee.
   - The committee “shall” consist of at least have one regent.
   - At least no more than “five” top candidates (first page, second paragraph).

**BOARD ACTION NO. 7:**

**Motion:** Regent Torres motioned to approve this policy.

**Second:** Regent Peter seconded the motion.

**Discussion:** See recommended changes listed above.

**Vote:** The motion passed unanimously.

4. **Board Policy No. 203.1 – President’s Authority and Responsibilities**
   The committee recommended referring this policy to the committee.

5. **Policy No. 206 – Policy Introduction, Amendment, Passage & Suspension**
   The committee recommended referring this policy to the Program Committee for further review.

6. **Board Policy No. 103 – Distribution of Manual**
   The committee recommended referring this policy to the Program Committee.

**VII. UPCOMING BOARD ACTIVITIES**

Proposed Agenda Items – NMCs institutional priorities, data/challenges and entry placement data.

**VIII. BOARD SELF-EVALUATION**

Acting Chairperson Elaine Hocog Orilla assigned Regent Orsini to chair the AdHoc Committee and charged the committee to review the self-evaluation instrument.
Adhoc Committee Members (Self-Evaluation)

1. Regent Andrew Orsini, Chair
2. Regent Frank M. Rabauliman, Member
3. Regent William S. Torres, Member

For the record, the members scheduled a BOR Working Session for Friday, August 24, 2012 at 1:00p.m., BOR Conference Room.

IX. EXECUTIVE SESSION
(At any time during the scheduled meeting the Board of Regents may be required to enter into executive session to discuss matters deemed privileged and confidential).

Executive Session called at 4:47p.m. on August 17, 2012. Executive session ended at 5:14p.m. Upon reconvening the meeting, the following action was taken.

BOARD ACTION NO. 8:

Motion: Regent Peter motioned to accept the “NMC’s Institutional Self-Evaluation Report for Reaffirmation for Accreditation.”
Second: Regent Orsini seconded the motion.
Vote: The motion passed unanimously.

X. ADJOURNMENT

BOARD ACTION NO. 9:

Motion: Regent Rabauliman motioned to adjourn at 5:20pm, August 17, 2012.
Second: Regent Orsini seconded the motion.
Vote: The motion passed unanimously.

The meeting ended at 5:20p.m. on August 17, 2012.