I. PRELIMINARY MATTERS

Attendance:

Board of Regents: Regent Maria (Malua) T. Peter, Pro-Temp Chairperson, Regent Maria (Paz) Younis, Regent Elaine Hocog Orilla, Regent Frank Rabauliman, Regent Andrew Orsini, Regent Janet Han King, and Regent Charles V. Cepeda

Honorary Members: Honorary Student Regent Miles Rodriguez, Honorary Staff Regent Joyce Taro, and Honorary Faculty Regent Larry Lee.

Excused/Absent: None.

College Staff and Faculty: Dr. Carmen Fernandez, NMC President; Frankie Eliptico, OIA Director; Henry Hofschneider, CFAO; and Helen Camacho, Office of Institutional Advancement (Recorder).

Others: Jesse Borja, NMC Legal Counsel; Mark Scoggins, NMC Legal Counsel.

The Regular Meeting of the Board of Regents was called to order on Wednesday, December 30, 2009, at 3:45 p.m., in the BOR Conference room at the Northern Marianas College, Saipan campus.

A. Roll Call

Pro-Temp Chairperson Regent Peter called roll call. Seven members of the Board of Regents were present. Subsequently, Regent Cepeda arrived 15 minutes later after roll call.

B. Review and Adoption of Agenda

Motion: Regent Younis moved to adopt the agenda with some amendments. The changes was to place executive session after the public comments portion.
Second: Regent Rabauliman seconded the motion.
Vote: The motion passed unanimously.

C. Election of Officers

1. Chairperson

Motion: Regent Orilla moved to nominate Regent Charles Cepeda to serve as Chairperson.
Second: Regent Peter seconded the motion.
Motion: Regent Orsini moved to nominate Regent Janet Han King to serve as Chairperson.
Second: Regent Younis seconded the motion.

Discussion: Counsel Borja pointed out to the members of the Board that in the Government’s Code of Ethics there is a statute that states that public officials cannot be an attorney if they are members of a board. He also stated that this has not been tested in court and there are some concerns with regard to its constitutionality but the statute does state this.

Motion: Regent Cepeda moved to go into executive session.
Second: Regent Peter seconded the motion.

Discussion: Regent King disagreed and doesn’t believe that this matter should be discussed in executive session because it might be a personal issue. She said that it’s a private issue and the public should be part of the discussion.

Counsel Borja indicated that issues that are discussed in executive session are confidential matters. However, the issue regarding the qualification of being a member and also practicing law is not confidential and should not be decided in executive session.

After much discussion, Regent Cepeda withdrew his motion.

Regent Younis wanted to know why this matter is being brought up now but there was former Regent who was a member and also a practicing attorney.

Counsel Borja explained that this concern was never raised but this time it was raised. He also indicated that it’s an ethical question and the decision rests on Regent King if she wishes to challenge the constitutionality of the law. He stated that he is merely pointing out that this statute does exist.

Regent Rabauliman wanted more clarification.

Counsel Borja explained that the statute states that a public official may not practice law at the same time he or she is serving on a board.

Regent King said that when she came across this matter, she brought it up to the legal counsel’s attention. She wanted to make sure that all potential conflicts of interest that she may be involved in are disclosed. She referred to the Code of Ethics of 1992, where it states that a public official may not appear before a governmental entity. And a governmental entity is defined as the judiciary. And a public official is also defined as someone who serves on boards and commissions, etc. Regent King reiterated that this has never been challenged in court and so it becomes a question of whether there will be a challenge raised. The real question is what is her personal choice in terms of serving as an NMC regent or serving as a practicing attorney and giving up that position.

Counsel Borja also added that in his own experience, the statute has been interpreted by attorneys to affect those people who are government attorneys. He then clarified Regent King’s comment that although the word “government” is defined, however, the word “government entity” is not defined (see Commonwealth Code statute 8587 §a).
Regent Orilla stated that because the law is clear, she will not vote for Regent King knowing that this is something that could potentially become a questionable matter. The decision has to be made solely by Regent King.

Pro-Temp Chairperson Regent Peter indicated that they can proceed with the election of officers when Regent King makes her decision.

Regent King indicated that her decision is to continue her role as Regent. She stated that her commitment to NMC and the amount of confidence that she has received led her to this decision. Although, her personal choice to give up her practice is her statement that she has confidence in the future of NMC and she would like nothing more that to be a part of that.

President Fernandez indicated that as Executive Secretary to the Board, she would like to discuss some concerns over the nominations in executive session before a vote is taken.

Regent Younis asked if President Fernandez can repeat her question.

President Fernandez explained that she is asking if they could discuss the nominations in executive session.

Regent Younis wanted to know why.

Pro-Tem Chairperson Regent Peter said to allow the request.

Regent Orsini wanted to know if it would even matter that the board goes in executive session.

President Fernandez explained that the discussion is relevant to the nominations and it should be discussed in executive session.

**Motion:** Regent Peter moved to go into executive session.

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

**Vote:** The motion did not pass with four regents voting against the motion.

- Regent Orilla – Yes
- Regent Cepeda – Yes
- Regent Peter – Yes
- Regent Younis – No
- Regent Rabauliman – No
- Regent Orsini – No
- Regent King – No

Regent Cepeda asked Regent King about her goals and objectives should she become BOR Chairperson.

Regent King stated that she is going to work with the Regents to ensure that they will fulfill the mission of Northern Marianas College. Her role would be to make sure that the Regents are cohesive and they follow the procedures and ensure that the President administers the College in the way that they govern.

Pro-Temp Chairperson Regent Peter called for a vote of BOR Chairperson:
Vote: BOR Chairperson

1. Regent Charles Cepeda
   Regent Orilla – Yes
   Regent Peter – Yes

2. Regent Janet Han King
   Regent Orsini – Yes
   Regent Rabauliman – Yes
   Regent Younis – Yes

Regent Janet Han King is elected by a vote of 3 to 2 to serve as BOR Chairperson.

2. Vice-Chairperson

   **Motion:** Regent Orsini moved to nominate Regent Peter to serve as Vice-Chairperson.
   Regent Peter declined the nomination.

   **Motion:** Regent Rabauliman moved to nominate Regent Younis to serve as Vice-Chairperson.
   **Second:** Regent Orsini seconded the motion.
   **Vote:** Regent Younis was elected to serve as BOR Vice-Chairperson.

3. BOR Treasurer

   **Motion:** Regent Younis moved to nominate Regent Cepeda to serve as Treasurer.
   Regent Cepeda declined the nomination.

   **Motion:** Regent Orsini moved to nominate Regent Rabauliman to serve as Treasurer.
   **Second:** Regent Younis seconded the motion.
   **Vote:** Regent Rabauliman was elected to serve as BOR Treasurer.

C. Review and Adoption of Minutes

1. September 24, 2009 – Regular Meeting

   **Motion:** Regent Orsini moved to adopt the September 24, 2009 meeting minutes.
   **Second:** Regent Rabauliman seconded the motion.
   **Vote:** The motion passed unanimously.

II. PUBLIC COMMENTS/MISCELLANEOUS

1. Martin Manglona was present to speak before the Board. He expressed his dismay over the recent media attention concerning the College. He stated that he was very instrumental in the hiring of President Fernandez when he was Chairman of the Covenant Party. Mr. Manglona pleaded with the members of the Board of Regents and asked them to forget about politics. He stated that he has nothing against President Fernandez but the Board should look into matters that are mentioned in the media.
2. John M. Sablan informed the Board that he is a concerned private citizen. He is mainly concerned with the continuous media attention that the College has been receiving with regard to the management of the institution.

3. John Oliver Gonzales informed the Board he has filed a complaint against Mr. Adnan Raza, Library Services Director. He explained that Mr. Raza berated him over the phone and respectfully requested the Board of Regents to look into the matter.

Chairperson King explained that if members of the public who have a grievance then it should go through the correct process. She also stated that members of the public should properly address Carmen Fernandez as Dr. Carmen Fernandez or President Fernandez.

4. Agnes McPhetres congratulated the Board Members (old and new members). She recommended that the Board needs to go back and review their policies because they have lost touch. Ms. McPhetres stated she is concerned about the current state that the college is undergoing. There have been many turnovers, too many actingships, and the mention of grade changes to name a few that have gone on with the management practice of Dr. Fernandez. She

Counsel Mark Scoggins advised the Board to hold off on making any public comments at this time.

Executive Session was called at 4:35p.m. on December 30, 2009
Executive Session ended at 6:18p.m.

III. REPORTS

A. ASNMC Report

In a handout provided to Board members, Honorary Student Regent Miles Rodriguez outlined some of the ASNMC activities and projects for Fall 2009. She also indicated that they would like to amend the ASNMC minutes before it is entered into the record.

After making her report to the Board, Student Regent Rodriguez requested to make some comments regarding some of the statements made earlier against President Fernandez. She stated that it was unfair that no one came to defend the accomplishments that the President has made for the college. President Fernandez should be commended for leading the college out of Show Cause status. Student Regent Rodriguez indicated that she witnessed a lot of the hard work and sacrifices the President made during the Show Cause status.

Chairperson King asked Student Regent Rodriguez if she is making a comment on her own personal and individual capacity or her capacity in as the ASNM President in a way that she would be representing 900 NMC students. She tasked Student Regent Rodriguez to conduct a formal meeting and report back to the Board on the outcome of that meeting.

Regent Orsini assured Chairperson King that the Board should allow the Student Regents to make their comments. He felt that it was only fair to accommodate and allow the students to make their presentation.

Stacey Demapan, ASNMC Secretary informed the Board that when President Fernandez did not renew Dr. Kim’s contract, she believes that it was in the best interest of the students. Stacey indicated that Dr. Kim is not a good instructor. Dr. Kim has made some terrible comments toward another student and many students have made valid complaints. Stacy also indicated that President Fernandez is doing a good job.
Counsel Scoggins advised the Board of Regents to withhold making any comments on the Dr. Kim and Sam McPheters personnel matters.

B. Staff Senate Report

Staff Senate President, Joyce Taro provided a (see handout) report. In the report, Ms. Taro indicated that the Staff Senate fully supports President Fernandez. The majority of the staff senate commends her for leading the College toward Reaffirmation. She also indicated that it was unfair that certain individuals had the audacity to degrade the one person that led the institution out of Show Cause.

C. Faculty Senate Report

Faculty Senate President, Larry Lee provided a report (see handout). He requested the Board to read his report carefully and determine the facts. He stated that some action has to be taken immediately otherwise the college is going to lose more people. And perhaps the Board should get ready to teach some classes.

President Fernandez informed the Board that the administration expects to fill all of the positions before the start of the Spring semester with highly qualified instructors.

D. Proposed Fiscal Year 2011 Budget and Substantive Change Proposal for Rehabilitation and Human Service Program

Motion: Regent Orsini moved to approve the RHSP substantive change proposal.
Second: Regent Younis seconded the motion.
Vote: The motion passed unanimously.
For the record, BOR Chairperson King abstained.

E. BOR Resolution 2009-05: To designate the President and CFAO to be signatories to the bank accounts.
Motion: Regent Peter moved to approve BOR Resolution 2009-05.
Second: Regent Orsini seconded the motion.
Vote: The motion passed unanimously.

Motion: Regent Younis moved to recess the meeting at 6:40pm subject to the call of the BOR Chairperson.
Second: Regent Orsini seconded the motion.
Vote: The motion passed unanimously.
MINUTES OF THE
BOARD OF REGENTS
Regular Meeting
Wednesday, December 30, 2009
Continued on January 5, 2010
4:00p.m.

Attendance:

Board of Regents: Chairperson Janet Han King, Regent Maria (Malua) T. Peter, Regent Maria (Paz) Younis, Regent Elaine Hocog Orilla, Regent Frank Rabauliman, Regent Andrew Orsini, Regent Janet Han King, and Regent Charles V. Cepeda (by phone).

Honorary Members: Honorary Student Regent Miles Rodriguez, Honorary Staff Regent Joyce Taro, and Honorary Faculty Regent Larry Lee.

Excused/Absent: None.

College Staff and Faculty: Dr. Carmen Fernandez, NMC President; Frankie Eliptico, OIA Director; Cynthia Deleon Guerrero, Dean of Academic Programs & Services; Henry Hofschneider, CFAO; Lisa Haeskaylo, Office of Institutional Effectiveness; Daniel Kintol, ASNMC Vice-President; Maria H. Aguon, NMC Tinian Administrator; Daisie Camacho, IT Director; Skep Palacios, Budget Office; Frank Sobolewski, Academic Programs & Services; Werly Quitugua, NMC Student; Floria Aguon, NMC Student; Stacey Demapan, ASNMC Secretary; Ray Muna, Office of Institutional Effectiveness; Rik Villegas, Business Department; Galvin Deleon Guerrero, Office of Institutional Effectiveness Director; Tee Abraham, Dean of COMPASS and Helen Camacho, Office of Institutional Advancement (Recorder).

Others: Jesse Borja, NMC Legal Counsel; Mark Scoggins, NMC Legal Counsel; Sue Mafnas, Retiree; Dr. Liz Rechebei, Observer/Public;

The Regular Meeting of the Board of Regents reconvened on January 5, 2010, at 4:00p.m., in the BOR Conference room at the Northern Marianas College, Saipan campus.

I. Preliminary Matters

A. Roll Call

Chairperson King called roll and seven members were present. Regent Cepeda was present by phone.

II. CFAO Report
In a handout provided to Board members, CFAO Henry Hofschneider outlined the College’s current financial position. The report included the following highlights:

1. Appropriation for payroll of about $4 million
2. Operations Budget derived from tuition and fees is $3 million
3. $749,864 projected surplus at the end of the FY2010
4. $2,517,537 projected collection for FY2010
5. $1,583,697 collection for Tuition and Fees
6. $46,982 generated revenue from the Community Development Institute (CDI)

Regent Orsini inquired when the last time tuition and fees were adjusted and raised. Frank Sobolewski informed the Board that the last time was in March 22, 2006. Regent Orsini requested the staff to revisit the idea of possibly increasing Tuition as a way to generate funds.


For the record, Regent Charles V. Cepeda arrives at 4:35p.m. to participate in the ongoing meeting.

Regent Younis wanted to know how the budget process works and requested if the CFAO could give a timeline. The CFAO explained that first the President issues a budget call to the NMC community, and then workshops were held immediately after the announcement. Subsequently, the various departments are requested to submit their proposed budget and hearings are scheduled accordingly. The budget process is expected to be completed in mid February of 2010 and will be presented to the Board of Regents Fiscal Committee for its review.

III. President’s Report

President Fernandez informed the Board members that she has begun her meetings with faculty, staff, and various departments on campus. The meetings have been going very well.

A task force was created which is composed of two faculty, two staff, two students and the President. The purpose of creating the task force is for this group to review and incorporate concerns from the NMC community.

Chairperson King wanted to discuss the “Vote of No Confidence” that was submitted by some of the Faculty members. Counsel Mark Scoggins advised the Board that this matter would be best discussed in Executive Session.

Chairperson King wanted to know if the staff could coordinate a training or working session on the various shared governance groups so that the new board members could have a better understanding of its responsibilities and purpose.

President Fernandez informed the Board that the staff would be very happy to put something together as soon as possible.

IV. BOR Standing Committees

1. Personnel Committee
   a. HR Policy Revision
Regent Orilla, Personnel Committee Chairperson informed the Board that the Personnel Committee met on December 28, 2009 to review the revisions of the HR Policy. The committee recommended to table this item and to allow the task force to completes its review.

**Motion:** Regent Younis moved to table the HR Policy Revision.  
**Second:** Regent Cepeda seconded the motion.  
**Vote:** The motion passed unanimously.

V. **OLD BUSINESS**  
   a. **WASC Accreditation Update**  
President Fernandez provided a report (see handout) on the status of the commission report. She is hopeful that the outcome of the commissions meeting is that they will accept the report. In addition, training and development are on-going and all programs are on track.

Regent Orsini wanted to know if the report included the concerns raised by the Faculty Senate group. President Fernandez recommended the board discuss this in executive session.

BOR Chairperson King explained that executive session is for confidential matters and legal counsel recommended for the board to discuss WASC matters in executive session.

Faculty Senate President Larry Lee informed the Board that the things that were shared with Dr. Amador during the visit were based on the meetings of the Faculty Senate Assembly. This is reflected in the meeting minutes of the Faculty Senate Assembly.

Staff Senate President Joyce Taro pointed out that when the report had gone through the shared governance process everyone in the NMC community had every opportunity to raise any concerns that they might have had. Ms. Taro said that it is unfair to those that worked long and hard to complete it.

Executive Session was called at 5:20p.m. on January 5, 2010  
Executive Session ended at 7:15p.m.

VI. **ADJOURNMENT**

The meeting adjourned at 7:30p.m. on January 5, 2010.