I. PRELIMINARY MATTERS

Attendance:

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

Honorary Members: Alex Shen, Honorary Regent/ASNMC Student Regent; Amanda Diaz, Honorary Regent/Faculty Senate President and Marie Coleman, Honorary Regent/Staff Senate President.

Staff and Faculty: Sharon Y. Hart, Executive Secretary to the Board of Regents/NMC President; Kyle Podziewski, SOE Instructor; Cindy Deleon Guerrero, SOE Instructor; Rosaline Cepeda, SOE Instructor; Charlotte Cepeda, SOE Instructor; Velma Deleon Guerrero, Academic Programs & Services; Jackie Che, Director of Institutional Effectiveness; Chavel Green, Business Department Chair; Floyd Masga, Community Development Institute; Barbara Merfalen, Dean of Academic Programs & Services; Ivy Ealy, Finance Office; Larry Lee, Business Department Instructor and Helen B. Camacho, Board Secretary (Recorder).

Others: Jesus Borja, NMC Legal Counsel; Moneth Deposa, Saipan Tribune News Reporter.

The Regular Meeting of the Board of Regents was called to order at 9:30a.m on Friday, December 21, 2012, BOR Conference Room.

II. ROLL CALL

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

III. SUSPEND THE ORDER OF BUSINESS

BOARD ACTION:

Regent Orsini motioned to suspend the order of business and to address the “No Confidence Vote.” There was no second and the motion did not pass. Regent Torres suggested adopting the agenda and then motion to suspend the order of business.

IV. REVIEW AND ADOPTION OF THE AGENDA
BOARD ACTION:

Regent Torres motioned to adopt the meeting agenda. There were no objections and the agenda is adopted. The meeting agenda for the December 21, 2012 Regular meeting is adopted.

V. REVIEW AND ADOPTION OF MINUTES
1. November 09, 2012 and continued on November 13, 2012 meeting minutes.

BOARD ACTION:

Regent Orsini motioned to suspend the adoption of the November 09, 2012 continued on November 13, 2012 meeting minutes. Six members voted yes, the motion passed. The meeting minutes is tabled at this time.

VI. SUSPEND THE ORDER OF BUSINESS

Regent Torres motioned to suspend the order of business and seconded by Regent Rabauliman. Chairperson Lizama acknowledged the presence of Regent Peter. All six members voted yes, the motion passed.

VII. BOARD CHAIR’S REMARKS

Chairperson Juan T. Lizama provided some brief remarks pertaining to the No Confidence Vote issue. He assured the college community that the board is not going to be on anyone’s side but are going to first absorb the concerns and relevant facts that pertain to the concerns brought forward by the faculty. Chair Lizama added that the board has a fiduciary duty to the institution and the public.

Regent Rabauliman motioned to call a short break and seconded by Regent Orsini. Six members voted yes and the motion passed.

VIII. 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. The following individuals were allowed to speak under public comments.

1. Dr. Sharon Y. Hart, NMC President provided some comments. She acknowledged that recently the faculty casted a no confidence vote on her leadership. President Hart indicated that what’s most important now is to address the issues appropriately and to learn from them and work together to move forward. She welcomed the opportunity to hear the issues in an open and inclusive manner.

2. Marie Coleman, Honorary Regent/Staff Senate President provided some comments and expressed concerns on the success of the institution. She also talked about the importance of leading the institution ethically and responsibly. Marie added that we should foster an environment that empowers and encourages the discussion of ideas and effective communication for the good of its students.

Amanda Allen-Diaz requested to make her presentation in executive session. There was some disagreement not to allow her to participate in executive session. It was recommended to proceed with public comments. Regent Torres requested some clarification from Counsel Borja where the board had previously taken action not to allow the Honorary Regents to be part of the executive session. Counsel Borja said
that it is the normal procedure if the board wishes to allow other members to be part of executive session because of certain contingencies.

3. Kyle Podziewski, NMC Instructor provided some comments on the no confidence vote issue. Mr. Podziewski said that this is about the institution as a whole and not any type of personal vendetta. Furthermore, it is about the importance of shared governance. Kyle provided some details related to the issue of shared governance. He added that the accreditors aren’t just looking at policies but are looking at practices. Kyle said that all of his comments were included in the college council report but has not received any type of response from the president. He suggested that the board obtain a copy of the report.

4. Tim Baker, Director of Counseling provided some comments and also asked a question on what is the difference between a faculty senate and faculty assembly.

5. Cindy Deleon Guerrero, NMC Instructor provided some comments. She talked about the importance of shared governance. Cindy stressed that the decisions and the actions that the administration decides to take on must include everyone because it is about us.

6. Larry Lee, NMC Instructor provided some comments. Larry has been an employee for the past 13 years. He’s served as faculty senate president for two years. He provided copies of the March 11, 2011 board-meeting packet where the HR policies were reviewed by the board. Larry said that the board met for many hours going through the policies. He stressed the importance that the Human Resources policies remain with the board because the board needs to provide some protection and due process to employees. Larry added that the faculty and staff are very concerned about the president’s move to rescind all of the HR policies of the board. He implored the board to request from the CEO all of the current board policies and procedures that are in effect right now. Larry Lee expressed how important the institution is to him and how he is taking so much risk for speaking publicly. He is also concerned of retaliation and recently there are new procedures being implemented by the administration.

7. Lawrence Camacho, a private citizen and NMC student was present to speak. He spoke briefly in the vernacular. Lawrence supports the faculty.

8. Liana Hofschneider, a private citizen was present to speak. She shared her concern on recent news articles that has inundated the institution pertaining to the no confidence vote. She expressed the fundamentals of shared governance and the importance of respect. Liana concluded her presentation and asked the board to support the no confidence vote.

    Regent Torres motioned to recess the meeting at 11:02a.m. Recessed ended at 11:20a.m. Chairperson Lizama called the meeting back to order. Chairperson Lizama indicated that the board plans to go into executive session for the rest of the day.

IX. EXECUTIVE SESSION

BOARD ACTION:

Regent Peter motioned to move into executive session at 11:27a.m. on December 21, 2012 and seconded by Regent Orsini. All six members voted yes, the motion passed. Executive session ended at 2:54p.m. Chairperson Lizama called the meeting back to order. Upon
convening the meeting, the board announced that the board would allow the Faculty to substantiate their claims. The following timeline is established.

**Timeline:**

1. December 24, 2012 – Faculty Report due at 12noon.
2. December 27, 2012 - President’s Response due at 12noon.
3. December 28, 2012 – Board of Regents review both reports.

The board scheduled to meet on December 28, 2012 at 9am, BOR Conference Room.

Executive Session was called to order at 3:26p.m on Friday, December 21, 2012. Executive Session ended at 4:14p.m. Upon convening the meeting, the board took the following action.

**BOARD ACTION:**

Regent Rabauliman motioned to amend President Hart’s contract to include a provision that would include the use of a vehicle and to amend the contract to include $1,000 allowance for transportation and seconded by Regent Orilla. All six members voted yes, the motion passed.

**BOARD ACTION:**

Regent Rabauliman motioned that the board retain the Law firm of F. Matthew Smith to represent the college in the recent Retirement lawsuit and seconded by Regent Orilla. All six members voted yes, the motion passed.

**X. ADJOURNMENT**

**BOARD ACTION:**

Regent Orsini motioned to adjourn the meeting at 4:19p.m and seconded by Regent Orilla. All six members voted yes, the motion passed.

The meeting ended at 4:21p.m. on December 21, 2012.