MINUTES OF THE
BOARD OF REGENTS
Special Meeting
Wednesday, September 26, 2012
10:00 a.m.

I. PRELIMINARY MATTERS

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

Honorary Members: Amanda Diaz, Honorary Regent/Faculty Senate President and Marie Coleman, Honorary Regent/Staff Senate President.

College Staff and Faculty: Leo Pangelinan on behalf of Dr. Sharon Y Hart, Executive Secretary to the Board of Regents/NMC President; Bobbi Merfalen, Dean of Academic Programs & Services; Roy Greenland, Acting Office of Effectiveness Director; Christopher Timmons, HR Director/Legal Counsel and Helen B. Camacho, President’s Officer (Recorder).

Excused Absent: Dr. Hart is absent attending the PPEC meeting in Honolulu.

Others: Jesus C. Borja, NMC Legal Counsel; Moneth Deposa, Saipan Tribune News Reporter; Junhan Todeno, Marianas Variety News Reporter.

The Special Meeting of the Board of Regents was called to order at 10:00 a.m. on Wednesday, September 26, 2012, BOR Conference Room in Building P, NMC Saipan Campus.

a. Roll Call

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

b. Review and Adoption of Agenda
BOARD ACTION NO. 1:

Motion: Regent Peter motioned to adopt the meeting agenda for Wednesday, September 26, 2012.
Second: Regent Orilla seconded the motion.
Discussion: Regent Rabauliman requested to move item (b) BOR membership status on the NMC Foundation Board of Directors and (d) NMC Foundation membership and organization under executive session.
Vote: The motion passed unanimously.

II. Public Comment Period: None.

III. Old Business
   a. Performance Evaluation of the NMC President

Regent Orsini, Ad-Hoc Committee Chairperson provided an update. He indicated that the performance evaluation of the president is an important and critical matter of the college. The committee agreed to put on hold the evaluation of the president and to wait for Dr. Hart’s arrival on island. Regent Torres noted following the existing board policies 1009, 1016 and 1017 in performing the annual evaluation of the president. There was a discussion about proposed dates in completing the president’s evaluation. Regent Torres emphasized the importance of completing the evaluation before October 12, 2012. It was agreed to meet again on October 08, 2012. The honorary members informed the board that they would have ample time to provide input by this date.

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 2:

Motion: Regent Peter motioned to move into executive session at 10:30a.m. on Wednesday, September 26, 2012.
Second: Regent Orilla seconded the motion.
Vote: The motion passed unanimously.

BOARD ACTION NO. 3:

Motion: Regent Orilla motioned to rise out of executive session on Wednesday, September 26, 2012.
Second: Regent Peter seconded the motion.
Vote: The motion passed unanimously.

BOARD ACTION NO. 4:
**Motion:** Regent Torres motioned to reaffirm the existing process and procedure in evaluating the college president and the annual performance evaluation of the president.

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

**Vote:** The motion passed unanimously. The existing procedure is hereby adopted.

**a. BOR/BOE Ad-HOC Update** – Regent Orilla and Regent Torres provided an update on the recent joint PSS/BOR board meeting held recently. Galvin Guerrero was selected to spearhead this collaboration.

Break called at 11:15a.m. on Wednesday, September 26, 2012. Break ended at 11:35a.m. Lunch break called 11:40a.m. on Wednesday, September 26, 2012. Executive Session called at 11:45a.m on Wednesday, September 26, 2012. Executive Session ended 2:40p.m.

**V. New Business**

**a. FY2012 Tuition and Fees Operations Budget**

Dave Attao, Dean of Administration provided a financial status of the college.

**BOARD ACTION NO. 5:**

**Motion:** Regent Rabauliman motioned to approve the FY2013 Tuition and Fees Operations Budget.

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

**Vote:** The motion passed unanimously. The FY2013 Tuition and Fees Operations Budget is hereby approved.

**b. BOR Membership status on the NMC Foundation Board of Directors**

Chairperson Lizama provided brief comments pertaining to the status of the NMC Foundation Board of Directors. He indicated that there is this notion that the membership of the board of regents on the NMC foundation board has been deemed removed. He added that the view that he was given is that if the prior action of the board is deemed ineffective then the board’s membership on the foundation board remains intact. Regent Rabauliman provided some comments pertaining to how this all evolved. He gave a synopsis of the numerous meetings held between the BOR Budget and Finance Committee and the Foundation board. In sum, the action was taken by the board of regents to remove themselves as members on the foundation board and making the President as an ex-officio member. In response to Regent Peter’s inquiry, counsel Borjan indicated that the foundation bylaws did allow one (not more than two) regent members as voting members of the foundation board.

**BOARD ACTION NO. 6:**

**Motion:** Regent Peter motioned to rescind the previous action that removes the board members from the foundation board.

**Second:** Regent Orilla seconded the motion.
**Discussion:** Regent Torres indicated that the motion is not appropriate. He explained that if the motion is being done with the understanding that the foundation board never acknowledged it, yet, the foundation board continues to consider the membership of the board of regents as being intact. Regent Orilla said that it's appropriate that the board rescinds its action on this issue. Regent Torres said that the record needs to reflect that the action was not an inadvertent action but rather a deliberate action. Counsel Borja said that for that reason he suggested that the record reflect that the motion is being made because of miscommunication or an erroneous communication. Regent Torres disagreed and said that nothing was miscommunicated. He further added that the committee acted on the representations of those who were responsible.

**Vote:** The motion did not pass.

Yes – Regent Orilla
   Regent Peter
   Chairperson Lizama

No – Regent Orsini
   Regent Rabauliman
   Regent Torres

c. **NMC Foundation membership and organization**

**BOARD ACTION NO. 7:**

- **Motion:** Regent Torres motioned to inform the foundation board of the intent of the BOR to consider some names and to take precautions to follow their bylaws.
- **Second:** Regent Peter seconded the motion.
- **Vote:** The motion passed unanimously.

Yes – Regent Orilla
   Regent Orsini
   Regent Rabauliman
   Regent Peter
   Regent Torres

No – Chairperson Lizama

d. **BOR Self-Evaluation** – Forms are to be completed and submitted for record purposes.

VI. **Adjournment**

**BOARD ACTION NO. 8:**

- **Motion:** Regent Orilla motioned adjourn the meeting at 4:20p.m on Wednesday, September 26, 2012.
- **Second:** Regent Peter seconded the motion.
- **Vote:** The motion passed unanimously.