

SPECIAL BOARD MEETING MINUTES OF THE BOARD OF TRUSTEES OF LARAMIE COUNTY COMMUNITY COLLEGE DISTRICT, STATE OF WYOMING, HELD WEDNESDAY, JULY 22, 2020, via Zoom

Board Present: Board Chairman Jess E. Ketcham, Vice Chairman Wendy Soto (Trustee Soto attempted to attend via Zoom but her connection was interrupted.), Secretary Bob Salazar, Treasurer Don Erickson, Trustees Brenda Lyttle, Carol Merrell, and Janine Thompson

Staff Present: President Joe Schaffer, Vice Presidents Kari Brown-Herbst and Melissa Stutz; Interim Associate Vice President Clark Harris, Associate Vice President Lisa Trimble and Executive Director Tammy Maas; Administrators, Faculty, and Staff Teresa Authier, Linda Herget, Chad Marley, and Legal Counsel Tara Nethercott

Visitors: Kathryn Palmer (Wyoming Tribune-Eagle)

1. CALL TO ORDER of the July 22, 2020, Special Board Meeting of the Laramie County Community College District Board of Trustees – Board Chairman Jess Ketcham

Board Chairman Jess Ketcham called to order the July 22, 2020, Special Board Meeting of the Laramie County Community College District Board of Trustees at 11:03 a.m.

2. APPROVAL ITEMS

President Schaffer stated the College will have significant opportunity to utilize the CARES Act dollars that will be accomplished in quick timelines. The size of the money that will become available will likely exceed the spending authority specified in Policy 4.5 Spending Authority and Limits. Knowing this, two approaches for the Board’s approval are included in the agenda. Currently, the College has two requests for spending authority that are time sensitive and more are anticipated from the CARES Act funding over the fall semester that could total \$4 million to \$5 million or more. These requests will be tied to specific aspects of the College’s reopening plans.

President Schaffer explained two approaches for the approvals are before the Board.

Option 1 is included, so he would have temporary spending authority through the end of the calendar year for purchases over \$60,000, as a result of the Pandemic. Such expenditures would be brought to the Board at their next regularly scheduled board meeting for their formal approval. This would eliminate the number of special board meetings necessary to approve these expenditures.

Option 2 would require approvals to be made during special board meetings. This option may be cleaner, because it allows the Board to weigh in on the expenditures before they are made.

Discussion moved to agenda Item A. (For the Record: Agenda items are recorded in the order they were addressed. The discussion is also recorded in the ordered it occurred.)

A. [Purchase of DIGARC \(Digital Architecture\) Acalog and Curriculog Software License/Hosting and Services](#) – President Joe Schaffer, Interim Vice President Kari Brown-Herbst

This is an outlay the College will fund upfront and will be reimbursed by the Commission. The software is in response to a legislative mandate. The software packages will help the College with cataloging and transfer. The approval of this item is time sensitive.

Staff Recommendation: That the Board of Trustees authorizes the President to expend funds for the purpose of acquiring Acalog and Curriculog products and services as outlined in this memorandum, with the anticipation that these expenses will be fully reimbursed by the Wyoming Community College Commission.

- B. [Purchase of R2B Phase II Technology Equipment with CARES Act Funding](#) – President Joe Schaffer, Chief Technology Officer Chad Marley

The purchase of the technology equipment will help expand wireless access across the campus and in the parking lots. The purchase will also acquire technology, such as laptops, that will be deployed to faculty, staff, and students to support virtual learning. The purchases align well with the federal legislation that initiated the CARES Act funding. The approval of this item is also time sensitive, because the Wi-Fi technology needs to be installed before the parking lot expansions are completed.

Staff Recommendation: That the Board of Trustees authorizes the President to expend funds for the purchase of the R2B Phase II Plan Technology Equipment outlined in this memorandum in an amount up to \$517,861.52, with these funds coming from the CARES Act allocations from the State of Wyoming.

At this point, President Schaffer asked for discussion on Option 1 and Option 2.

Option 1 – Temporary Spending Authority Expansion – Granting the temporary expansion of spending authority to the President as a result of COVID-19 pandemic – President Joe Schaffer

Trustee Lyttle asked Counsel Nethercott if she believed one option was more legally sound than the other to which Counsel Nethercott replied both are appropriate and either avenue is fine for the Board.

Trustee Erickson stated his understanding is that CARES Act funding has to be expended before December 31st, not just contracted for expenditure. He asked if the CARES Act funds have been received or if the Commission has provided a letter stating they will reimburse the College. He supports making the expenditures and coming back for ratification but would also appreciate an early alert.

Trustee Merrell asked President Schaffer which option he preferred to which he responded that bringing the purchasing approval requests to the Board (Option 2) would preserve the governance relationship and responsibility between the president and Board of Trustees. However, under the COVID purchasing time constraints, necessary multiple coordinations, and staffing impacts, Option 2 would not be the most efficient process. He further stated he is comfortable with both, noting the Board's policy allows for the temporary expansion of purchasing authority. His purpose for bringing the two options was to balance the preservation of Board's governance role in policy with the need for expedience, while at the same time not additionally impacting everybody's already crazy schedules. To Trustee Erickson's question, the College has confirmation and full expectation the Commission will reimburse the College for the funds needed to purchase the software and technology needing approval on this evening's agenda. The College is now in the process of translating the broad priority areas for CARES Act funding into specific purchases. As those take shape, the Finance and Facilities Committee will likely be utilized to communicate those purchases.

Trustee Merrell asked if making a motion for Option 2 would be appropriate. Trustee Lyttle stated she would like to ask a question and asked if she should do so now or after the motion is made. Chairman Ketcham asked that she present her question now.

Trustee Lyttle stated she would like for President Schaffer to have the flexibility needed to process the CARES Act purchases and for the trustees to have the means by which they can be accountable for those

purchases. Therefore, she suggested the possibility of a hybrid of Option 1 and Option 2, giving temporary expenditure authority to President Schaffer for purchases to \$200,000 or \$250,000. Any purchases over that amount would require Board approval. President Schaffer stated he can function within those parameters but also noted that one of the purchases on this evening's agenda has an amount exceeding her proposed threshold. He added, though, that the proposed threshold would push the more significant purchases in terms of cost to the Board and but may also require special board meetings. Trustee Lyttle asked if a different amount would provide more flexibility and still keep the College accountable to which President Schaffer responded he did not know a specific amount at this time. Trustee Lyttle stated she is ready to make a motion for her hybrid suggestion. However, Board Chairman Ketcham remembered Trustee Merrell had already made a motion. Trustee Thompson stated she would like to ask a couple of questions, at which time Chairman Ketcham asked for a second on Trustee Merrell's motion. For the Record: Trustee Merrell asked if she could make a motion for Option 2 but did not actually make the motion earlier in the meeting, because Chairman Ketcham instructed Trustee Lyttle to first ask her questions. However, that was Trustee Merrell's intent, which would have required a second to her motion. Also, the motion did not receive a second, so the motion would have died for lack of a second.

Staff Recommendation: In recognition of the COVID-19 pandemic and the need to respond quickly and nimbly to the use of CARES Act dollars necessary for the successful reopening of LCCC, the Board of Trustees provides the President with temporary authority to expend funds beyond \$60,000 for the purposes of reopening the College.

This temporary authorization is good only through the end of 2020. In addition, the President shall bring any unapproved expenditure over \$60,000 retroactively to the Board at the next regularly scheduled Board meeting for its consideration and approval.

Option 2 – Special Meeting Spending Authority Approvals

Trustee Merrell moved and Trustee Thompson seconded,

MOTION: That the Board of Trustees requests special meetings be held to approve spending authority for purchases funded by the CARES Act when the approvals are needed in advance of a regularly scheduled board meeting.

DISCUSSION: For Trustee Thompson, President Schaffer stated the requests for CARES Act expenditures come from those closest to the needs and the required implementation and then go through a review and approval process, including President's Cabinet and the Board. Trustee Thompson agreed with Trustee Erickson's point that the Board should be kept apprised of the CARES Act expenditures. President Schaffer assured Trustee Thompson that the CARES Act funds to pay for the technology expenditure are in the distribution process and that the State's Attorney General Office has already approved the IT expenditures as a priority. He further assured that he would not bring the recommendation to the Board, if he didn't have the confidence the funds would be forthcoming. Chief Technology Officer Chad Marley explained the total expenditure represents several projects rolled into one. The time sensitive issue has to do with the Wi-Fi that has a Friday deadline for a \$16,000 discount. The number of items to purchase is a best estimate and is being finalized by his IT team. The final number will be analyzed from the number of requests received, the number of laptops on campus, the number loaned out to employees and students in the spring semester, and the number needed in classrooms for online teaching.

Trustee Erickson spoke against the motion, saying these are unusual times, and the authorization is only through the end of the Fall 2020 semester. Concerning Trustee Lyttle's proposal, he stated it may be somewhat against the Board's fiduciary role. He emphasized President Schaffer and his staff have demonstrated tremendous prudence in making sure the Board is informed and so would like the motion

defeated and that a motion be made for Option 1. Counsel Nethercott reiterated one of the options is not more legal than the other and reminded the trustees the expenditures have to be made by December 31st. As a point of interest, the State of Wyoming received \$1.25 billion in CARES Act funds, the same as for neighboring states with triple the populations. Also, lawfully restricted expenditure requirements for the CARES Act expenditures are in place that prevent a free-for-all spending authority or account.

Trustee Merrell said she understands the trustees would be well-informed before the monies are spent, that the expenditures have to be made in a timely fashion, and that the College would identify the purchase in advance of bringing them to the Board at a regular meeting, and that is why she made the motion. With this in mind, Chairman Ketcham asked Trustee Merrell if she meant for her motion to be for Option 2 to which she responded yes. President Schaffer restated Option 1 allows him through the end of this year, which is the deadline for when the CARES Act funds have to be spent, to expend beyond \$60,000 of CARES funds for the purpose of reopening the College. The second paragraph requires him to bring the expenditures to the Board at their next regularly scheduled meeting. Referring to the technology request, he pointed out the order has to be placed by Friday in order to receive the discount and in order to receive the 100+ laptops in time for the IT staff to image them before the start of the fall semester on August 17th.

Board Chairman Ketcham clarified for Trustee Erickson that the motion on the floor is Trustee Merrell's and not Trustee Lyttle's and called for the question.

MOTION FAILED with 5 noes and one yes by Trustee Merrell confirmed with a roll call vote. Trustee Soto stated for Board Recording Secretary Vicki Boreing following the meeting and via email that her internet connection had become unstable and she was unable to participate in the meeting and therefore would not cast a vote.

Trustee Erickson moved and Trustee Lyttle seconded,

MOTION: In recognition of the COVID-19 pandemic and the need to respond quickly and nimbly to the use of CARES Act dollars necessary for the successful reopening of LCCC, the Board of Trustees provides the President with temporary authority to expend funds beyond \$60,000 for the purposes of reopening the College.

This temporary authorization is good only through the end of 2020. In addition, the President shall bring any unapproved expenditure over \$60,000 retroactively to the Board at the next regularly scheduled Board meeting for its consideration and approval.

DISCUSSION: For Trustee Thompson, President Schaffer cited Trustee Erickson's earlier point that the Board will be kept informed through the Finance and Facilities Committee or other means and that any decision he makes for the expenditure of CARES Act funds, other than the two on this evening's agenda, would come to the Board for formal approval at their regularly scheduled meetings beginning in September.

Board Chairman Ketcham explained for Trustee Salazar that Trustee Lyttle's proposal is moot because she seconded the current motion. In addition, Trustee Lyttle did not make a motion but rather brought forward the hybrid proposal for consideration. Trustee Erickson added an amendment could be made to the current motion. Counsel Nethercott advised the motion on the floor is for Option 1. A trustee may call for the question and the vote is taken, or a trustee may make a friendly amendment, if considered friendly, or an amendment in general to include the hybrid limitation Trustee Lyttle discussed. If the friendly amendment is not approved by the bringer of the original motion, then it's not friendly, and it essentially fails. Additional motions may be made after this motion for Option 1 is addressed.

Trustee Lyttle stated after hearing President Schaffer's comment that no magic number exists for the threshold amount and also hearing Counsel Nethercott's comments on the CARES Act's limitations, she is

comfortable with Option 1. Trustee Salazar stated he would like the assurance that excessive meetings and post-reporting does not occur, which he believed was the purpose for Trustee Lyttle's proposal. Trustee Erickson offered that in lieu of an amendment, the Board is not speaking to the motion through the discussion of a hybrid. Board Chairman Ketcham asked Trustee Salazar if he would like to make an amendment to which Trustee Salazar responded, that after hearing Trustee Lyttle's latest comments, he believes she has changed her mind and will just go with the vote.

Chairman Ketcham called for the question.

MOTION CARRIED unanimously.

The discussion moved to the approval of Items A. and B. The previous discussion as recorded earlier on both items is again included.

- A. [Purchase of DIGARC \(Digital Architecture\) Acalog and Curriculog Software License/Hosting and Services](#) – President Joe Schaffer, Interim Vice President Kari Brown-Herbst

Previous discussion: This is an outlay the College will fund upfront and will be reimbursed by the Commission. The software is in response to a legislative mandate. The software packages will help the College with cataloging and transfer. The approval of this item is time sensitive.

Trustee Erickson moved and Trustee Merrell seconded,

MOTION: That the Board of Trustees authorizes the President to expend funds for the purpose of acquiring Acalog and Curriculog products and services as outlined in this memorandum, with the anticipation that these expenses will be fully reimbursed by the Wyoming Community College Commission.

DISCUSSION: None

MOTION CARRIED unanimously.

- B. [Purchase of R2B Phase II Technology Equipment with CARES Act Funding](#) – President Joe Schaffer, Chief Technology Officer Chad Marley

Trustee Erickson moved and Trustee Salazar seconded,

MOTION: That the Board of Trustees authorizes the President to expend funds for the purchase of the R2B Phase II Plan Technology Equipment outlined in this memorandum in an amount up to \$517,861.52, with these funds coming from the CARES Act allocations from the State of Wyoming.

Previous discussion: The purchase of the technology equipment will help expand wireless access across the campus and in the parking lots. The purchase will also acquire technology, such as laptops, that will be deployed to faculty, staff, and students to support virtual learning. The purchases align well with the federal legislation that initiated the CARES Act funding. The approval of this item is also time sensitive, because the Wi-Fi technology needs to be installed before the parking lot expansions are completed.

President Schaffer thanked the Board for their time and guidance that will give the College the flexibility to act in an uncertain environment to expend funds that will help assure the College has a successful fall semester.

For Trustee Thompson who asked if a state of emergency has been declared, Chairman Ketcham advised the Board approved the state of emergency during their July 15, 2020, Board meeting. She also suggested a conversation be held during the retreat about what the trustees could do to help with COVID-19. She acknowledged President Schaffer runs the College and the Board of Trustees are supposed to support the President in those efforts. President Schaffer stated a conversation about the Board's involvement in COVID-19 responses can certainly be placed on the retreat agenda. He also said that he appreciates her comments and that he certainly wants to run the College and that the Board's job is to assure that he is running the College the right way. Vetting these types of conversations and decisions are a critical role of the trustees.

DISCUSSION: None

MOTION CARRIED unanimously and confirmed with a roll call vote.

3. **PUBLIC COMMENT** (Public comment may be made on anything not on the agenda. Comments will be limited to five minutes.) – Board Chairman Jess Ketcham

Board Chairman Ketcham called for public comment and heard no requests.

4. **ADJOURNMENT** of the July 22, 2020, Special Board Meeting of the Laramie County Community College District Board of Trustees – Board Chairman Jess Ketcham

Trustee Merrell moved and Trustee Thompson seconded,

MOTION: That the July 22, 2020, Special Board Meeting of the Laramie County Community College District Board of Trustees be adjourned.

DISCUSSION: None

MOTION CARRIED unanimously, and the Special Board Meeting was adjourned at 11:47 a.m., as so moved.

Respectfully Submitted,

Vicki Boreing
Board Recording Secretary