

MAINE COMPACT FOR HIGHER EDUCATION

Board of Directors Organizational Meeting

August 19, 2005 Bates College

Minutes

The Board of Directors of the Maine Compact for Higher Education held its organizational meeting on August 19, 2005 at Bates College in Lewiston, Maine.

The following individuals were present at the meeting: Mark Awalt, Alan Burton, Mary Cathcart, Kris Doody Chabre, John Diamond, Sandra Featherman, Joseph Foley, Bonnie Fortini, Susan Gendron, Daniel Hart, Kevin Healey, Greg Howat, Christopher Lee, Donna Loring, Ron Milliken, Richard Pattenau, Susan Percy, Kent Peterson, Colleen Quint, Christopher Rector, Betty Robinson, Theodore Scontras, Susan Tuthill, John Witherspoon, and Mark Woodward. Guests and staff present were Henry Bourgeois, Dianne Heino and Kevin Thurston.

The following individuals were invited but were absent: Mary Ann Alhadeff, Wendy Ault, Ron Bancroft, Yellow Light Breen, Glenn Cummings, Dana Dow, Robert Ervin, Laura Fortman, Joyce Hedlund, Mike Higgins, Judy Horan, Sue Huseman, Laurie Lachance, Joseph Morseshead, Derek Pierce, Lynn Ploof-Davis, Margaret Rotundo, and Henry Schmelzer.

Background. Mr. Foley opened the meeting at 9:10 a.m. Following introductions, He reviewed the recent background of the Compact, and explained that the transition to an independent organization began at the Compact's January 2005 meeting. At its May meeting, the Compact decided to establish itself as an independent organization and created two committees to carry it out: a transition committee to draft bylaws and other policies, and a nominating committee to recommend members of the board, officers and the executive committee. Mr. Foley, who served on both committees, thanked nominating committee members Mike Higgins, Kevin Healey, Ron Milliken and Mary Cathcart; and transition committee members Mary Cathcart, Colleen Quint, John Witherspoon, Yellow Light Breen and Henry Schmelzer.

Approval and acceptance of the Compact's Board of Directors. Mr. Healey, on behalf of the nominating committee, presented the following nominations for board of directors:

Sector/Member	County	Organization
<u>Employers</u>		
Mary Anne Alhadeff	Androscoggin	Maine Public Broadcasting
Mark Awalt	Piscataquis	JSI Store Fixtures Inc.
Ron Bancroft	Cumberland	Bancroft & Company
Yellow Light Breen	Penobscot	Bangor Savings Bank
Alan Burton	Somerset	Cianbro Corporation
Kris Doody Chabre	Aroostook	Cary Medical Center
Joseph Foley	Cumberland	UnumProvident
Kevin Healey	Androscoggin	Sisters Charity Healthcare
Judy Horan	Penobscot	WLBZ-2
Greg Howat	Penobscot	Eastern Maine Medical Center
Joseph Moreshead	York	Precision Screw Machine Products

Sector/Member	County	Organization
Kent Peterson	Lincoln	Fluid Imaging Tech.
Theodore Scontras	Cumberland	TD Banknorth
Mark Woodward	Penobscot	Bangor Daily News
<u>Educators</u>		
Mary Cathcart	Penobscot	University of Maine
John Diamond	Penobscot	University of Maine System
Robert (Sandy) Ervin	Penobscot	Bangor School Department
Sandra Featherman	York	University of New England
Bonnie Fortini	Washington	Washington County Adult Ed.
Daniel Hart	Oxford	Dirigo High School
Joyce Hedlund	Penobscot	Eastern Maine Com. College
Christopher Lee	Androscoggin	Bates College
Ron Milliken	Franklin	University of Maine, Farmington
Richard Pattenaude	Cumberland	University of Southern Maine
Susan Percy	Cumberland	Creative Work Systems
Derek Pierce	Cumberland	Portland Expeditionary High School
Lynn Ploof-Davis	Franklin	University of Maine, Farmington
Susan Tuthill	Kennebec	Waterville High School
<u>Community and State Government</u>		
Wendy Ault	Kennebec	MELMAC Education Foundation
Rep. Glenn Cummings	Cumberland	State Legislature
Sen. Dana Dow	Lincoln	State Legislature
Laura Fortman	Kennebec	State Dept. of Labor
Susan Gendron	Kennebec	State Dept. of Education
Michael Higgins	Cumberland	Spurwink Institute
Sue Huseman	Kennebec	MELMAC Education Foundation
Donna Loring	Hancock	Maine Community Foundation Bd.
Colleen Quint	Cumberland	Mitchell Institute
Rep. Christopher Rector	Knox	State Legislature
Sen. Peggy Rotundo	Androscoggin	State Legislature
Betty Robinson	Hancock	Maine Community Foundation Bd.
John Witherspoon	Kennebec	Finance Authority of Maine
<u>Ex Officio (voting)</u>		
Laurie Lachance	Kennebec	Maine Development Foundation
Henry Schmelzer	Hancock	Maine Community Foundation

Approved/Accepted. Mr. Foley, the corporation's incorporator, approved the nominations. Mr. Healey asked the nominees to signify their formal acceptance of their appointment as Directors of the Corporation by raising their hands. All those nominated raised their hands.

Election of Officers. Mr. Healey, on behalf of the nominating committee, nominated the following individuals to be the Compact's officers:

Chair:	Joseph Foley
Vice-Chair	Colleen Quint
Secretary/Treasurer:	Joyce Hedlund

Election of Officers (continued)

Elected. Mr. Healey asked if there was a motion and second to approve the Officer nominations. A motion was made by Ms. Featherman, seconded by Ms. Robinson, to approve the nominations as presented. Mr. Healey asked if there were other nominations from the floor. Hearing none, he asked for a show of hands indicating approval of the nominations. The vote was unanimous.

Each officer present accepted his or her office. The executive director was delegated the responsibility for taking minutes and maintaining the records of the corporation.

Election of Executive Committee. Mr. Healey, on behalf of the nominating committee, nominated the following individuals to be on the Compact's executive committee:

Yellow Light Breen
Kris Doody-Chabre
Sandra Featherman
Mike Higgins
Ron Milliken
Henry Schmelzer
John Witherspoon

The officers serve as ex officio (voting) members:

Joseph Foley
Joyce Hedlund
Colleen Quint

Elected. Mr. Healey asked if there was a motion and second to approve the Executive Committee nominations. A motion was made by Ms. Gendron and seconded by Mr. Burton to approve the nominations as presented. Mr. Healey asked if there were other nominations from the floor. Hearing none, he asked for a show of hands indicating approval of the nominations. The vote was unanimous.

Articles of Incorporation. Mr. Foley reported that the Articles of Incorporation, establishing the Compact as a non-profit corporation in Maine, were submitted to the Maine Secretary of State on August 8, 2005. At Mr. Foley's request, the board:

Voted, on a motion by Ms. Quint and seconded by Mr. Pattenaude, to direct the executive director to see that a copy of the Articles of Incorporation of this corporation, filed, stamped and certified by the Secretary of State or other appropriate state office or official, is kept at the corporation's principal office. The vote was unanimous.

Bylaws. At Mr. Foley’s request, Mr. Bourgeois reviewed the proposed bylaws. A board member noted that Article III, Section 3 of the proposed bylaws did not set limits on the terms of directors. Other members suggested that there should be limits on terms. The board:

Voted, on a motion by Ms. Robinson seconded by Mr. Pattenaude to amend Article III, Section 3 of the proposed bylaws by adding a sentence to read, “No director shall serve more than two consecutive, three-year terms.” The vote was unanimous.

One member noted a spelling error in Article III Section 10, which Mr. Bourgeois said he would correct. No other changes were suggested.

The board:

Voted, on a motion by Ms. Robinson, seconded by Mr. Peterson, to adopt the bylaws, as amended, as the bylaws of the Corporation, and to direct the executive director to see that a copy of the bylaws is kept at the corporation’s principal office. The vote was unanimous.

Conflict of Interest Policy. At Mr. Foley’s request, Mr. Bourgeois reviewed the Compact’s proposed Conflict of Interest Policy, noting that the policy is in three sections: Overview, Appendix, and Disclosure Statement. Mr. Bourgeois noted that parts of the Policy are intended to comply with state law and IRS expectations.

Regarding the Disclosure Statement, one member asked if it was necessary to have the Letter A option (“I am not aware of any relationship or Outside Interest or situation involving my family or myself which I consider might result in or give the appearance of being, a Conflict of Interest between such Family Member or me on one hand and MCHE on the other.”) since everyone on the Compact is likely to have some ‘situations’ referred to in Letter B (“situations...which might result in or appear to be an actual...Conflict of Interest...”). Mr. Bourgeois said he would check with the Compact’s attorney to determine if the Statement should be changed or if there is a better way to express it.

The board:

Voted, on a motion by Ms. Featherman seconded by Ms. Percy, to adopt the proposed Conflict of Interest Policy as the policy of the Corporation, and to direct the executive director to see that a copy of the Policy is kept at the Corporation’s principal office. The vote was unanimous.

Submission of Non-Profit Application to the IRS. Mr. Foley asked the board to authorize preparation and submission to the IRS of an application for non-profit, 501c3 status.

The board:

Voted, on a motion by Mr. Witherspoon, seconded by Ms. Fortini, to authorize the chair and executive director of the Corporation and attorney Rob Levin, acting as the agent of the Corporation, be and hereby are authorized and directed to file the IRS Form 1030 and associated forms and to communicate with the IRS in connection with all tax matters. The vote was unanimous.

Delegation of Responsibilities to the Executive Committee. Mr. Foley explained that the transitions committee recommends that the board delegate certain responsibilities to the Executive Committee. These responsibilities are:

- a. Execute appropriate agreements with the Maine Community Foundation and the Maine Development Foundation for the transition, and take other appropriate actions to complete the transition.
- b. Prepare a budget for Board approval at the November meeting.
- c. Recommend engagement of an auditor to the Board at the annual meeting.
- d. Execute an employment agreement with the executive director.

The Board:

Voted, on a motion by Ms. Doody Chambre, seconded by Mr. Scontras, to delegate these responsibilities to the Executive Committee. The vote was unanimous.

Compact Program Priorities. Members discussed what they learned at the Symposium the previous day, and reflected on the Compact's five action strategies.

- a. Many members expressed commitment to the Maine's Promise Scholarship Program, which the Compact decided to not pursue last year because of the state's budget difficulties. One member mentioned that federal aid is likely to be reduced, placing increased pressure on students and their families. Another reinforced the importance of a need-based approach that is directed to the low-income families. A third asked that we tie it into the marketing campaign.
- b. Regarding the Employer program, it was suggested that employers connect tuition reimbursement with job expectations in order to encourage more workers to take advantage of existing programs. And, it was suggested that the campaign focus its energy on helping employers understand the connection between worker education attainment and increased productivity.
- c. Several members expressed support for the campaign and the need for a culture change in Maine, noting that the financial difficulties are part of a larger national problem that we can do little to influence.
- d. Several innovative programs were mentioned, including Project Opportunity at Telstar High School in Bethel.
- e. One member noted the key issues that he took away from the Symposium:
 - (1) The need to reach smaller employers in the Employer Initiative.
 - (2) The importance of moving from demonstration programs (College Transition and Early College) to statewide initiatives—i.e. scalability.
 - (3) The trend of fewer males enrolling in and graduating from college, and the unique issues they face today.

Adjourn. Mr. Foley adjourned the meeting at 11:55 a.m.

Respectfully submitted by Henry Bourgeois, Executive Director